

OREGON STATE BAR

BUSINESS LAW SECTION EXECUTIVE COMMITTEE

MEETING MINUTES

January 30, 2022

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 January 30, 2022, at 12:00 p.m. Pacific time.

A. Welcome and Introductions

Present were Committee members Anne Arathoon (Chair), William Goodling, Jeffrey Tarr, Jennifer Nichols, Michael Walker, Matthew Larson, Brian Jolly, Joseph Cerne, Benjamin Pirie, Melissa Jaffe, Kaci Hohmann, Charmin Shiely, James Hein, and Mike Williams (Bar Liaison).

Ben Kearney, Krista Evans, and Matthew McKean were not present at the meeting.

Ms. Arathoon called the meeting to order at approximately 12:01 p.m. Pacific time. Mr. Walker acted as Secretary and kept the minutes.

Following introductions of all present, Ms. Arathoon thanked Mr. Tarr for his service as past chair of the Executive Committee.

B. Prior Minutes (November 18, 2021)

Following small corrections made by Mr. Goodling and Mr. Tarr to the draft minutes from November 18, 2021, the Committee adopted the following resolution upon a motion duly made and seconded:

RESOLVED, that the minutes of the Committee’s November 18, 2021, meeting, in the form presented to the Committee after resolving the noted correction, are approved.

C. Review of 2021 Executive Committee Activities

1. Reports from 2021 Subcommittee Chairs

a. *CLE Subcommittee.* Mr. Larson reported on the 2021 activities of the CLE subcommittee. The subcommittee is currently planning a CLE in the first quarter of 2022, possibly in conjunction with The Lewis & Clark Law School Small Business Legal Clinic. Mr. Tarr reported on the Section’s annual seminar in December 2021, and will report attendance numbers at the next Section meeting.

b. *Newsletter Subcommittee.* Mr. Tarr reported that Carole Barkley currently edits and assists the subcommittee in producing the quarterly newsletter of the Section. The subcommittee meets monthly and includes members that are not currently members of the Committee.

c. *New Business Lawyers Subcommittee.* Mr. Cerne reported on behalf of the subcommittee. Most of this subcommittee members are not currently members of the Committee. The subcommittee seeks to engage new attorneys and law students, making them aware of Section activities and business law practice in Oregon. Mr. Cerne discussed the Section’s current stipend program through the Diversity and Inclusion Department of the Oregon State Bar to support summer employment of future business lawyers.

d. *Legislative Subcommittee.* Mr. Hein reported on behalf of the subcommittee, discussing the purposes and past activities of this subcommittee support improvements to Oregon

business law statutes. Mr. Hein pointed out that currently a work group initiated by the subcommittee through the Oregon Law Commission is reviewing the Revised Uniform Limited Liability Company Act (also known as RULLCA) and is developing a version of RULLC to be introduced in the 2023 Oregon Legislative Session. Mr. Hein further reported that a future work group will be constituted to review changes to Oregon's corporation statute. Finally, the subcommittee reviews proposed legislation that is introduced in the Oregon Legislature from time to time.

e. *Outreach Subcommittee.* Mr. Jolly reported on behalf of this subcommittee, and noted that due to the COVID pandemic, the activities of the subcommittee have been substantially limited. Mr. Jolly indicated that the subcommittee will look to hold a joint social and networking event with the Oregon CPAs, possibly in the fall of 2022. The subcommittee is also responsible for social media outreach on behalf of the Section, but needs further guidance of the Oregon State Bar as to permissible social media communications.

f. *Nominating and Member Recruitment Subcommittee.* Mr. Tarr reported on behalf of this subcommittee, noting that the principal role of this subcommittee to propose the slate of officers and at-large members of the Committee. As in the past, the nominating committee consisted of the Committee Chair (Mr. Tarr), the past Chair (Genny Kiley), and a third member selected by the Chair and past Chair (Valerie Sasaki in this instance). Mr. Tarr expected that this subcommittee will meet again in the final four months of 2022.

g. *Castles Leadership Award Subcommittee.* Mr. Tarr reported on behalf of this subcommittee. Mr. Tarr and Ms. Hohmann noted that the subcommittee is currently planning the development of a three-to-five-minute video to announce that the 2021 Castle Leadership Award has been awarded to Robert J. McGaughey. This video will be posted on the Section's webpage and possibly promoted through the Section's listserv. Upon Mr. Tarr's suggestion and motion, properly seconded and unanimously adopted, the Committee:

RESOLVED, that the expenditure of up to \$750.00 for the purpose of producing a short video announcing the awarding of the 2021 Castles Leadership Award to Robert J. McGaughey is hereby approved.

