

OREGON STATE BAR
BUSINESS LAW SECTION EXECUTIVE COMMITTEE
MEETING MINUTES

March 6, 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 Otak, 808 SW Third Avenue, Suite 800, Portland, Oregon on March 6, 2025, at 12:00 p.m. Pacific time.

PRESENT

Present were Committee members Joe Cerne (*Chair*), Michael Walker (*Past Chair*), Matt Larson (*Treasurer*), Blake Bowman (*Secretary*), Tim Crippen, Berit Everhart, Taylor Gersch, Leigh Gill, Melissa Jaffe, Justin Monahan, Jennifer Nicholls, Ben Pirie, Kimberly Boswell and Melanie Choch. Mike Williams (*Bar Liaison*) and Jackie Kranz (*Newsletter Editor*) were also present.

Krista Evans (*Chair-Elect*) was not present at the meeting

Mr. Bowman acted as Secretary and kept the minutes.

MEETING

Mr. Cerne called the meeting to order at 12:03 p.m.

1. Approval of Prior Minutes

The Committee reviewed the minutes of the Committee’s meeting held on February 1, 2025. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s February 1, 2025 meeting are approved.

2. Bar Liaison Report

Mr. Williams reported regarding activities at the Bar. Mr. Williams noted that the Bar was still accepting nominees to serve on the Board of Governors and asked the Committee to invite further nominees. Mr. Williams also noted that proposed changes to the Rules for Professional Conduct and Bar/Committee Bylaws were moving forward and would be subject to the usual comment periods, but nothing specific was needed from the Committee regarding these proposed changes.

3. Treasurer’s Report

Mr. Larson provided the report. Mr. Larson reviewed the January 2025 financial report. Mr. Larson explained that the primary financial activity in January included Committee retreat expenses and revenue from assessments, which were just starting to be collected in January. The Committee further reviewed and discussed the Section's financial statements.

4. Subcommittee Reports

A. CLE Subcommittee. Mr. Crippen provided the report. He explained that the Subcommittee was planning three quarterly virtual CLEs in addition to the in-person annual CLE, which the Subcommittee felt should be similar to the 2024 annual CLE and should be co-sponsored with the Bar. Mr. Crippen asked about the Committee's budget for the annual CLE and whether it was intended to produce revenue for the Section or break even. Mr. Williams detailed the budget, expenses and earnings from the 2024 annual CLE. The Committee agreed that the 2025 annual CLE did not need to be a profitable event, but acknowledged that the Section's overall budget was tighter this year compared to 2024 and that the Subcommittee should carefully track expenses compared to anticipated revenue.

B. Newsletter and Communications Subcommittee. Ms. Everhart asked Ms. Kranz to provide the report. She noted that the Subcommittee was on track to publish the Q1 Newsletter by end of March, but that that Subcommittee still has work to do to find authors and relevant subjects for the remainder of the year. Ms. Kranz provided metrics on the Q4 2024 Newsletter. The Committee discussed the metrics and questioned why the Newsletter was not making it to all Section members. Mr. Williams responded that the Bar was working on email delivery issues, mainly blocking software and automatic opt outs. The Bar's solution should help with increasing the email distribution of the Newsletter.

C. New Business Lawyers Subcommittee. Ms. Everhart reported that the Subcommittee had not yet met and thus had no updates to report.

D. Legislative Subcommittee. Mr. Gill provided the report. He noted that the Subcommittee had received and reviewed details on pending legislation from the Bar and had identified a handful of bills to track. Importantly, the bill that would update and modernize the Oregon LLC Act passed through initial subcommittee with a "do pass" recommendation, indicating it would likely pass this year. Mr. Gill asked the Committee if it should provide a letter in support of the LLC modernization bill. The Committee discussed the merits and risks of supporting this legislation and was generally in favor of providing a letter of support but directed the Subcommittee to confer with the Bar on potential restrictions to such a letter.

E. Outreach Subcommittee. Ms. Everhart provided the report. She noted that the Subcommittee was going to host a joint social with the Oregon Society of CPAs on June 5, 2025 following the Committee meeting on that date and detailed the budget for this event and intended sponsorships. The Committee discussed the budget and expense request, as well as ways to improve attendance at the social. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the Committee approves a catering budget of up to \$2,000 for the June 5, 2025 social with the Oregon Society of CPAs.

Ms. Everhart also reported that the Subcommittee was looking into hosting happy hours with law students in coordination with the law school panel events it was planning.

F. Castles Leadership Award Subcommittee. Mr. Walker provided the report. He noted the Subcommittee had received a list of past Section chairs and was going to leverage the past chairs for soliciting nominations and for participation on the Subcommittee. The Subcommittee plans to send out communications requesting nomination in the Q2 Newsletter and through emails to the Section. Mr. Walker also reported that the Subcommittee intends to take a more active role to bring recognition to the award and recipients.

G. Nominating and Member Recruitment Subcommittee. Mr. Cerne provided the report. He invited past chair Anne Arathoon to join the Subcommittee and intends to utilize Ann to expand the member recruitment pool.

5. Other Business

Ms. Gersch noted that the Oregon New Lawyers Division was hosting its annual CLE on November 7, 2025 and asked that the CLE Subcommittee avoid scheduling the Section CLE on the same date. Mr. Crippen acknowledged that the CLE Subcommittee was working to avoid scheduling conflicts with other annual CLEs.

6. Adjournment

There being no further business of the Committee, the meeting was adjourned at 1:00 p.m. Pacific time.