

OREGON STATE BAR
BUSINESS LAW SECTION EXECUTIVE COMMITTEE
MEETING MINUTES

May 26, 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 May 26, 2022, at 12:00 p.m. Pacific time.

PRESENT

Present were Committee members Anne Arathoon (Chair), Jeffrey Tarr, Jennifer Nichols, Michael Walker, Matthew Larson, Brian Jolley, Kaci Hohmann, Charmin Shiely, Ben Kearney, James Hein, and Mike Williams (OSB Liaison)

William Goodling, Joseph Cerne, Benjamin Pirie, Melissa Jaffe, Krista Evans, and Carole Barkley (Newsletter Editor) 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 (April 28, 2022)

There was a minor correction to the minutes of the Committee’s meeting held on April 28, 2022. With that correction and upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s April 28, 2022, meeting, in the form presented to the Committee and as corrected, are approved.

2. Bar Liaison Report

Mike William reported on behalf of the Bar. Mr. Williams reported that the Bar was opening its offices for public meetings, although masks will still be required in the office area. The Bar is currently in the process of formulating its 2023 budget. Mr. Williams noted that there is an October 15, 2022, deadline for the Section to submit its request for waiver if its funds on hand exceed the Bar’s “two times budget” limits. Ms. Arathoon indicated that the Bar will continue to permit the Section to hold its meetings entirely by video, and that any Section events will require the Bar’s COVID attestation form be submitted by each attendee to any such event. Mr. Williams will clarify whether this requirement applies to events that are co-sponsored by the Section and whether the form can be submitted electronically.

3. Treasurer’s Report

Ms. Nichols reported on the Section's financial statements from April 2022. Ms. Nichols explained that expenses have been minimal, and that at this point the Section's funds would exceed the "two times budget" limit. Ms. Arathoon noted that the Section's net assets are approximately \$67,000, and the operating revenue is \$29,365. Thus, the net assets of the Section would exceed the limit by more than \$8,000. Ms. Nichols noted that if the Section undertakes the programs that are currently planned, the limitation amount should not be exceeded for this year. Ms. Arathoon noted that the funds relating to law student summer employment stipends have not yet been deducted from the Section's funds. Ms. Nichols noted that if the stipend funds are not expended in 2022, then the Section could potentially utilize the funds to award stipends in 2023, and this would also provide a potential basis for requesting a waiver of the budget limitation.

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. A \$200.00 speaker stipend has been approved for Ms. Elegant's presentation. This will be a virtual presentation that will take place in June. Later in the summer, another seminar will be presented by Melissa Jaffe on the subject of cryptocurrency and blockchain issues. Ms. Arathoon noted that the subcommittee is currently working on its plans for the Section's annual seminar, and invited Committee members to suggest topics for presentations at that seminar. Ms. Arathoon further reported that the Bar has a Zoom video meeting account, and that sections of the Bar can use this account for a subscription fee of \$20.00 per month. Ms. Arathoon requested that the Committee approve this expenditure. Thereafter, upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the expenditure of \$20.00 per month to utilize the Bar's Zoom account for Section activities and meetings is hereby approved.

Mr. Williams indicated that he will clarify whether the commitment to the Zoom account is for one year from the Committee's approval or for the Bar's fiscal year.

- b. *Newsletter Subcommittee.* Mr. Tarr reported on behalf of the subcommittee. Mr. Tarr stated that the June 2022 edition of the newsletter is in the final editorial process, and will be published by mid-June. The planning for both the September and December editions of the newsletter is currently underway.

- c. *New Business Lawyers Subcommittee.* Ms. Hohmann reported on behalf of the subcommittee. Ms. Hohmann noted that the Bar has confirmed that the student from the University of Oregon has accepted the stipend for Summer 2022, and that the subcommittee is waiting for confirmation of the awarding of the second stipend. Ms. Shiely suggested that the Section should consider providing information about the stipend program to members of the Section so that members are aware of the program.

Ms. Arathoon asked the committee members for their opinions with respect to holding in-person events if the Bar's COVID attestation form continues to be required. It was indicated that the attestation form requirement does present a possible impediment for Section events and, potentially, events that are co-sponsored by the Section.

d. *Legislative Subcommittee.* Mr. Hein reported on behalf of the subcommittee. The Subcommittee has prepared a draft letter to the Oregon Law Commission proposing 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. Pending a review by the subcommittee members, the final draft of the letter will be submitted to the Committee for final approval. With that approval, the letter will be delivered to the Oregon Law Commission. Mr. Tarr suggested that the subcommittee consider submitting the draft letter to the Committee for approval by email. Mr. Hein further reported that the proposed letter calls for the work group to be composed of attorneys from different practices areas, including business transactional attorneys and business litigation attorneys. Ms. Arathoon suggested that the Subcommittee circulate the draft letter to the Committee via email for approval.

e. *Outreach Subcommittee.* Mr. Jolley reported on behalf of the subcommittee. The subcommittee has not met since the last meeting of the Committee. Mr. Jolley raised the question as to whether the Committee could hold an in-person meeting or event in the summer for members of the Committee, as well as the annual social event held in past years with the Oregon Society of Certified Public Accountants. Ms. Arathoon indicated that the sense of the Committee is that in-person events not be held as long as the Bar’s attestation form is a requirement.

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 that an email relating to the 2021 award has been sent through the Section’s listserv. An announcement has also been placed in the Section’s newsletter. Mr. Tarr further reported that the Bar does not permit announcements of this type to be placed in the “Among Ourselves” portion of the *Oregon State Bar Bulletin*. Finally, Mr. Tarr reported that he and Carole Barkley are working on an announcement to be placed in the June newsletter of the Section requesting nominations for the 2022 Castle Award. Ms. Arathoon suggested that a request for nominations be sent by email to all members of the Section.

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 June 23, 2022, by video conference.

7. Adjournment

There being no further business of the Committee, the meeting adjourned at approximately 12:45 p.m. Pacific time.