D. 2022 Subcommittees

1. Subcommittee Structure and Composition

a. *Sufficiency of Existing Subcommittees.* Ms. Arathoon asked the Committee if additions or changes should be made to the current subcommittee structure. No changes to such subcommittee were found to be warranted at this time.

b. *Selection/Confirmation of 2022 Subcommittee Chairs and Members.* Ms. Arathoon then invited members of the committee to express their interest in several subcommittees, and the members expressed interest in subcommittee service, as follows:

i. CLE Subcommittee.

Anne Arathoon, Ben Kearney, Matt Larson, Charmin Shiely, and Melissa Jaffe. The chair of this subcommittee will be selected at a future subcommittee meeting.

ii. Newsletter Subcommittee.

Jeffrey Tarr (Chair), James Hein, Michael Walker, Carole Barkley (Editor; non-EC member), Melissa Jaffe and Kaci Hohmann.

iii. New Business Lawyers Subcommittee.

Joe Cerne (Chair), Will Goodling, Kaci Hohmann, and (possibly) Krista Evans. Mr. Cerne noted a number of non-Committee members were involved in this subcommittee.

iv. Legislative Subcommittee.

James Hein (Chair), Brian Jolly, Michael Walker, Jennifer Nicholls, Melissa Jaffe, and Benjamin Pirie. Mr. Hein noted that the RULLCA

work group was formed under the auspices of the Oregon Law Commission, and includes business and litigation attorneys, as well as representatives from the Oregon Secretary of State and Oregon Department of Revenue, and that a similar approach will be taken to form a work group for review of Oregon's corporation act.

v. Outreach Subcommittee.

Brian Jolly (Chair), Krista Evans, Ben Kearney, Charmin Shiely, and Joe Cerne.

vi. Nominating and Member Recruitment Subcommittee.

Anne Arathoon (Chair), Jeffrey Tarr (past Chair), plus one non-EC member in accordance with Article VI, Section 8, of the Section's Bylaws.

vii. Castles Leadership Award Subcommittee.

Jeffrey Tarr (Chair), with Mr. Tarr anticipating that past Section chairs will also be members of this subcommittee, and will encourage nominations from the Section membership at large.

2. Subcommittee Reports. Ms. Arathoon then suggested that each subcommittee discuss their plans for 2022. The subcommittees reported as follows:

a. *CLE Subcommittee*. Ms. Arathoon discussed that this subcommittee was currently planning an online seminar for the first quarter of 2022, with the goals of having a seminar each calendar quarter with the annual seminar likely occurring in the fourth quarter, likely in November. Mr. Larson reported that the first quarter seminar would have a focus on access to justice topics. It was noted that section voting for the 2023 officers and board of directors would be conducted by electronic ballot. Ms. Arathoon indicated that a CLE subcommittee meeting would be scheduled soon to determine the calendar of events for the 2022 calendar year.

b. *Newsletter Subcommittee*. Mr. Tarr reported on behalf of the Newsletter Subcommittee. Mr. Tarr commended the work of Carole Barkley, the newsletter's editor, in editing and managing the publication of the newsletter. Mr. Tarr encouraged all members of the committee to suggest new article topics and possible authors for articles. Discussion then ensued regarding a possible "member-spotlight," section of the newsletter, highlighting members of the Section.

