

# OREGON STATE BAR

## BUSINESS LAW SECTION EXECUTIVE COMMITTEE

### MEETING MINUTES

April 28, 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 April 28, 2022, at 12:00 p.m. Pacific time.

#### PRESENT

Present were Committee members Anne Arathoon (Chair), Jeffrey Tarr, Jennifer Nichols, Michael Walker, Matthew Larson, Benjamin Pirie, Krista Evans, Charmin Shiely, Ben Kearney, Carole Barkley (Newsletter Editor) and Linn Davis (Substitute OSB Liaison).

William Goodling, Brian Jolley, Joseph Cerne, Melissa Jaffe, Kaci Hohmann, and James Hein were not present at the meeting.

Ms. Arathoon called the meeting to order at approximately 12:03 p.m. Pacific time. Mr. Walker acted as Secretary and kept the minutes.

#### 1. Approval of Prior Minutes (March 17, 2022)

Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s March 17, 2022, meeting, in the form presented to the Committee, are approved.

#### 2. Bar Liaison Report

Linn Davis reported on behalf of the Bar. Mr. Davis discussed the memorandum regarding the *Keller* decision that had been circulated to the sections of the Bar. The *Keller* decision relates to First Amendment rights in states where attorney bar membership is mandatory. Ms. Arathoon invited the Committee to review the memorandum further. Mr. Davis has no other information to report.

Ms. Arathoon reported that, at this time, a physical location for Section meetings is not required, and meetings can continue via video conference.

#### 3. Treasurer’s Report

Ms. Nichols reported on financial reports from March 2022. The report shows that expenditures in the first calendar quarter were light. Ms. Nichols reported that she was in the process of finalizing the expenditures from the event at Lewis & Clark Law School. She reminded the Committee members that itemized receipts are required for reimbursement (as opposed to just a credit card receipt). Ms. Nichols further reported that the Section currently has 829 paid members and 81 unpaid members, noting that both such numbers were slightly down from 2021. Ms. Arathoon pointed out that the Section will be hosting seminars in the months to come, and that such seminars should increase the net income of the Section.

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

- a. *CLE Subcommittee.* Ms. Arathoon reported on behalf of the subcommittee. The subcommittee is working with Julieanna Elegant at Lewis & Clark Law School Small Business Clinic on a seminar relating to intercultural communications, which seminar is in the process of being approved and scheduled by the Bar. Later in the second quarter of 2022, another seminar will be presented by Melissa Jaffe on the subject of cryptocurrency.
  
- b. *Newsletter Subcommittee.* Mr. Tarr reported on behalf of the subcommittee. Mr. Tarr stated that the March 2022 edition of the newsletter has been published, and the June edition is in production. Ms. Barkley reported that four articles will be published in the June edition. Also, ideas for September and December have been discussed by the subcommittee. Ms. Barkley also noted that additional information related to Robert J. McGaughey, the 2021 Castle Award recipient, will be needed to accompany the video regarding Mr. McGaughey and that she would be following up with another member of the subcommittee to obtain that information.
  
- c. *New Business Lawyers Subcommittee.* Ms. Evans reported on behalf of the Subcommittee. The subcommittee met in the preceding week. Earlier in April, the subcommittee held events at both Lewis & Clark and Willamette law schools, with somewhat low attendance at both events. Nevertheless, these were successful events for those that attended. Due to the proximity to final examinations, an event at the University of Oregon Law School will not be held this year. Ms. Evans reported the law schools had requested volunteer mentors for law students and subcommittee members had volunteered to serve in those roles. The University of Oregon Law School is hosting a mergers and acquisitions “boot camp” over the summer and requested volunteers to coach the 20 participants in that event. Ms. Evans further reported that the stipend program administered by the Bar continues to be challenging, noting that the one student who had accepted the stipend had subsequently decided to decline the stipend and pursue other opportunities for summer employment. Hence, at this point, the Section has no participants in the stipend program. Ms. Nichols confirmed that no funds have been expended in connection with the stipend program.

- d. *Legislative Subcommittee.* Mr. Walker reported on behalf of the subcommittee. The subcommittee is reviewing articles and information relating to the Model Business Corporation Act (2016 Revision) and whether to recommend to the Oregon Law Commission that a work group be formed to study such model statute. Mr. Walker further reported that the Oregon Law Commission work group studying the Revised Uniform Limited Liability Group will soon complete its initial work on a draft statute to submit to the Oregon Legislative Counsel's office, with the expectation that the proposed LLC statute would be introduced in the 2023 regular session of the Oregon Legislature.
- e. *Outreach Subcommittee.* Ms. Arathoon reported on behalf of the subcommittee. The Bar has indicated that for groups of the Bar such as the Committee to hold in-person meetings, all attendees to any such meeting must adhere to the Bar's vaccination policy, which includes an attestation by each such attendee with respect to his or her COVID vaccination status and the submission of a release form. Following a question from Mr. Tarr, Ms. Arathoon also indicated that the Bar's policy would apparently include a meeting held outdoors. It appears that this policy would apply to the potential joint meeting with the Oregon Society of Certified Public Accountants. Ms. Shiely indicated that she felt that the Bar's policy is "complicating and intrusive," and that the Committee should continue to hold its meetings virtually until such time as the policy is updated. Mr. Davis indicated that he would share the feedback from the Committee with the Bar. Mr. Davis further reported that the Bar headquarters building is currently not open the public.
- f. *Castles Leadership Award Subcommittee.* Mr. Tarr reported on behalf of the subcommittee. Mr. Tarr noted that the video relating to Robert J. McGaughey, the 2021 recipient of the Castles Award, has been uploaded to the Section's website, and encouraged members of the Committee to view the video. Mr. Tarr suggested that the video format could be a good paradigm for future recipients of the Castles Award. Mr. Tarr also commended the work of Kaci Hohmann in connection with the process of the video's creation. Ms. Arathoon indicated that she had emailed the Bar with the suggestion that a link to the video be emailed to all members of the Section. Ms. Nicholls further suggested that future videos be played at the Section's annual meeting. Mr. Tarr further reported that the Section newsletter will include a short article about Mr. McGaughey, including a reference to the video. Mr. Tarr further reported that the Bar has had conversations with the editor of the OSB *Bulletin* about an ad to announce Mr. McGaughey as the Castles Award recipient, but the cost of an ad appeared to be cost-prohibitive. It was mentioned that including a reference in the "Among Ourselves" portion of the *Bulletin* could be another possibility. Mr. Tarr suggested that the request for nominations for the 2022 Castles Award would be appropriate for an email to the Section members and inclusion in the June edition of the Section newsletter.

g. *Nominating and Member Recruitment Subcommittee.* No report at this time. This subcommittee will be active later in 2022.

## **5. Other Business**

There was no further business discussed.

## **6. Next Meeting**

The next meeting of the Committee will be held on May 26, 2022, by video conference.

## **7. Adjournment**

There being no further business of the Committee, the meeting adjourned at approximately 12:53 p.m. Pacific time.