

OREGON STATE BAR
BUSINESS LAW SECTION EXECUTIVE COMMITTEE
MEETING MINUTES

October 5, 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 Hathaway Larson and via Zoom on October 5, 2023, at 12:00 p.m. Pacific time.

PRESENT

Present were Committee members William Goodling (Chair), Anne Arathoon, Timothy Crippen, Michael Walker, Krista Evans, Joseph Cerne, Berit Everhart, Kaci Hohmann, Blake Bowman, Melanie Choch, Leigh Gill, Matthew Larson, Benjamin Pirie, Melissa Jaffe, and Jennifer Nicholls. Linda Kruschke from the Bar was 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 meetings held on July 6, 2023 and September 7, 2023. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s July 6, 2023 and September 7, 2023 meetings are approved.

2. Treasurer’s Report

Mr. Cerne provided the report. Carole’s payment is on the August financials. There is activity from the September law school panels that will be on the November financials. Mr. Cerne reported that October 16 is the deadline to raise Section dues. Mr. Cerne discussed the 2024 budget, and how past practice has been to review the prior year’s budget and add 10%. Mr. Cerne informed us that if we increase dues and don’t spend the excess funds, we could be penalized for having too high reserves. This is the first year that the Committee has had in person events since the pandemic. We are currently under budget for everything except for the annual CLE. Mr. Cerne recommended against raising Section dues. Mr. Cerne estimated that our reserves after this year will be approximately \$10,000. The Committee decided not to raise Section dues. Ms. Jaffe suggested allocating any excess funds made from the annual CLE to a law student stipend. Mr. Cerne will circulate a proposed draft budget ahead of the November meeting.

3. Subcommittee Reports and Discussion

a. *CLE Subcommittee.* Mr. Crippen provided the report on behalf of the subcommittee. The annual

CLE is November 10 at the Bar center. Mr. Larson booked catering, while Ms. Everhart booked AV. The Committee submitted registration information and the room registration but is waiting on materials from a couple of speakers before submitting the CLE approval paperwork. Jaimie Fender is coordinating a thirty-minute presentation by a member of the veteran's law section. The Committee needs a third attorney for the mergers and acquisitions panel. The brochure will be finalized when the Committee has information on all speakers. The CLE will have a Zoom option, with capacity for 500 attendees. The Committee discussed whether virtual attendance should cost less than in person attendance but decided on charging the same rate to increase in person attendance. The CLE will include breakfast, lunch, a day of CLEs, presentation of the Castles Leadership Award, and a reception. The Committee is seeking sponsors for the reception.

- b. *Newsletter Subcommittee.* Mr. Crippen provided the report on behalf of the subcommittee. The biggest challenge for the subcommittee is finding a replacement for Carole. The subcommittee could also use another volunteer. Ms. Kruschke provided the name of an individual working in a similar capacity for the Administrative Law Section. Carole also provided the name of a potential candidate. Kateri Walsh is working on obtaining additional names. Mr. Goodling and Mr. Walker will follow up with the two potential candidates.
- c. *New Business Lawyers Subcommittee.* Ms. Hohmann and Mr. Cerne reported on behalf of the subcommittee. The new business lawyer subcommittee and the outreach subcommittee are co-hosting a happy hour on October 26 at Tryon Creek Sports Bar and Grill. It will be an opportunity for Committee and subcommittee members to connect. We have also invited business law students from Lewis & Clark Law School. In September, the subcommittee hosted business law panels at each of the three Oregon law schools. Ms. Everhart coordinated the University of Oregon panel, while Ms. Hohmann coordinated the Lewis & Clark Law School panel. Approximately twenty students attended each panel. A member of the subcommittee coordinated a panel at Willamette. Ms. Everhart reported that they ended the Lewis & Clark Law School panel by telling the students about the stipends. Next year, the subcommittee hopes to partner with the business law clinics at the law schools. Ms. Hohmann reported that Mr. Crippen's and Ms. Everhart's insights on the panel were very helpful. She will reach out to her contact at Lewis & Clark about the happy hour, the stipend, and the law student Section membership application.
- d. *Legislative Subcommittee.* Mr. Walker reported on behalf of the subcommittee. He reported that it is a slow season for legislative activities. He spoke to the chair of the Oregon Law Commission, Valerie Sasaki. The OLC is still seeking an executive director. The OLC still intends to try to move the LLC Act legislation to the 2024 short legislative session. Mr. Walker will have more to report on after the October OLC meeting. If anyone is interested in participating in the task force for the corporation act, it is a great opportunity.
- e. *Outreach Subcommittee.* Ms. Evans reported on behalf of the subcommittee. The subcommittee met to plan the retreat. The retreat will be held January 26-27 in McMinnville. We will be going back to the same venues – the Atticus Hotel, the 1882 Grille for dinner Friday night, and the Bindery for our Saturday meeting. The subcommittee considered other location options, as the rates at the Atticus increased about \$2,000 from the 2023 retreat. The Bindery offered us a discount of \$1,000 off the room rental because we have a room block at the Atticus. If you are from outside of Portland, the Bar will pay for your hotel for two nights. Portland-area attendees can stay Saturday night at their own expense. Ms. Evans will send out an email soon. Ms. Evans reached

back out to Sherri McPherson, chair of the Oregon Society of CPAs, but has not heard back. The subcommittee is hoping the OSCPA will co-host an event with us in the first half of 2024.

f. *Castles Leadership Award Subcommittee.* Ms. Arathoon provided the report on behalf of the subcommittee. She reported that she ordered the physical award. The award recipient, Eva Kripalani, opted not to do the video. Ms. Kripalani will attend the annual CLE to receive the award. Mr. Goodling will make remarks. Ms. Arathoon is reaching out to past chairs to get contact information for the Castles family to invite them to the event.

g. *Nominating and Member Recruitment Subcommittee.* Mr. Goodling provided a report on behalf of the subcommittee. Ms. Arathoon, Mr. Goodling, and Genny Kiley met to discuss the 2024 slate. The Bar just sent out an email soliciting at-large Committee members. Mr. Goodling will propose a slate of nominees ahead of the November meeting, and the Committee will vote. Please reach out to Mr. Goodling or Ms. Arathoon if we have any recommendations of proposed nominees. The Section membership will vote on the slate via electronic ballot in December. There will be 2-4 vacancies on the Committee. The slate of nominees is due to the Bar by December 1.

4. Next Meeting

The next meeting of the Committee will be held in-person at Schwabe Williamson & Wyatt on Thursday, November 2, 2023 at noon. There will also be an option to attend the meeting via Zoom.

5. Adjournment

There being no further business of the Committee, the meeting adjourned at approximately 12:50 p.m. Pacific time.