

**OREGON STATE BAR  
BUSINESS LAW SECTION EXECUTIVE COMMITTEE  
MEETING MINUTES**

**October 10, 2018 Meeting**

**Meeting Location:** Tonkon Torp LLP, 1600 Pioneer Tower, 888 SW Fifth Avenue, Portland, OR 97204.

**Present in Person:** David Ludwig (Chair), Valerie Sasaki, Jeffrey Tarr, Tyler Volm, Genevieve Kiley and David Post (“David P.”).

**Present by Phone:** Jennifer Nicholls, Lauren DeMasi and Benjamin Kearney.

**Also Present:** Carole Barkley, Danielle Edwards (by phone) and James Hein.

**Absent:** Justin Denton, William Goodling, Doug Lindgren, Anne Arathoon, Kara Tatman and Thomas Tongue.

**Minutes Author:** Jeffrey Tarr, Secretary.

**A. Section Annual Business Meeting (David Ludwig).**

**1. Election of Executive Committee Members.**

David Ludwig (“David L.”), the Chair of the Committee, called the Section Annual Business Meeting to order at 12:14 p.m.

The first order of business was the election of the officers and open member-at-large positions for the Business Section Executive Committee. David L. read out loud the Executive Committee’s proposed slate for the officers and open member-at-large positions, which were as follows:

**Officers:**

Chair-Elect	-	Genevieve Kiley
Treasurer	-	Jeffrey Tarr
Secretary	-	Kara Tatman

**Members-At-Large (with Terms ending on December 31, 2020):**

James Hein  
Charmin Shiely  
Tyler Volm  
Benjamin Kearney

(Officers previously elected and continuing through December 31, 2019 are Valerie Sasaki as Chair and David Ludwig as Past-Chair. Members-at-large previously elected to the EC and continuing through December 31, 2019 include Anne Arathoon, Lauren DeMasi, William Goodling, Douglas Lindgren, Jennifer Nicholls and David Post.)

David L. then asked if there were any nominations from the floor. There were no nominations from the floor.

David L. then asked if anyone present at the meeting wanted to engage in any discussion regarding the nominees/proposed slate. There was no such discussion.

Valerie then made a motion to adopt the proposed slate. David P. seconded the motion. The proposed slate was then unanimously approved by the members present at the Section Annual Business Meeting.

**2. Dues Increase from \$30 to \$35 Per Year.**

The next order of business was a proposed increase to the Business Section's annual dues. David L. asked if anyone present at the meeting wanted to engage in any discussion regarding a \$5 increase to the Business Section's annual dues. There was no such discussion.

Jeffrey then made a motion to increase the Business Section's annual dues by \$5 to \$35 per year. Valerie seconded the motion. The \$5 increase was then unanimously approved by the members present at the Section Annual Business Meeting.

**3. Adjournment of Section Annual Business Meeting.**

David L. then asked if there was any other business to be addressed at the Section Annual Business Meeting. There being no further business brought forth, Valerie made a motion to adjourn the Section Annual Business Meeting. Tyler seconded the motion, and the members present at the Section Annual Business Meeting unanimously approved the adjournment.

**B. October Meeting of the Business Section Executive Committee.**

A quorum was present for the October meeting of the Business Section Executive Committee. David L. called the meeting to order at 12:19 p.m.

**1. Approval of Prior Minutes (David Ludwig).**

As the first order of business, a discussion took place regarding approval of the minutes for the July 11, 2018 and September 12, 2018 Executive Committee ("EC") meetings.

Jeffrey was out of town for the July 11, 2018 EC meeting, and Genny acted as the Secretary to record the meeting minutes for the July 11, 2018 EC meeting. Genny circulated a draft of the July 11, 2018 EC meeting minutes by her e-mail to the EC sent on October 9, 2018. Jeffrey circulated a draft of the September 12, 2018 EC meeting minutes by his e-mail to the EC sent on October 9, 2018.

David L. asked those present at the meeting if anyone had any comments to the July 11, 2018 EC meeting minutes or the September 12, 2018 EC meeting minutes. No one had any comments. Valerie then made a motion to approve the July 11, 2018 EC meeting minutes and the September 12, 2018 EC meeting minutes. Genny seconded the motion, and the members present at the meeting unanimously approved the motion.

## **2. Bar Liaison Report (Danielle Edwards).**

Dani talked about the upcoming November 2, 2018 meeting of the 2018 OSB House of Delegates, being held at the Oregon State Bar Center. She pointed out that the Chairs of each OSB Section are ex-officio delegates. She then pointed out that the Business Section's all-day annual CLE is scheduled for the same date. She advised the EC that it could send someone in place of David L. (as the current Chair of the Business Section), but the replacement person would need to be qualified/approved by the Bar in advance of the meeting. She also pointed out that the Agenda for the November 2, 2018 HOD meeting is posted online on the OSBar's website.

