

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

**July 10, 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 Tonkon Torp, on July 10, 2019, at 12:00 p.m., Pacific Time.

**PRESENT**

Present in person were Committee members William Goodling, James Hein, David Ludwig, Emily Maass, David Post, Valerie Sasaki (Chair), Jeffrey Tarr, Kara Tatman and Tyler Volm. Present by phone was Committee member Anne Arathoon. Also present at the invitation of the Committee were Keith Palevsky of the Bar, by phone, and Carole Barkley, Conor Butkus, Clifford Gleaves, Ryan Hammond and Carlisle Pearson, in person. Ms. Tatman acted as Secretary of the Meeting and kept the Minutes.

Ms. Sasaki called the Meeting to order at 12:05 p.m.

**INTRODUCTIONS**

Ms. Sasaki welcomed the several law students (working as summer associates) in attendance and invited everyone present to introduce themselves.

**MINUTES**

Ms. Sasaki reviewed the most recent meeting minutes with the Committee and asked for any comments or changes. Mr. Post noted a nit to the draft minutes previously circulated. The Committee unanimously adopted the following resolution upon motion duly made and seconded:

**RESOLVED**, that the minutes of the Committee’s May 8, 2019 meeting, in the form presented to the Committee and including the noted revision, are approved.

**BAR MATTERS**

Mr. Palevsky updated the Committee on Bar matters, including providing updated membership numbers for May and June (851 paid, 113 complimentary in May, and 855 paid, 126 complimentary in June). Mr. Palevsky also encouraged the Committee to pay particular attention to the Section’s anticipated ending financial balance for the year, noting that pursuant to the Bar’s policy the ending balance should be less than two years’ worth of membership dues. Mr. Palevsky also encouraged the Committee to continue focusing on responsibly using Section funds.

## **TREASURER REPORT**

Mr. Tarr also discussed the latest membership numbers, including noting that the Section continues to close the gap in paid memberships as compared to last year but also highlighting the significant increase in non-paid members versus last year. The Committee discussed the benefits of complimentary memberships, including that Committee members suspect the increase is primarily from law students and first-year lawyers given the efforts of the Committee and the work of its New Business Lawyers subcommittee. The Committee discussed and asked Mr. Palevsky whether the Bar could reduce the per person assessment for those complimentary memberships. He described that the assessment is made for the provision of Bar services, which may still be provided to non-paying members and therefore the assessment would not be reduced.

Mr. Tarr noted the recent revenue increase due to new memberships and CLE registration fees, also pointing out that the Section incurred minimal fees in the prior month. Mr. Tarr noted that he is continuing to look into the categorization of annual meeting expenses. He asked about the scholarships this year, and Mr. Goodling updated the Committee that a subcommittee of law students had not yet begun the process yet. Committee members discussed that a scholarship application process should begin as soon as classes resume to award scholarships prior to the annual meeting in November.

Mr. Tarr discussed the anticipated end of year balance, which he currently expects to be in the low \$40ks, which is within the appropriate range. The Committee also discussed the Committee's annual retreat, including reviewing the Committee's reasons for selecting the Allison Inn in prior years (principally to encourage 100% attendance and participation, including for the several Committee members who reside outside of Portland). Mr. Tarr informed the Committee that last year's retreat costs were approximately 40% lower than the prior year. Ms. Sasaki informed the Committee that she and Ms. Kiley were also assessing alternate locations, and would compare costs of the Oregon Garden Hotel in Silverton with the costs of last year's retreat at the Allison Inn.

## **SUBCOMMITTEE REPORTS**

### *CLE*

Ms. Tatman updated the Committee on the Section's recent CLE regarding California's Consumer Privacy Act and the subcommittee's planning efforts for the November 8 full-day CLE seminar. She also advised the Committee of the Bar's new CLE registration policy, which requires the Section to use the Bar's new online registration platform for all Section CLE registrations going forward. The Committee asked questions and a discussion followed, including regarding the fees per registrant payable by the Section in order to use the platform and the potential pros and cons of the new system.

### *Outreach*

Mr. Post reported that the Outreach subcommittee met in May and is looking at continuing a joint social with CPAs in the fall. Mr. Post confirmed that the subcommittee will assist with planning the Committee's annual retreat as well.

### *Communications*

Ms. Barkley informed the Committee that the most recent Section newsletter went out in June as anticipated. She noted that the Communications subcommittee would like to include more articles on recent Oregon judicial opinions and legal developments of interest to the Section. The Committee discussed using third parties' (such as law firm's) relevant legal updates and articles, with appropriate consent and any modifications necessary to fit the newsletter format.

### *New Business Lawyers*

Mr. Goodling updated the Committee that the summer picnic for new business lawyers needed to be rescheduled but will take place July 20 at Laurelhurst Park.

### *Legislative*

Mr. Ludwig updated the Committee that the Governor signed the ratification of defective corporate acts legislation. Mr. Ludwig, Ms. Sasaki and Mr. Tarr also provided an update regarding the Laws Commission work regarding RULLCA, which continues to move forward.

There being no further business of the Committee, the Meeting adjourned at 1:05 p.m.