

**OREGON STATE BAR**  
**BUSINESS LAW SECTION EXECUTIVE COMMITTEE**  
**MEETING MINUTES**

**May 4, 2023**

**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 at Black Helterline in Portland, Oregon and via Zoom on May 4, 2023, at 12:00 p.m. Pacific time.

**PRESENT**

Present were Committee members William Goodling (Chair), Anne Arathoon, Michael Walker, Joseph Cerne, Krista Evans, Blake Bowman, Melanie Choch, Timothy Crippen, Berit Everhart, Leigh Gill, Kaci Hohmann, Melissa Jaffe, Matthew Larson, Jennifer Nicholls, and Benjamin Pirie. Carole Barkley and Kateri Walsh were also present.

Brian Jolly was not present at the meeting.

Ms. Evans acted as Secretary and kept the minutes.

**1. Approval of Prior Minutes**

The Committee reviewed the minutes of the Committee’s meeting held on April 6, 2023. A few corrections were suggested. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s April 6, 2023 meeting, as amended, are approved.

**2. Bar Liaison Report**

Ms. Walsh gave the Bar Liaison report in Mike Williams’ absence. Ms. Walsh encouraged Committee members to run for the open seats on the Board of Governors. She also reminded us that the CLE reporting deadline for Bar members with a 2023 reporting year is at the end of May. Ms. Walsh reported that the social media program is ready to launch. The Business Law Section will have a subgroup page on LinkedIn. Melissa Jaffe and Krista Evans volunteered to attend a meeting about the program and assist with posting Section content. Ms. Walsh requested ideas for content for the next 4-6 weeks. The Committee discussed republishing newsletter content on the LinkedIn page and sharing interesting articles from other publications.

**3. Treasurer’s Report**

Mr. Cerne gave the Treasurer’s report. Mr. Cerne circulated the March financials, which includes Ms. Barkley’s quarterly payment. Ms. Jaffe will be purchasing a gift for the speaker of the recent CLE. She will submit a receipt for reimbursement to Mr. Cerne. Mr. Cerne reminded us that there is a line item in the budget under gift and rewards. Mr. Cerne

also reminded us that we cannot purchase alcohol with Bar funds.

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

- a. *CLE Subcommittee.* Ms. Jaffe provided the report. The CFIUS CLE went very well. Approximately 40-60 people attended. Ms. Jaffe has three more approved CLEs that she will be submitting. She also requested CLE presenters. The CLE subcommittee will hold the annual CLE at Amaterra Winery on November 10, 2023. It won't be co-sponsored with the Bar. The Bar cannot provide any support because the Bar is closed on November 10 for the observance of Veterans Day. The Committee discussed whether holding the event on Veterans Day is an issue. Mr. Crippen suggested inviting someone from the Military Law Section to present and do a discount for veterans. November 11 is actually Veterans Day. The CLE will be in person only because AV equipment and staffing are cost prohibitive. The Committee discussed recording the event and posting it after the fact behind a pay wall. Ms. Walsh volunteered to look into recording. The venue can seat 80-100 attendees. The CLE will be \$200-250 per person, with a slight discount for Section members. Lunch is \$75 per person. Ms. Jaffe requested presenters for the event. Mr. Crippen will look into getting a speaker from the Military Law Section.

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

RESOLVED, that the Committee will submit the Amaterra contract to Bar counsel for approval.

- b. *Newsletter Subcommittee.* Mr. Crippen provided the report on behalf of the subcommittee. The subcommittee has a good slate of articles for the June and September issues of the newsletter. Mr. Crippen and the subcommittee are excited about promoting articles on the new Section social media account. Mr. Crippen and Ms. Barkley can assist with getting newsletter content ready for sharing on social media. Mr. Crippen reported that the subcommittee is fabulous and is starting to work on the December issue. Four articles will be published in the June issue, and several will be published in the September issue.
- c. *New Business Lawyers Subcommittee.* Ms. Hohmann and Mr. Cerne reported on behalf of the subcommittee. A notice to the Section listserv went out about the summer stipend. The notice requested that potential employers interested in hiring a stipend recipient to contact the Bar DEI committee. Ms. Hohmann informed us that if any of the Committee members' firms are interested in being added to this list of potential employers, they can contact Suraya directly. The subcommittee requested a volunteer for the May new admittee swearing in ceremony in Salem. The subcommittee would like someone to sit at a table in Salem to provide new admittees information about the Section. The subcommittee hosted its first happy hour in April. It was a casual event at Rialto. The subcommittee will be hosting its annual law school panels in the fall.
- d. *Legislative Subcommittee.* Mr. Walker reported on behalf of the subcommittee. The subcommittee met on April 14. Most of the discussion was about the proposed LLC legislation. There are a few other minor bills with some relevance to business law, but nothing significant. The Oregon Trial Lawyers Association objected to the LLC Act. Unfortunately, the work group was not given the opportunity to address the OTLA's concerns. The Judiciary Committee instead removed the bill from the docket for this legislative session. The Oregon Law Commission work group is meeting in May and

perhaps June. The work group hopes to get on the agenda of the Senate and House Judiciary Committees this summer during the joint session to revive the bill for the 2024 short legislative session. Mr. Goodling asked if the status SB 909 will delay or stop work on the Corporation Act. Mr. Walker believes the issues with the LLC Act could push the Corporation Act back a year. Pushing the LLC Act forward is a significant investment. The Corporation Act remains on the long-term agenda.

e. *Outreach Subcommittee.* Ms. Evans reported that the subcommittee will be meeting soon. She will provide an update at the next meeting.

f. *Castles Leadership Award Subcommittee.* Ms. Arathoon provided the report on behalf of the subcommittee. She sent emails to the nominators for last year's award and let them know that their nominations would be considered for this year's award. The Section will present the award at the annual CLE in November. Ms. Arathoon will work with the Bar to send an email blast to the Section soliciting nominations. She will also work with Ms. Barkley to put a request for nominations in the newsletter. Ms. Arathoon will also coordinate with Ms. Jaffe and Ms. Evans to post about the award on social media. The subcommittee consists of Anne and prior chairs. We discussed the timing of solicitation of nominations. Ms. Hohman informed us that we would need at least a couple months of lead time if we are planning to make a video like we did in 2021. It takes time to gather photos and conduct interviews about the award recipient. Ms. Hohmann will provide her video contact to Ms. Jaffe for the CLE and will put out some feelers for an AV production company.

g. *Nominating and Member Recruitment Subcommittee.* Mr. Goodling provided a report on behalf of the subcommittee. The subcommittee consists of Mr. Goodling, Ms. Arathoon, and one non-Committee member. Mr. Goodling will contact past chairs to find someone to fill the third subcommittee position. The Bar will send Mr. Goodling a list of the Committee members, their terms, the members rolling off, and what positions need to be filled. Mr. Goodling will start the process as soon as he receives this information from Member Services.

## **5. Other Business**

There was no other business before the meeting.

## **6. Next Meeting**

The next meeting of the Committee will be held in-person at Stoel Rives on June 1, 2023 at 4:00 p.m., with an in-person happy hour to follow on the Stoel Rives rooftop balcony. There will also be an option to attend the meeting via Zoom.

## **7. Adjournment**

There being no further business of the Committee, the meeting adjourned at approximately 12:48 p.m. Pacific time.