

OREGON STATE BAR
BUSINESS LAW SECTION EXECUTIVE COMMITTEE
MEETING MINUTES

February 1, 2025

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 The Bindery, 610 NE Fourth Street, McMinnville, Oregon 97128, on February 1, 2025, at 9:00 a.m. Pacific time.

PRESENT

Present were Committee members Joe Cerne (*Chair*), Krista Evans (*Chair-Elect*), Michael Walker (*Past Chair*), Matt Larson (*Treasurer*), Blake Bowman (*Secretary*), Tim Crippen, Berit Everhart, Taylor Gersch, Leigh Gill, Melissa Jaffe, Justin Monahan, Jennifer Nicholls, and Ben Pirie. Mike Williams from the Bar was also present.

Kimberly Boswell and Melanie Choch were not present at the meeting.

Mr. Bowman acted as Secretary and kept the minutes.

MEETING

Mr. Cerne called the meeting to order at 9:00 a.m. and welcomed new Committee member Taylor Gersch.

1. Approval of Prior Minutes

The Committee reviewed the minutes of the Committee’s meeting held on November 6, 2024. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s November 6, 2024, meeting are approved.

2. Treasurers’ Report

Ms. Evans, the Committee Treasurer for 2024, and Mr. Larson, the Committee Treasurer for 2025, gave the report. They reviewed and presented the Committee’s 2024 year-end financial statements. They noted that the Committee had earned \$2,556 from the annual CLE. The Committee evaluated and discussed the revenue generated from the CLE and profit split with the Bar. Ms. Evans and Mr. Larson noted that the decrease in the Section’s net assets was significant, but less than budgeted in 2024. Mr. Williams explained why intentionally decreasing the Section’s net assets closer to \$0 was beneficial for the Section based on the Bar’s cost structure and fees.

Ms. Evans and Mr. Larson reviewed and presented the Committee's 2025 budget and recounted that the 2025 budget had previously been approved by the Committee and that the Committee had previously decided not to raise Section member dues for 2025.

3. Review of 2024 Subcommittee Activities

A. CLE Subcommittee. Ms. Nichols provided the report. She noted that the Subcommittee planned four lunch hour CLEs in 2024 as well as the annual CLE. The Subcommittee learned from its experiences in planning these CLEs and would evaluate and consider the following items in 2025: charging for quarterly CLEs, revenue opportunities related to the annual CLE, partnering with the Bar for the annual CLE, and investing in webinar capabilities.

B. Legislative Subcommittee. Mr. Gill provided the report. He noted that 2024 was a slow year for the Oregon legislature. The most relevant legislation was a proposed restatement of the LLC Act. It did not get passed in 2024, but modifications were made to get the Oregon Trial Lawyers Association on board. It is expected to pass in 2025. Mr. Larson also noted that the Oregon Law Commission was beginning work on a restatement of the Corporation Act and will be seeking input and assistance from the Section in 2025.

C. Outreach Subcommittee. Ms. Evans provided the report. She noted that in 2024 the Subcommittee planned a happy hour with the Oregon Society of CPAs and discussed methods for improving CPA attendance going forward. The Subcommittee also co-hosted quarterly happy hours with the New Business Lawyers Subcommittee and planned the Committee retreat. The Committee considered ways for the Outreach Subcommittee to expand its events outside of the Portland Metro Area in 2025.

D. Newsletter and Communications Subcommittee. Ms. Everhart provided the report. She noted that Jackie Krantz did an exceptional job in 2024 organizing the Subcommittee's efforts and modernizing the newsletter for digital publishing. The Subcommittee published four newsletters in 2024. The Committee discussed methods for sourcing new authors and topics. Ms. Everhart noted that the Subcommittee would look into ways to measure engagement in 2025.

E. New Business Lawyers Subcommittee. Mr. Cerne provided the report. He noted that the Subcommittee included various members that were not part of the Committee, creating a good network for Committee recruiting. In 2024 the Subcommittee maintained its contacts with Oregon's three law schools and hosted panel events at each school. The Committee discussed lessons learned from the panel events, mainly involving scheduling with the schools to prevent conflicts. The Bar's Diversity & Inclusion Department administered their annual stipend program, and the Business Law Section stipend was awarded to McKenzie Gerdes, who worked for Sussman Shank during the stipend program.

F. Nominating and Member Recruitment Subcommittee. Mr. Walker provided the report. He noted that the Subcommittee was successful at recruiting Taylor Gersch, adding

another member from the Eugene area. He also noted that the Subcommittee tried to add a member from the Bend area, but was not able to. This will be a focus in 2025.

G. Castles Leadership Award Subcommittee. Mr. Walker provided the report. He noted that the Castles Award was given to Peter Bragdon, General Counsel for Columbia Sportswear. Mr. Bragdon was a deserving recipient and his award reception was well attended after the annual CLE.

4. Planning for 2025 Subcommittees

The Committee reviewed the Section bylaws and mission statement. A discussion was held regarding the sufficiency of the current Subcommittees and whether there was excessive overlap. The Committee determined that the current Subcommittees and their charters were appropriate and would continue in 2025.

A. CLE Subcommittee. The 2025 CLE Subcommittee members are: Tim Crippen (*Chair*), Melissa Jaffe, Jennifer Nicholls, Kimberly Boswell and Blake Bowman.