c. *New Business Lawyers Subcommittee*. Mr. Cerne reported on behalf of the New Business Lawyers Subcommittee. Mr. Cerne noted that the scholarship program previously offered by the Section had been discontinued, and stipend program had been instituted in 2021, but the funds allocated by the Section had not been spent in 2021. It was the intent that the 2021 allocated funds of \$3,000 be spent in 2022 through the Oregon State Bar's Diversity and Inclusion Department. Mr. Cerne indicated that outreach events with the three law schools in Oregon will continue, likely via Zoom in the near future with in-person events a possibility if pandemic restrictions are eased during the year. Ms. Arathoon noted that the Committee should approve an additional allocation of Section funds from the 2022 budget for the continuation of the stipend program. Upon motion by Mr. Tarr, duly seconded, and unanimously passed, properly seconded and unanimously adopted, the Committee:

RESOLVED, that the Committee approves the expenditure of \$3,000 to support the Section's stipend program in conjunction with the Oregon State Bar's Diversity and Inclusion Department.

Mr. Cerne also noted that Section members continue to informally assist law students and new attorneys in finding mentor relationships as well as assisting with the Oregon State Bar's mentorship program.

d. *Legislative Subcommittee*. Mr. Hein reported on behalf of the Legislative Subcommittee, noted that the subcommittee's work with the RULLCA work group will continue, as well as monitoring legislation that is pending or is passed by the Oregon legislature. Mr. Hein also noted that a work group for review updates to Oregon's corporation act will occur in the

future, along with other business entity acts. A discussion then ensued regarding the intent for the subcommittee to submit a formal written request to the Oregon Law Commission to form a new work group to consider possible updates and revisions to Oregon's corporation act.

e. *Outreach Subcommittee.* Ms. Arathoon discussed the intent of the Outreach Subcommittee to encourage outreach by the Section across the state and with other sections of the Oregon State Bar. Mr. Jolly suggested a possible event in the Bend and/or mid-Willamette Valley might occur in 2022.

f. *Nominating and Member Recruitment Subcommittee.* Ms. Arathoon thanked the Nominating and Member Recruitment Subcommittee for their work in 2021 in adding a diverse group of new members to the Committee.

g. *Castles Leadership Award Subcommittee.* No further report.

E. Treasurer Report

Jennifer Nicholls, the Committee's Treasurer, presented the December 2021 financial report of the Section. Ms. Nicholls noted that there have been limited expenditures at this point in the 2022 Section budget. Ms. Nicholls further explained a policy that was adopted several years ago by the Oregon State Bar Board of Governors that if a section maintains a cash reserve in excess of twice that section's annual budget, whereby that section will lose the Bar's subsidy of section member activities.

F. Membership Review

Mr. Tarr noted that the Section membership is growing, with the 2021 membership group by 32 new paying members and 49 new members overall. Mr. Tarr commended the work of the New Business Lawyers Subcommittee for their work in encouraging membership in the Section. It was also noted that the Section has over 100 complimentary law student members.

Mr. Arathoon noted that the Section's annual membership dues are \$35.00 per person, and the Section will continue to focus on providing significant value to Section members. It was noted that the Section does pay the Oregon State Bar an assessment for each Section member and for support of the Section's continuing legal education seminars.

G. 2022 Meeting Dates

Mr. Arathoon noted that in 2021, the regular meeting time of the Committee was 12:00 pm on the fourth Thursday of each month. The following dates were selected for the 2022 meeting dates of the Committee, with all meetings to occur at 12:00 pm and via Zoom until otherwise decided by the Committee:

February 24, 2022
March 17, 2022
April 28, 2022
May 26, 2022
June 23, 2022
July 28, 2022
August – No Meeting
September 22, 2022
October 27, 2022
November 17, 2022 – Third Thursday because Thanksgiving is the 4th Thursday
December – No Meeting

H. Adjournment

There being no further business of the Committee, the meeting adjourned at approximately 2:12 p.m. Pacific time.

APPENDIX A

Executive Committee - 2022 Proposed Meeting Schedule

Fourth Thursday of the Month 12:00 – 1:30 p.m.

February 23, 2022

March 17, 2022 – Consider Spring Break?

April 28, 2022

May 26, 2022

June 23, 2022

July 28, 2022

August 25, 2022 – No Meeting

September 22, 2022

October 27, 2022

November 16, 2022 – Third Thursday because Thanksgiving is the 4th Thursday

December 22, 2022 – No Meeting