## **3. Treasurer Report (Genny Kiley).**

Genny advised the EC that the September 2018 Statement of Revenue and Expenses for the Business Section has not yet been posted by the OSBar on the OSBar's website. Therefore, she was not able to give a Treasurer's report.

Genny then noted that she is working on finalizing the 2019 Budget for the Business Section, and that the 2019 Budget needs to be submitted to the Bar by October 16, 2018 because the Business Section intends to increase its annual dues.

Finally, in connection with completing the 2019 Budget for the Business Section, it was noted that the New Business Lawyers Committee (the "NBLC") needs to submit its budget request to Genny for inclusion in the 2019 Budget for the Business Section.

## **4. Subcommittee Reports and Discussion.**

### **a. CLE Committee (Tyler Volm).**

Kara was not able to attend today's meeting, so Tyler filled in on the report.

Tyler spoke about the 2018 annual CLE scheduled for November 2, 2018 at the MAC. He said the annual CLE is pretty much ready to go. He said the only hiccup was that one of the speakers wants to change the topic. He noted that the time allotments for

each speaker were intentionally shortened this year to 30 to 45 minutes to allow for more topics and speakers. He asked EC members who attend the annual CLE to provide feedback on the shortened time allotments. He noted that the ethics topic was kept at a one hour time allotment to provide for one full hour of CLE credit for ethics. Finally, he asked all of the EC members to spread the word about the annual CLE to gin up attendance.

It was also noted that there will be no James B. Castles Leadership Award or scholarships awarded this year. Therefore, there will be no noontime program during the lunch session of the annual CLE.

Next, Tyler (and Ben) talked about the fall quarterly CLE, to be scheduled in November 2018. The plan is to do a “reboot” of a previous CLE presentation on avoiding M&A post-closing disputes. The plan is to hold the fall quarterly CLE in Eugene at the Oregon Electric Station, and to have two speakers give the presentation, one a litigator (Don Churnside) and the other a retired judge (i.e., Judge Brewer).

**b. Outreach Committee (David P.).**

David P. started by discussing the annual social event with the OSCP. He said the event is now scheduled at the Departure Restaurant and Lounge on October 25, 2018 from 4:30pm to 6:30pm. Carol was asked to invite members of the Newsletter Committee to the event. David said the cost to the Business Section to co-sponsor the event should be approximately \$1,750.

**c. Communications Committee (Genny Kiley and Carol Barkley).**

Genny talked about where Carol is in connection with taking over editorial duties for the Business Section’s newsletter. Carol published/posted the most recent edition of the Business Section’s Newsletter in September. Carol is planning to publish/post the next edition of the Business Section’s Newsletter on or about December 2, 2018. Carol has 4 articles lined up for the December edition of the Newsletter.

Carol is now planning on getting another edition of the Newsletter out in March of 2019. She plans on asking some of the speakers for the Business Section’s 2018 annual CLE to write articles for the March 2019 Newsletter on the topics they are speaking on at the 2018 annual CLE.

Genny then asked the EC members to send an e-mail to Genny and Carol on any topics they want to see covered in articles for the Newsletter.

One topic that came up for the March 2019 Newsletter was an article on the Ratification of Defective Corporate Action legislation pending before the Oregon legislature. It was then noted that this legislation cannot be enacted before March of 2019 and, therefore, it was suggested this topic be put off until after the legislation is enacted (assuming that it is enacted by the Oregon legislature).

**d. New Business Lawyers Committee (Will Goodling).**

Will was not present at the meeting so there was no report given. Will did report to David L. that the NBLC recently added two more members, one from the recent swearing-in ceremony and the other from the Newsletter.

**e. Legislative Committee (Valerie Sasaki).**

Valerie said that the Business Section's Ratification of Defective Corporate Action legislative proposal is moving forward and will go before the 2019 Oregon legislature for a vote.

Next, Valerie talked about the RULLCA project and the Business Section's proposal pending before the Oregon Law Commission (the "OLC"). Valerie reported that the OLC has agreed to move forward with the project and to set up a Work Group for the project. Valerie reported that the OLC is currently in the process of putting together a list of names of individuals to serve on the Work Group. She also advised the EC that she met with Susan Grabe to discuss individuals who would be a good fit for the Work Group. Valerie said she is expecting this project to take at least 2 years.

Next, Valerie asked EC members to consider and suggest law improvement legislation projects for this committee to work on for the 2020 Oregon legislative session.

**f. Scholarship Committee (Tom Tongue).**

Tom was not present for the meeting, so there was no report for this committee.

**5. Other Business.**

None was raised.

**6. Adjournment.**

There being no further business, David L. adjourned the meeting at 1:00 p.m.