

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

**March 13, 2019**

**TIME AND PLACE**

Upon notice duly given, a Meeting of the Executive Committee (the “Committee”) of the Business Law Section (the “Section”) of the Oregon State Bar (the “Bar”) was held at the offices of Farleigh Wada Witt, on March 13, 2019, at 12:00 p.m., Pacific Time.

**PRESENT**

Present in person were Committee members William Goodling, James Hein, David Ludwig, Emily Maass, Charmin Shiely, Jeffrey Tarr, Kara Tatman and Tyler Volm. Present by phone were Committee members Anne Arathoon, Benjamin Kearney and Doug Lindgren. Also present at the invitation of the Committee were Dani Edwards and Keith Palevsky of the Bar, by phone, and Carole Barkley, in person. In Valerie Sasaki’s absence, Mr. Ludwig acted as Chair. Ms. Tatman acted as Secretary of the Meeting and kept the Minutes.

Mr. Ludwig called the Meeting to order at 12:05 p.m.

**MINUTES**

Mr. Ludwig reviewed the most recent meeting minutes with the Committee and asked for any comments or changes. The Committee unanimously adopted the following resolution upon motion duly made and seconded:

**RESOLVED**, that the minutes of the Committee’s February 13, 2019 meeting, in the form presented to and reviewed by the Committee, are approved.

Ms. Tatman joined the meeting at 12:10 p.m.

**BAR MATTERS**

Ms. Edwards as the Section’s outgoing Bar liaison provided an update to the Committee regarding Bar matters. She noted that this would be her last meeting with the Committee, and she introduced Mr. Palevsky, who would serve as the Committee and Section’s Bar liaison going forward.

## **TREASURER REPORT**

Mr. Tarr reviewed the Section financials and budget, including noting membership fees that are 25% lower than budgeted. Ms. Edwards described a decrease in section memberships across the Bar and indicated that the Bar will soon send a notice to non-renewing Section members indicating that they will be removed from the listserv, which may prompt some additional memberships. Ms. Edwards also noted that the Bar used a new membership payment process this year that may have impacted renewal rates. Committee members inquired about the substantial increase in complimentary members, and Ms. Edwards described that complimentary memberships are for new Bar admittees, law students, judges and their staff, and 50-year members. Mr. Goodling, Mr. Volm and other Committee members posited that the increase could be from more active and engaged young lawyers joining the Section, including law students and new admittees.

Mr. Tarr discussed expenses, including the Committee's annual meeting, and the trend for end of year available cash balance. He noted the need to keep a close watch on expenses and the anticipated surplus outcome, and the Committee agreed.

## **SUBCOMMITTEE REPORTS**

### *CLE*

Ms. Tatman reminded the Committee that the next Section CLE is scheduled for April 3, regarding employment law updates, and noted the expected webcasts in each of Bend, Eugene and Medford. She also informed Ms. Barkley that the CLE presenters agreed to publish a related newsletter article. Ms. Tatman told the Committee that the Bar had secured the Multnomah Athletic Club for the Section's CLE and annual meeting on Friday, November 8.

### *Outreach*

David Post was absent from the Meeting, but Mr. Ludwig updated the Committee that the Outreach subcommittee is still getting off the ground but they anticipate holding a meeting soon.

### *Communications*

Genevieve Kiley was absent from the Meeting, but Mr. Tarr provided an update to the Committee that the subcommittee had attempted to meet in the last month but was unable to schedule a time. Ms. Barkley described that the March newsletter was published, and that the website is well-populated. She informed the Committee that the next newsletter is scheduled for June, and there are three articles committed already. Mr. Tarr strongly encouraged Committee members to write as well, suggesting a goal of one a year. Mr. Tarr also noted that Ms. Kiley and Ms. Edwards had discussed the Bar's social media policies in more depth, and Ms. Edwards described to the Committee that the Bar permits social media, but she encouraged the Committee to think hard about the goals and objectives and to weigh the challenges associated with maintaining social media accounts.

### *New Business Lawyers*

Mr. Goodling updated the Committee that he had communicated with the New Lawyers Program Coordinator at the Bar regarding mentorship for new business lawyers. The Bar provided him a proposed communication to Section members regarding the need for and benefits of mentorship. The Committee discussed gathering testimonials for a newsletter piece, but also letting Cathy from the Bar send a message to the Section listserv. Mr. Goodling also mentioned an upcoming event sponsored by the subcommittee for law students and new business lawyers.

### *Legislative*

Ms. Sasaki was absent from the Meeting, but Mr. Ludwig provided an update to the Committee regarding the first meeting of the RULLCA work group with the Oregon Laws Commission (“OLC”). The meeting primarily introduced members and set a broad strategy for the product. Next, the group will likely discuss how to begin review, including by looking at other states’ processes. Mr. Tarr and Mr. Ludwig noted that the working group may be seeking additional members, as there are currently very few group members from larger law firms. Mr. Tarr reminded the Committee that we have previously discussed the possibility of next conducting an analysis of the corporate act and considering updates based on the uniform corporate code. Such an analysis may ultimately occur in the same OLC work group, but likely with the opportunity to add committee members who are interested and have some expertise in that area. Ms. Shiely expressed interest in joining the current work group.

Mr. Ludwig also informed the Committee that our proposed legislation on the ratification of defective corporate acts is proceeding along through the legislative process without any issues. The Committee discussed the timing of any new proposed legislation, and Ms. Edwards confirmed that the Bar prefers we only introduce legislation for long sessions (next is 2021), so the deadline for proposals is April 15, 2020. The legislative subcommittee intends to discuss at its next meeting who is reviewing proposed legislation and how the information is being disseminated among subcommittee members. Ms. Shiely asked about the role of legislative counsel, and Ms. Maass described the role and the legislative drafting process based on her experience.

There being no further business of the Committee, the Meeting adjourned at 1:00 p.m.