

OREGON STATE BAR

BUSINESS LAW SECTION EXECUTIVE COMMITTEE

MEETING MINUTES

September 22, 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 September 22, 2022, at 12:00 p.m. Pacific time.

PRESENT

Present were Committee members William Goodling (acting chair), Jennifer Nichols, Michael Walker, Joseph Cerne, Benjamin Pirie, Krista Evans, Charmin Shiely, and Ben Kearney. Carole Barkley (Newsletter Editor) was also present.

Anne Arathoon, Jeffrey Tarr, Matthew Larson, Brian Jolley, Melissa Jaffe, Kaci Hohmann, James Hein, Mike Williams (OSB Liaison) and Matthew McKean (BOG Liaison) were not present at the meeting.

Mr. Goodling, acting chair in Ms. Arathoon’s absence, 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 (July 28, 2022)

The Committee reviewed the minutes of the Committee’s meeting held on July 28, 2022. Thereafter, upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s July 28, 2022, meeting, in the form presented to the Committee, are approved.

2. Bar Liaison Report

Due to technological difficulties, Mike Williams, OSB Liaison, was not able to join the meeting.

3. Treasurer’s Report

Ms. Nichols reported on the Section’s financial statements from July and August, 2022. Ms. Nichols noted that the Bar charges \$19 per section member to subsidize the Bar’s administration of Section activities. Ms. Nichols further explained that the Section is currently close to the limitations imposed by the Bar for funds held by the Section. This amount is twice the Section’s annual dues. Therefore, with 942 members and Section dues of \$35 per member, the limitation amount is currently \$65,940. The Section’s funds are currently less than that amount, at \$58,866 as of August 31, 2022. In addition, as more Section funds tend to be expended in the fourth quarter, Ms. Nichols did not anticipate that the Bar’s funds limitation would be an issue for 2022.

Ms. Nichols stated that the Section is in the process of preparing its 2023 budget. The deadline to submit a request for an increase in the Section's 2023 dues is October 15, 2022. If no dues increase is requested, the Section's draft budget must be submitted to the Bar December 2, 2022. Upon discussion, the consensus of the Committee was that an increase in the Section's dues for 2023 was not necessary. Finally, Ms. Nichols requested that all subcommittees consider whether any change to their budgets for 2023 will be necessary.

4. Subcommittee Reports and Discussion

- a. *CLE Subcommittee*. Mr. Kearney reported on behalf of the subcommittee, noting that the speakers and topics for the annual seminar have been finalized. The annual seminar will be broadcast online in half-day sessions on November 2nd and November 3rd, 2022. From Ms. Arathoon's notes, Mr. Goodling noted that the tentative topics and presenters at the annual seminar will be as follows:

Cautionary Advice Related to Securities for Business Attorneys – Dan Keppler

Upcoming LLC Legislation: A Legislative Preview of Oregon's Version of the

Revised Uniform Limited Liability Company Act – Michael D. Walker

Employment Law Updates for Business Lawyers - Laura Salerno Owens &

Kathryn P. Roberts

2022/2023 Intellectual Property Updates for Business Lawyers - Melissa B. Jaffe

A Few of Our Favorite Things Business Lawyers Should Know about Bankruptcy

– Ava Schoen & Danny Newman

Ethics in the Age of Social Media: the Dos and Don'ts Ins and Outs of Client

Disputes – David J. Elkanich

- b. *Newsletter Subcommittee*. Carole Barkley reported that the September newsletter will be posted shortly and will be available to the members of the Section. The subcommittee is currently working on the December edition of the newsletter.

- c. *New Business Lawyers Subcommittee*. Joe Cerne reported on behalf of the subcommittee. The subcommittee held panel discussions with law students in Oregon on September 20, 2022. The event was held online with all three Oregon law schools, followed by online break-out rooms with the panelists. The subcommittee was able to promote law student membership in the Section at this event. Mr. Cerne indicated that they were able to spend up to \$900 for food and gift cards in connection with the event. Overall attendance at the online event was approximately 40 law students among the three law schools involved in the event.

- d. *Legislative Subcommittee*. Mr. Walker reported that the subcommittee has not met since the law meeting of the Committee. The subcommittee has not heard back from the Oregon Law Commissions with respect to its proposal to form a work group to review the modernization of the Oregon corporation statutes.

- e. *Outreach Subcommittee*. Ben Kearney, a member of the subcommittee, indicated that the subcommittee has not met. However, he indicated that the subcommittee will be in discussion regarding the Committee's 2023 retreat.

f. *Castles Leadership Award Subcommittee.* No members of the subcommittee reported on the activities of the subcommittee. Mr. Goodling stated that it was his understanding that the subcommittee had received a nomination for the 2022 Castles award.

g. *Nominating and Member Recruitment Subcommittee.* Mr. Goodling reported that it was his understanding that the current chair (Ms. Arathoon) and past chair (Mr. Tarr) recommend that the Committee authorize them to select another individual that is not a member of the Committee, with Ms. Arathoon, Mr. Tarr, and the third individual to constitute the membership of the subcommittee for purposes of nominating the officers and additional at-large members for the Committee in 2023. Upon motion being duly made and seconded, the Committee RESOLVED to approve the recommendation from Ms. Arathoon and Mr. Tarr.

5. Other Business

No other business was brought before the meeting.

6. Next Meeting

The next meeting of the Committee will be held on October 27, 2022, by video conference.

7. Adjournment

There being no further business of the Committee, the meeting adjourned at approximately 12:25 p.m. Pacific time.