

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

**November 2, 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 Schwabe Williamson & Wyatt and via Zoom on November 2, 2023, at 12:00 p.m. Pacific time.

**PRESENT**

Present were Committee members William Goodling (Chair), Anne Arathoon, 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 and Timothy Crippen were 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 October 5, 2023. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s October 5, 2023 meeting are approved.

**2. Treasurer’s Report**

Mr. Cerne provided the report. Mr. Cerne reported that the Section was double billed for Carole’s quarterly fee. The Bar will correct the double billing. Mr. Cerne presented the proposed 2024 budget for discussion and approval. Mr. Cerne reported that the biggest open budget item is revenue, if any, from the annual CLE. The budget contemplates \$0, which is the worst-case scenario. The historic practice when establishing the annual budget is adding 10% to the prior year’s budget. The Section has a big drop in net assets from prior years due to the fact that 2023 is the first full year of in person events and meetings since the pandemic. Mr. Cerne reported that it appears the Section will break even on the annual CLE. The Committee discussed whether a \$10,000 reserve was sufficient. Pre-pandemic, the Section reserve was between \$10,000 and \$20,000. The Committee determined that a \$10,000 reserve for 2024 was sufficient. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the proposed 2024 budget is approved.

### 3. Subcommittee Reports and Discussion

- a. *CLE Subcommittee.* Mr. Larson provided the report on behalf of the subcommittee. Mr. Larson reported that catering, facilities, and speakers are lined up for the annual CLE. As of the week prior to the meeting, 29 individuals had registered. The Committee hopes to get 50 in person attendees. The Bar will be sending another email blast this week. Stoel Rives has also promoted the event.
- b. *Newsletter Subcommittee.* Mr. Goodling provided the report on behalf of the subcommittee. Mr. Walker and Mr. Goodling are meeting with a potential candidate to replace Carole. The candidate is a recent graduate, but has some experience and interest in editing. The only individual recommended by the Bar is already booked. Mr. Goodling reported that Justin Monahan, a candidate for the 2024 Committee, was the editor of the construction law section newsletter. The Committee discussed details about the role, including project management and the need to chase down attorneys for articles. The Committee also discussed the benefit of bringing in a replacement now so that Carole could assist with the transition. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that Mr. Goodling and Mr. Walker are authorized to offer Jackie Krantz the newsletter editor position at the rate of \$2,275 per quarter.
- c. *New Business Lawyers Subcommittee.* Ms. Hohmann reported on behalf of the subcommittee. The new business lawyer subcommittee and the outreach subcommittee co-hosted a happy hour on October 26 at Tryon Creek Sports Bar and Grill. The Committee, New Business Lawyers subcommittee, and business law students from Lewis & Clark Law School were invited. The event was a success, with Kaci, Krista, Michael, Matt, and a handful of law students attending. Some law students reached out to Ms. Hohmann after the event, informing her that they made good connections with attorneys. The subcommittee still hasn't been charged for the stipend. Ms. Hohmann will follow up with Suraya at the Bar.
- d. *Legislative Subcommittee.* Mr. Walker reported on behalf of the subcommittee. He reported that the OLC still intends to try to move the LLC Act legislation to the 2024 short legislative session. The OLC also will be forming a work group to review Oregon's corporations Act. The OLC is still without an executive director, which makes it hard to move forward with these projects.
- e. *Outreach Subcommittee.* Ms. Evans reported on behalf of the subcommittee. Ms. Evans asked Committee members to RSVP for the retreat if they have not already. Ms. Evans reported that the retreat plans are set, and that the subcommittee is planning an optional event for Saturday afternoon after the meeting. Ms. Evans also reported that she is still waiting to hear back from the OSCPA about a possible joint event in 2024.
- f. *Castles Leadership Award Subcommittee.* Ms. Arathoon provided the report on behalf of the subcommittee. Mr. Goodling will make some remarks about the winner, Eva Kripalani, at the event. There will be a short acknowledgment of the award in the newsletter. Ms. Arathoon will reach out to the nominators of the individuals who didn't win and thank them. She will also reach out to the nominator for the individual who was very close to winning, and encourage the nominator to resubmit next year.
- g. *Nominating and Member Recruitment Subcommittee.* Mr. Goodling provided the report on

behalf of the subcommittee. Ms. Arathoon, Mr. Goodling, and Genny Kiley met to discuss the 2024. The subcommittee proposed the following slate:

**Officers** (*Terms ending December 31, 2024*)

Chair: Michael Walker  
Chair-Elect: Joseph Cerne  
Past-Chair: William Goodling  
Treasurer: Krista Evans  
Secretary: Matthew Larson

**Members-at-Large** (*Terms ending December 31, 2025*)

- Kimberly Boswell
- Justin Monahan
- Ben Pirie (re-elected)
- Melissa Jaffe (re-elected)

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

RESOLVED, that the proposed slate of officers and members-at-large for 2024 is approved.

#### **4. Next Meeting**

The next meeting of the Committee will be the retreat at the Bindery in McMinnville on January 27, 2024.

#### **5. Adjournment**

There being no further business of the Committee, the meeting adjourned at approximately 12:59 p.m. Pacific time.