

OREGON STATE BAR
BUSINESS LAW SECTION EXECUTIVE COMMITTEE
MEETING MINUTES

June 23, 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 June 23, 2022, at 12:00 p.m. Pacific time.

PRESENT

Present were Committee members Anne Arathoon (Chair), William Goodling, Jeffrey Tarr, Jennifer Nichols, Michael Walker, Joseph Cerne, Benjamin Pirie, Melissa Jaffe, Kaci Hohmann, Krista Evans, Charmin Shiely, James Hein, Linn Davis (Substitute OSB Liaison) and Carole Barkley (Newsletter Editor).

Matthew Larson, Brian Jolley, Ben Kearney, and Mike Williams (OSB Liaison) 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.

1. Approval of Prior Minutes (May 26, 2022)

The Committee then reviewed the minutes of the Committee’s meeting held on May 26, 2022. Thereafter, upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s May 26, 2022, meeting, in the form presented to the Committee, are approved.

2. Bar Liaison Report

Linn Davis had no report on behalf of the Bar. Ms. Arathoon reported on several items from her communications with Mike Williams, Bar liaison. For in-person events and meetings of the Section, the Bar requires an attestation form, which can be provided electronically before the event. This requirement applies to events that are officially co-sponsored by the Section. Masks continue to be required in the Bar headquarters building. For any other venue, the rules set by that venue will apply. The attestation form required that an attendee to the event attest they have had Covid vaccinations or have had a negative Covid test within 24 hours prior to the event. The Committee thereafter discussed the attestation form requirement, but no affirmative motions were made regarding that requirement. Ms. Arathoon indicated that she would contact Mr. Jolley regarding possibly contacting the Oregon Society of CPAs regarding the potential of holding a joint in-person networking event. Ms. Arathoon noted that currently, an in-person option is not required for Section meetings.

3. Treasurer's Report

Ms. Nichols reported on the Section's financial statements from May 2022. Ms. Nichols noted that expenses of the Section have been minimal. Ms. Nichols encouraged Committee members that submit requests for reimbursements from the section to provide detailed receipts of the expenditures. Finally, Ms. Nichols noted that payments for the 2022 previously approved law student summer employment stipends have not yet been paid.

4. Subcommittee Reports and Discussion

- a. *CLE Subcommittee.* Melissa Jaffe reported on behalf of the subcommittee. The next CLE session will be a virtual presentation on July 21, 2022, by Julieanna Elegant of the Lewis & Clark Law School Small Business Clinic. The topic of this seminar will be on intercultural communications. Following the July CLE session, on September 21, 2022, Ms. Jaffe will speak at a virtual presentation regarding cryptocurrency and blockchain issues. The subcommittee continues to seek topics and presenters for future CLEs.
- b. *Newsletter Subcommittee.* Mr. Tarr reported on behalf of the subcommittee. Mr. Tarr noted that the June edition of the newsletter had just been published. The subcommittee is currently working on issues to be published in September and December, and a number of authors have agreed to write articles for both of these issues. Mr. Tarr encouraged Committee members to provide Carole Barkley with information about Section events such as CLEs so that such information can be posted on the Section's website. When the date of the Section's annual meeting in November is finalized, the information relating to that meeting will be published in the Section newsletter and on the Section website.
- c. *New Business Lawyers Subcommittee.* Mr. Cerne reported on behalf of the subcommittee. Mr. Cerne noted that, as previously discussed, Section events including events hosted by the subcommittee will continue to be held virtually. No events are currently planned for Summer 2022. Finally, Mr. Cerne confirmed that both law student summer employment stipends previously approved by the Committee have been awarded.
- d. *Legislative Subcommittee.* Mr. Hein reported on behalf of the subcommittee. The subcommittee has sent a proposed letter to the Oregon Law Commission suggesting the formation of a work group to study the Model Business Corporation Act (2016 Revision) and to suggest appropriate updates to Oregon's corporation statutes. Mr. Hein indicated that the proposed letter included a "redline" version that compared the letter with a similar letter sent to the Commission several years ago with respect to the Revised Uniform Limited Liability Company Act (RULLCA). Mr. Hein will send a copy of the letter to the members of the Committee for any further comments. Mr. Hein further reported that the Commission's RULLCA work group has completed its initial draft of a revised Oregon limited liability company statute and had provided that draft to the Oregon Legislative Counsel's Office for their review and consideration.
- e. *Outreach Subcommittee.* Mr. Jolley was not present at the meeting. It was noted that the subcommittee has not met since the last meeting of the Committee and no Committee members has a report on behalf of the Outreach Subcommittee.

- f. *Castles Leadership Award Subcommittee*. Mr. Tarr reported on behalf of the subcommittee. Mr. Tarr noted that a request for nominations of the 2022 Castles Leadership Award had sent to Section members via email and had also been published in the Section's June newsletter. Mr. Tarr also indicated that he will review nominations submitted to the subcommittee in 2021. He further noted that Committee members can submit nominations, but should recuse themselves from voting on any such nomination. Finally, Mr. Tarr noted that the deadline for nominations is the end of August.
- g. *Nominating and Member Recruitment Subcommittee*. No report at this time. This subcommittee will be active later in 2022.

5. Other Business

Ms. Arathoon noted that the Bar has assigned a separate Zoom meeting account to the Section, and that she will be obtaining a separate Gmail email account for the Section as well. The separate Zoom account can be used for meetings and CLEs of the Section.

6. Next Meeting

The next meeting of the Committee will be held on July 28, 2022, by video conference.

7. Adjournment

There being no further business of the Committee, the meeting adjourned at approximately 12:56 p.m. Pacific time.