

# WSBA BUSINESS LAW SECTION EXECUTIVE COMMITTEE

## Meeting Minutes

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**Date:** February 28, 2024, 12:00 – 1:30 p.m. via Zoom

**Attendance:**

Kelly Lawton-Abbott, Chair	Kevin Fay, WSBA Board of Governors Liaison (non-voting)	Anna Otsuka, At-Large Member
Joanna Carey Cleveland, Secretary	Michael Hutchings, CARC Co-Chair	Barbara Prowant, Treasurer, At-Large Member
Eric DeJong, CARC Co-Chair	David Lawson, NCC Chair	Amy Weston, P&DSL Cmte Co-Chair
Emily Donohue, YBL Committee Chair	Scott MacCormack, Legal Opinions Cmte Chair	Carolyn MacGregor, WSBA (non-voting)

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**1. CALL TO ORDER**

Kelly called the meeting to order at 12:03 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.

**3. APPROVAL OF PREVIOUS MINUTES**

Minutes from the September 2023 meeting were mistakenly not sent out prior to the meeting. They will be presented for approval at the next meeting along with the minutes from this meeting.

**4. TREASURER'S REPORT**

Barbara shared that the Business Law Section has 1046 members, and we expect an increase by end of February. Note that our budget is based on a membership of 1230.

We had a net profit of \$6595 last fiscal year, and our fund balance is approximately \$74,000. We had no expenses the first quarter of this fiscal year.

**5. OLD BUSINESS**

a. None.

**6. NEW BUSINESS**

a. Officer appointments.

Kelly informed Committee members that action is needed to appoint some officers as a result of resignations and other changes to Section leadership positions.

**MOTION:** That the Executive Committee vote to elect Kelly Lawton-Abbott as Chair of the Business Law Section Executive Committee for 2023-2024.

**Motion by:** Barbara Prowant

**Motion seconded and carried.**

**MOTION:** That the Executive Committee vote to elect Barbara Prowant as Chair-Elect of the Business Law Section Executive Committee for 2023-2024.

**Motion by:** Kelly Lawton-Abbott

**Motion seconded and carried.**

## 7. COMMITTEE REPORTS

a. Corporate Act Revision Committee (Mike Hutchings / Eric DeJong)

Mike and Eric have been co-chairs of this committee for the past 5-6 years.

They provided a legislative update to the group: the CARC submitted a proposal to overhaul Chapter 11 (“mergers and share exchanges”). Sen. Peterson sponsored the proposal and CARC reps testified at the legislative committee hearing the bill. Bill passed unanimously and will take effect later this year. There was a lesson learned in being proactive with all parties to avoid surprises. The Secretary of State told the Senate committee that there would be a financial impact as a result of the bill, so changes had to be quickly made. Would try and avoid this next time, but it all worked out.

CARC is now looking at Delaware changes related to breaches of fiduciary duty claims that allows corporation to exculpate officers for actions taken in role (similar to Directors).

CARC also looking at ABA changes to the Model Act, also related to exculpation (dissenters right) and model incorporation documents (Articles of Incorporation, Bylaws, Shareholder Agreements).

b. Financial Institutions Committee (Vacant)

No report. Needs a chair!

c. Legal Opinions Committee (Scott MacCormack)

The Committee is mostly dormant, as its work is driven by changes and there is currently nothing emerging.

The Tri-Bar Committee is working on a number of reports, but not sure if they will require any changes.

d. Nonprofit Corporations Committee (David Lawson)

Committee is planning to submit technical corrections to legislature next year, and will bring proposal to Executive Committee at our next meeting.

Committee is also looking at charitable trust rules vis-à-vis Nonprofit Corporations Act, and availability of derivative actions on behalf of nonprofit organizations.

e. Partnerships & LLC Law Committee (Elisabeth Yandell McNeil / Matthew LeMaster)

No report.

f. Communications Committee (Vacant)

No report.

g. Securities Law Committee (Andrew Ledbetter)

Conference will be held in Washington.

h. Uniform Commercial Code Committee (Gregory Fox)

Committee fairly dormant right now. May be planning a seminar.

i. Young Lawyer Liaison (vacant)

No report.

- j. Privacy and Data Security Law Committee (Amy Weston)  
Planning Free CLE on March 6 related to reading and understanding privacy statements. Eligible for ethics credit.
- k. Young Business Lawyers Committee (Emily Donohue)  
Nothing so far – still learning! Chair Lawton-Abbott affirmed opportunities to work together.

## 8. OTHER

- a. Business Law Events
  - i. Business Law Practice Primer underway: 3 different tracks, each of which takes about 2-3 months with multiple sessions in each track.
  - ii. Mentor Link  
Will occur on April 23 toward end of day on Zoom. Great way to connect and share knowledge. Will include speakers from BLPP and will invite Executive Committee to join.
  - iii. CLE  
Consider options for a ½ day or full day CLE for September, possibly with networking reception afterwards (no alcohol). Broad-based content might help bring in new members for the section. Content might include: nonprofit issues, UCC, CARC changes. Location TBD.  
Gina, Kelly, Barbara, and Greg all identified interest in helping plan event.
  - iv. Also open to other ideas, especially new lawyer activities.
- b. Bylaws Update  
We may want to consider updating our bylaws in two areas:
  - i. Annual meeting timing  
Bylaws current require annual meeting to be held in May-June. Should we consider whether to allow it to occur anytime?
  - ii. List of Committees  
Need to add Privacy & Data Protection Security Law Committee as a permanent committee.
- c. Upcoming Meetings
  - i. April 8: Section Leaders Spring Meeting, with focus on budget planning and section programming. Announcement and RSVP will be coming out with the next Bulletin – let Carolyn know if you do not receive it. Will be recorded if you are unable to join.
  - ii. April 24: next Business Law Section Executive Committee meeting  
We expect needing to vote on proposed legislation which requires higher attendance (75% of all voting members of the executive committee). We cannot approve via written consent, as the WSBA is subject to Open Meetings requirements.

**9. FOR THE GOOD OF THE ORDER**

No additional items.

The meeting was adjourned at 12:45 p.m.

Respectfully submitted,  
Joanna Carey Cleveland  
Secretary

Minutes Approved by the Business Law Section Executive Committee on \_\_\_\_\_

Joanna Carey Cleveland  
Secretary