

**MINUTES OF MEETING
OF
THE EXECUTIVE COMMITTEE
OF
THE BUSINESS LAW SECTION; WASHINGTON STATE BAR ASSOCIATION**

March 7, 2017

A regular meeting of the Executive Committee (“Committee”) of the Business Law Section (the “Section”) of the Washington State Bar Association (“WSBA”) was held at 12:00 pm on March 7, 2017 at DLA Piper, 701 Fifth Ave., Ste 7000 in Seattle, WA. Andrew Ledbetter, Chairman presided at the meeting.

Attendees (by phone or in person):

Andrew Ledbetter
Andrew Steen
Mark Beatty
Jason Cruz
Amy Hughes
Amy Neuberger
Alicia Levy
Jim Doen
Joe Terrenzio
Steven Reilly
Dave Eckberg

The meeting was called to order by Mr. Ledbetter at 12:00 pm. The following items were discussed:

1. Minutes of Prior Meetings

The minutes of the meeting for December 6, 2016 were not approved and will need to be approved at the next meeting.

2. Treasurer’s Report

Financials were distributed and Drew Steen reported on the January 2017 numbers which indicated actual performance tracking closely to budget. He specifically noted that the Wayfind donation was reflected in these numbers and that dues were within \$3000 of the budget.

3. New Business

a. McMahan Fund. Drew Steen initiated a discussion on the potential use of some of the McMahan funds to support a spring conference to be put on by the Women's Law Caucus in conjunction with the University of Washington. The discussion revolved around whether supporting this conference would be consistent with the purposes of the fund and whether it would expose students and other attendees to the WSBA Business Law Section and encourage involvement in business law. Mr. Steen indicated that the Fund would be acknowledged, together with the Business Law Section and that we would have an opportunity to give out some awards to women in business law. Concern was expressed that with the speaker line up, it could be more of a political event. After discussion, Mr. Steen agreed to reach out to the McMahan family, evaluate costs and report back to this committee.

b. Section Bylaws. Joe Terranzio led a discussion on the Section Bylaws. He indicated that the Board of Governors (BOG) had approved certain changes to the WSBA Bylaws and that the next step would be to amend the section bylaws to be consistent with these changes. He explained that redline changes were in process and that resource materials would be available to the sections later this month.

c. Partnership and LLC Desk book. Drew Steen reported on the Partnership and LLC Desk book and indicated that a search was underway to find executive editors and an editor for the Desk book.

4. Old Business

a. Wayfind. Andrew Ledbetter acknowledged the nice thank you note from Wayfind regarding our contribution.

b. Website Migration Update. Joe reported that work on the migration was underway and that the goal was to complete the migration by June 2017.

c. Report on Mid-year meeting. Alicia reported that she was having problems identifying speakers. A discussion ensued about "re-thinking" the mid-year meeting and that it might make sense to cancel or at least postpone this meeting because of the short time frame and lack of speakers. Andrew Ledbetter indicated he would follow up with Alicia.

5. Committee Reports

a. Conflict of Interest in Business Law Committee. No report.

b. Corporate Act Revision Committee. Four bills are moving through the legislative process relating to CARC.

c. Financial Institutions Committee. Currently reviewing legislation.

- d. Law of Commerce in Cyberspace Committee.** Continuing to review legislation.
- e. Legal Opinions Committee.** The committee continues to advance its Opinions Report toward finalization.
- f. Nonprofit Corporations Committee.** No report.
- g. Partnership & LLC Law Committee.** See above regarding desk book.
- h. Publications/Current Developments Committee.** Another spring issue is expected. Discussion on a crowdfunding article.
- i. Securities Law Committee.** NW Securities Institute conference moving to a one day conference in Portland on May 19th.
- j. Uniform Commercial Code Committee.** No report.
- k. Website Committee.** See above.
- l. Young Lawyers Committee.**No report.

6. Adjournment

There being no further business, the meeting was duly adjourned at 1:40 pm.

Respectfully Submitted

Dave Eckberg, Recorder

Reviewed and Approved

Andrew Ledbetter, Chair