Ms. Jaffee prepared a memo recapping the lessons learned from the 2024 annual CLE. The Committee reviewed and discussed the pro and cons of co-sponsorship with the Bar, including the calculation for profit sharing. The Committee noted the high attendance at the 2024 annual CLE at the Nines as compared to prior annual CLEs at the Bar Center. Ms. Evans noted that the 2025 budget did not factor in additional costs associated with hosting the annual CLE at a venue other than the Bar center. The Committee directed the Subcommittee to further evaluate and advise the Committee on potential co-sponsorship with the Bar for the 2025 annual CLE and the anticipated date of the event.

B. Newsletter and Communications Subcommittee. The 2025 Newsletter and Communications Subcommittee members are: Berit Everhart (*Chair*), Justin Monahan, Michael Walker, Melissa Jaffe, Tim Crippen, Melanie Choch and Taylor Gersch.

The Committee discussed directives and opportunities for the Subcommittee in 2025, including continuing the “Barrister Banter” column and making Castles Award recipient Peter Bragdon the profile for the first column in 2025, using the Section’s LinkedIn account to further promote the newsletter, and bringing in law students to participate in the Subcommittee.

Ms. Evans noted that current protocol required the Subcommittees (both Newsletter and Communication and Outreach) to give Committee members seven days to review and approve any proposed Section social media posts, which was hurting the Subcommittees’ ability to quickly post relevant topics. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that proposed posts on the Section’s social media accounts must be circulated to Committee members for review and comment at least two days in advance of the anticipated post date (as opposed to the previously required seven days).

C. *New Business Lawyers Subcommittee.* The 2025 New Business Lawyers Subcommittee members are: Krista Evans (*Co-Chair*), Berit Everhart (*Co-Chair*), Matt Larson, Joe Cerne, Taylor Gersch, Melanie Choch, Kimberly Boswell, and certain non-Committee members.

The Committee discussed that this Subcommittee should continue its panel events at Oregon's three law schools and should continue recruiting non-Committee members to participate on the Subcommittee.

D. *Legislative Subcommittee.* The 2025 Legislative Subcommittee members are: Leigh Gill (*Chair*), Matt Larson, Michael Walker, Blake Bowman, Melissa Jaffe, and certain non-Committee members.

The Committee discussed that James Hein would be joining the Subcommittee as a non-Committee member. Mr. Walker noted that the bill that would restate the Oregon LLC Act was scheduled for public hearing and that the Oregon Law Commission expects it to pass in 2025. The Subcommittee will stay focused on this legislation and how it can help Section members be prepared for the resulting changes in LLC practice in Oregon.

E. *Outreach Subcommittee.* The 2025 Outreach Subcommittee members are: Krista Evans (*Co-Chair*), Berit Everhart (*Co-Chair*), Ben Pirie, Joe Cerne, Jennifer Nicholls, Melanie Choch and Taylor Gersch.

The Committee discussed its goals for this Subcommittee in 2025, including working to improve attendance at the event with the Oregon Society of CPA, hosting an event with the Corporate Counsel Section, and focusing on geographic diversity in its outreach efforts.

F. *Nominating and Member Recruitment Subcommittee.* The 2025 Nominating and Member Recruitment Subcommittee members are: Joe Cerne (*Chair*), Michael Walker and a third non-Committee member.

The Committee discussed potential candidates to fill the non-Committee member position on this Subcommittee. Mr. Walker recommended using the newsletter and Section social media to more actively recruit new Committee members.

G. *Castles Leadership Award Subcommittee.* The 2025 Castles Leadership Award Subcommittee members are: Michael Walker (*Chair*).

The Committee discussed ideas for increasing the number of nominations received for the Castles Award and continuing its notoriety in the business law community. The Committee directed this Subcommittee to include past chairs and past award recipients in its process and to ensure that candidates from outside of the Portland Metro Area are actively solicited and fairly considered.

5. **2025 EC Meeting Schedule**

The Committee discussed meeting dates and decided to have 2025 Committee meetings as follows (subject to adjustment as necessary):

Thursday, March 6, 2025 @ 12:00, hosted by Otak (Mr. Monahan)

Thursday, April 3, 2025 @ 12:00, hosted by Evans and Evans Law (Ms. Evans)

Thursday, May 1, 2025 @ 12:00, hosted by Sussman Shank (Mr. Pirie)

Thursday, June 5, 2025 @ 12:00, hosted by Ballard Spahr (Mr. Cerne)

Thursday, August 7, 2025 @ 12:00, hosted by Black Helterline (Mr. Crippen)

Thursday, September 4, 2025 @ 12:00, hosted by Roseburg Forest Products (Ms. Everhart)

Thursday, October 9, 2025 @ 12:00, hosted by Samuels Yoelin Kantor (Mr. Walker)

Thursday, November 6, 2025 @ 12:00 hosted by Schwabe (Mr. Bowman)

The Committee discussed that one of these meetings could be adjusted to an afternoon meeting to be followed by an event with the Oregon Society of CPAs.

The Committee encouraged all Subcommittee chairs to have their first meeting in February so that they would have meaningful reports to provide the Committee at the March 6 meeting.

6. Other Business

Mr. Williams encouraged Committee members to participate on or solicit individuals to serve on the Board of Governors for the Bar. Mr. Gill noted that there were proposed amendments to all Bar Section bylaws and that he would circulate more information on this for the Committee to review and consider.

7. Adjournment

There being no further business of the Committee, the meeting was adjourned at 11:35 a.m. Pacific time.