

## OREGON STATE BAR

### BUSINESS LAW SECTION EXECUTIVE COMMITTEE

#### MEETING MINUTES

April 22, 2021

#### 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 by video conference on April 22, 2021, at 12:00 p.m. Pacific time.

#### PRESENT

Present were Committee members Jeffrey Tarr (Chair), Anne Arathoon, Will Goodling, James Hein, Matt Larson, David Post, Charmin Shiely, Kara Tatman, Tyler Volm, and Michael Walker. Also present at the invitation of the Committee were Carole Barkley (Editor, *Oregon Business Lawyer*), Joe Cerne (Chair, New Business Lawyers Subcommittee) and Dani Edwards (Bar representative). Committee members not in attendance were Ben Kearney, Genny Kiley, Brian Jolly, Emily Maas and Jennifer Nicholls.

Mr. Tarr called the meeting to order at approximately 12:04 p.m. Pacific time. Mr. Goodling acted as Secretary and kept the minutes.

#### MINUTES

Mr. Tarr reviewed the most recent meeting minutes with the Committee and Ms. Arathoon noted comments. The Committee unanimously adopted the following resolution upon a motion duly made and seconded:

**RESOLVED**, that the minutes of the Committee’s March 25, 2021 meeting, in the form presented to the Committee after incorporating the comments made, are approved.

#### BAR LIAISON REPORT

Ms. Edwards summarized a new bylaw adopted by the Board of Governors that regulates Section communications and summarized the Bar’s policy governing social media communications (available at [https://www.osbar.org/\\_docs/leadership/resources/SocialMediaPolicies.pdf](https://www.osbar.org/_docs/leadership/resources/SocialMediaPolicies.pdf)). A discussion ensued, and Ms. Edwards advised that the Section’s

newsletter may be used to promote donations to charitable causes and to promote pro bono legal services.

## **TREASURER'S REPORT**

Ms. Arathoon summarized the Section's financial statements for March 2021, including to note that the Section was overbudget for revenue by a modest amount and that membership had increased from 953 to 958 during the month.

## **SUBCOMMITTEE REPORTS**

### *CLE*

Mr. Volm reported that the CLE Subcommittee had not met during the month, but that the CLE Subcommittee continues to plan on holding three stand-alone CLEs during the year, in addition to the Section's annual CLE program in November 2021.

### *Outreach*

Mr. Tarr reported that the Outreach Subcommittee had met earlier in the week and discussed a potential outdoor summer retreat in the Portland area. A discussion followed during which Committee members were supportive of the idea.

### *Newsletter*

Ms. Barkley reported that the Newsletter Subcommittee has authors for four articles for the June edition of the *Oregon Business Lawyer*, with a May 7 due date for their drafts. Ms. Barkley noted that the September edition will focus on new legislation but that authors are not yet committed.

### *New Business Lawyers*

Mr. Cerne reported that the New Business Lawyers Subcommittee met the prior week and designated one member to coordinate a panel at each of the three law schools in the fall of 2021. Mr. Cerne also noted that the New Business Lawyers Subcommittee is considering a summer social event. Ms. Edwards advised that, under current Bar guidelines, the Bar is not allowing any in-person meetings until July 1, 2021 and is not allowing any in-person meetings of greater than 25 persons until the end of September 2021.

### *Legislative*

Ms. Tatman reported that the Legislative Subcommittee had met the prior week and discussed its three primary goals or functions: (1) long-term strategic projects, such as the

RULLCA project; (2) legislative recommendations to address discrete issues or problems in Oregon business laws that may be encountered in practice; and (3) legislative review to identify significant proposed legislation where the Section may want to take a position. A discussion followed and Mr. Tarr encouraged the Legislative Subcommittee to begin to start a new strategic project to improve another uniform entity act.

#### *James B. Castle Leadership Award Subcommittee*

Mr. Tarr noted that the James B. Castle Leadership Award Subcommittee should solicit nominations for the award in the June edition of the *Oregon Business Lawyer* and in the Section's email listserv. Ms. Barkley said she would confirm with the subcommittee's chair, Ms. Kiley, that she is willing to be listed as the person who will receive the nominations.

#### *Nominating and Member Recruitment Subcommittee*

Mr. Tarr noted that there was nothing to report regarding the Nominating and Member Recruitment Subcommittee at this point of the year.

### **OTHER BUSINESS**

#### *Donations, Scholarships and Stipends*

Mr. Tarr summarized the Bar's new bylaw regarding donations, scholarships and stipends by Sections, which is reproduced here:

##### Subsection 15.701 Donations, Scholarships and Stipends

Sections may make donations to charitable causes or organizations of section funds, including donations characterized as grants or sponsorships, only with prior approval of the Chief Executive Officer. The Chief Executive Officer may allow such donations on a showing by the section that the donation will further the bar's statutory mission and the donation does not commit bar funds to issues that are divisive or result in creating factions within the profession and otherwise complies with law. The Chief Executive Officer will maintain a list of approved recipients.

Sections may make donations to charitable organizations, governmental entities or the Bar's Diversity & Inclusion Department to fund scholarships or stipends for law students or recent law school graduates only with the prior approval of the Chief Executive Officer. Any approved scholarships or stipends must be administered by the charitable organization, governmental entities, the Bar's Diversity & Inclusion Department, or another third party. No scholarship or stipend may be awarded based on an applicant's status as a member of a protected class.

A discussion ensued regarding the application of this bylaw to the Section's scholarship program. Mr. Hein, Ms. Shiely and Mr. Cerne agreed they would investigate the matter and report back to the Committee regarding a recommendation for how to administer the Section's scholarship program this year in light of this new bylaw.

*Request for Donation by Lawyers for Literacy*

Mr. Tarr noted that Lawyers for Literacy requested a donation from the Section. After a discussion the Committee declined to pursue the donation.

There being no further business of the Committee, the meeting adjourned at approximately 1:00 p.m. Pacific time.

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