

WSBA BUSINESS LAW SECTION EXECUTIVE COMMITTEE

Meeting Minutes

Date: September 20, 2023, 12:00 – 1:30 p.m. via Zoom

Attendance:

Christina Catzoela, Chair	Shaina Johnson, Immediate Past Chair (non-voting)	Eric DeJong, CARC Co-Chair
Joanna Carey Cleveland, Secretary	David Lawson, NCC Chair	Scott MacCormack, Legal Opinions Cmte Chair
Kevin Fay, WSBA Board of Governors Liaison	Kelly Lawton-Abbott, Treasurer, At-Large Member, and P&DSL Cmte Co-Chair	Carolyn MacGregor, WSBA
Greg Fox, UCC Cmte Chair		

1. CALL TO ORDER

Christina called the meeting to order at 12:07 pm.

2. ROLL CALL

A majority of the voting members of the executive committee constitutes a quorum at all meetings of the executive committee. Seven voting members were present at the meeting. There was not a quorum for voting purposes.

3. APPROVAL OF PREVIOUS MINUTES

Minutes from the June 2023 meeting were not approved due to lack of quorum. They will be presented at the next meeting.

4. TREASURER'S REPORT

July financials were provided for Committee review. The Committee stayed under budget.

September 30 is the end of our fiscal year. We have prepared a budget for the 2023-2024 year that includes programs focused on new lawyers, scholarship funding for law students, and CLE programs.

Kelly wants to propose more member outreach to young lawyers, including additional programming. Will work with our Young Lawyer liaison.

Kelly and Christina are helping with the WSBA's Business Law Primer programming and we may want to consider a Business Law section reception as part of the program.

5. OLD BUSINESS

a. None.

6. NEW BUSINESS

a. Corporate Act Revision Committee

The Committee has made proposed changes to amend and restate Chapter 11 (Mergers and Share Exchanges) of the Washington Business Corporations Act. The Co-Chairs are requesting the Exec Committee recommend that the Legislative Committee review and recommend these changes to the Board of Governors; however, there was not a quorum present (75% of voting members of the Executive Committee and Committee Chairs) so the Committee could not vote to recommend these changes.

Eric will check timing for feedback with legislator and Christina will arrange for a targeted meeting before the deadline.

7. COMMITTEE REPORTS

- a. Corporate Act Revision Committee (Mike Hutchings / Eric DeJong)
See above.
No update on the 23-24 agenda yet.
- b. Financial Institutions Committee (Vacant)
No report.
- c. Legal Opinions Committee (Scott MacCormack)
No report.
- d. Nonprofit Corporations Committee (David Lawson)
Committee is working on a couple legislative initiatives. May have more to report in next 6-9 months.
- e. Partnerships & LLC Law Committee (Elisabeth Yandell McNeil / Matthew LeMaster)
No report.
- f. Communications Committee (Vacant)
No report.
- g. Securities Law Committee (Andrew Ledbetter)
No report.
- h. Uniform Commercial Code Committee (Gregory Fox)
No report.
- i. Young Lawyer Liaison (Thomas Garvey)
No report.
- j. Privacy and Data Security Law Committee (Jeff Hamilton/Kelly Anne Lawton-Abbott)
Planning CLE with privacy expert. Committee is focused on virtual events.
New committee members include Olivia Holder and Laura Hencic.
- k. Young Business Lawyers Committee (Ronak Chokhani)
No report.

8. OTHER

- a. Confirmation that approval of proposed legislation must be done in a meeting (cannot be done in writing via unanimous consent).
- b. Elections
 - i. New appointments take effect October 1, and new appointees will need to be notified.
 - ii. Incoming chair (per Bylaws) does not wish to serve. He will be officially resigning. We can either elect the Chair-Elect or appoint a new Chair.

9. FOR THE GOOD OF THE ORDER

No additional items.

The meeting was adjourned at 12:22 p.m.

Respectfully submitted,
Joanna Carey Cleveland
Secretary

Minutes Approved by the Business Law Section Executive Committee on _____

Joanna Carey Cleveland
Secretary