

OREGON STATE BAR BUSINESS LAW SECTION
EXECUTIVE COMMITTEE

MINUTES OF MEETING
September 16, 2011
4:00 PM

A meeting of the Executive Committee of the Oregon State Bar Business Law Section (the "Section") was held at 4:00 pm on Friday, September 16, 2011 at the offices of Lane Powell PC, 601 SW 2nd Ave Suite 2100, Portland, Oregon, pursuant to notice duly given. The following members of the Executive Committee attended the meeting either in person or by telephone:

Justin Denton	Kevin Thomas	Ken Haglund
Michelle Druce	Ben Lenhart	Greg Mallory
Kyle Wuepper	Lorie Harris Hancock	David Wang
Ken Mitchell-Phillips		
Other Attendees:	Tom Wrosch (until 4:20)	Paul Neese
	Carole Barkley	

Kevin Thomas called the meeting to order and served as chair. Lorie Harris Hancock kept the minutes.

1. Bar Liaison Report: Paul Neese reported that the swearing in ceremony for new lawyers is October 6th and the Section may include a newsletter or other printed material in the packet if submitted before September 26th. Materials should be sent to Michelle Lane at the OSB. He noted that the next House of Delegates meeting would be held on October 28th at the OSB center. Section Chairs are ex-officio members of the House of Delegates; if the chair cannot attend an alternate may be appointed. Ken Mitchell-Phillips, liaison from the Board of Governors, and offered to represent the section on issues at the HOD if there is no alternate. Paul noted that the Section's annual meeting must occur before November 15th. Paul will email the committee members a copy of the newly adopted social media guidelines for the OSB.
2. Corporation Division. Tom reported increased filings for limited liability companies, with a significant reduction in the number of new corporations. The Corporation Division is experiencing the typical summer slow down which Tom reported is good because they are continuing to work on the new UCC system and online filing system. He asked the group for input on the online filing system and how to make it work better, and discussed a plan to set up a separate system for professional/agent business filings. Anyone who has input on what should be included in such a system should contact Tom or Peter. A new internal UCC application was launched today with the only external change being a new URL. This is the first step to what should be an electronic filing system rolled out by January.
3. Legislative Committee. Chris Hall was not in attendance.
4. The Oregon Business Lawyer/Lewis & Clark Update. Michelle Druce reported that two new case law summaries have been completed by students. Kenny and Michele will review the new summaries and plan to post them next week. Andy Morrow is working on a business law update for the Legislative Update which will be summarized in an article on the website. A planning meeting with the law students for the upcoming year should be held this month to set the schedule for articles for the next year.
5. Approval of July Minutes. The July 15, 2011 minutes of the Executive Committee were approved, upon a duly made and seconded motion.
6. Treasurer Report/Budget. Sara Gray was not in attendance.
7. Subcommittee Updates.

a. CLE. Justin Denton reported that the current consensus of the subcommittee is to hold a quarterly lunch CLE. The first CLE would be an ethics CLE in December with follow-up quarterly lunch CLEs in March, June, October and December. The subcommittee recommended that we always hold an ethics CLE at end of year lunch and that the ethics topic for this first event focus on conflicts of interest in a business practice. Kevin suggested tying the ethics presentation together with the annual meeting and the group agreed. Justin and Ben are getting quotes for a location to host the meetings. Kevin will contact the CLE subcommittee next week to coordinate the first CLE with the annual meeting. It was suggested that the Section CLEs be recorded and posted on the Section's website. The subcommittee agreed to work on getting this to happen.

b. Annual Meeting. Kevin discussed the need to identify new committee members for next year. Kevin will contact Section members over the next few weeks to get input. Kevin will oversee annual meeting planning and make sure the notice gets out.

c. Website: Carole Barkley reported on her research regarding the idea of the Section offering an online CLE. She reported that the OSB would be changing to a gift card program for online CLE access. The Section could put a gift card on the website with an amount on it. The Section could also restrict usage of the funds to certain CLE's or types of CLEs and monitor usage, if desired. The cost of a CLE can vary between \$35 and \$195 depending on its length. Carole suggested the Section budget between \$5000 and \$7500. This would be a way to offer a member benefit that is easily identifiable. With system changing this is a good time to initiate the program. We discussed labeling the program a pilot project. Kevin will contact Sara to get a better sense of the budget and will ask her to end out some base level analysis so the group can decide what amount to spend for online CLEs and what amount to spend for quarterly lunch CLEs.

d. Business Outreach. No report.

e. Social Committee. Kenny updated us on the planned event at the zoo. The event was not held due to the late timing of receipt of the contract and payment of the deposit. Kyle and Lorie are still pursuing a Central Oregon networking event with a no host bar and hosted appetizers.

f. New Members for Executive Committee. Kevin asked anyone interested in an officer position to send him an email. He asked each member to contact one person to see if interested in serving on the executive committee.

8. New Business.

a. There is a case that has been allowed review by the Supreme Court, which raises issues regarding the interrelationship between provisions of the Oregon LLC Act and the specific terms of certain LLC operating agreements. The Court invited the Section to submit an amicus brief in the case, which is due on October 13th. Justin mentioned that he is a member a subcommittee looking at changes to the limited liability company statute to propose in next legislative session. David Culpepper is the head of the subcommittee. Kevin will contact David to see if the subcommittee will prepare a brief.

b. Kateri Walsh at the OSB is trying to get the new mentor program off the ground and would like to send an email to the section listserv describing the program and encouraging involvement. Group consensus was that this would be fine.

9. Adjourn. There being no further business, the meeting adjourned at 5:02 pm. The next meeting will be held in October.

Respectfully submitted,

Lorie Harris Hancock, Secretary