

WSBA BUSINESS LAW SECTION EXECUTIVE COMMITTEE

Meeting Minutes

Date: April 24, 2024

Time: 12:00 – 1:00 p.m. via Zoom

Members in Attendance:

Kelly Lawton-Abbott	Executive Committee Chair
Barbara Prowant	Executive Committee Chair-Elect & Treasurer
Anna Otsuka	Executive Committee At-Large Member
Emily Donohue	Young Business Lawyers Committee Chair
Michael Harris	Privacy & Data Protection Security Law Committee Co-Chair
David Lawson	Nonprofit Corporations Committee Chair
Andrew Ledbetter	Securities Law Committee Chair
Scott MacCormack	Legal Opinions Committee Chair
Amy Weston	Privacy & Data Protection Security Law Committee Co-Chair

Members Absent:

Christina Catzoela	Executive Committee Immediate Past Chair
Joanna Cleveland	Executive Committee Secretary
Kevin Fay	Exec Committee WSBA Board of Governors Liaison (non-voting)
Eric DeJong	Corporate Act Revision Committee Co-Chair
Michael Hutchins	Corporate Act Revision Committee Co-Chair
Elisabeth McNeil	Partnership & LLC Law Committee Co-Chair
Matthew LeMaster	Partnership & LLC Law Committee Co-Chair
Gregory Fox	Uniform Commercial Code Committee Co-Chair

Invitee:

Carolyn MacGregor	WSBA Sections Program Coordinator
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1. CALL TO ORDER

Kelly called the meeting to order at 12:08 pm. Barbara Prowant, Chair-Elect, served as secretary of the meeting.

2. ROLL CALL

A majority of the voting members of the executive committee constitutes a quorum at all meetings of the executive committee. Nine voting members were present at the meeting.

3. APPROVAL OF PREVIOUS MINUTES

Minutes of the Business Law Section Executive Committee meetings held in September 2023 and February 2024, which were provided with the notice of this meeting, were presented for approval.

ACTION TAKEN: The minutes of the Business Law Section Executive Committee meetings held in September 2023 and February 2024 were unanimously approved, and the Secretary is directed to file the minutes in the corporate records of the Business Law Section Executive Committee.

4. TREASURER'S REPORT

Barbara Prowant reported that the March financial statements have not yet been received, so there was no financial update since that which was presented at the February 2024 meeting.

5. PRIOR BUSINESS

- a. Mentor Mixer. Kelly Lawton-Abbott reported that a Virtual Mentorship Mixer will be held on May 7, 2024 from 12:00-1:00pm. She encouraged all members of the Committee to register to participate in the Mixer and encourage other attorneys (both newer attorneys and more seasoned attorneys) to attend the Mixer.
- b. Business Law CLE Update. Kelly Lawton-Abbott reported that the planning committee is working on topics for a half-day Business Law CLE to be sponsored by the Business Law Section on September 17, 2024, to be followed by a reception.
- c. Bylaw Updates. Kelly Lawton-Abbott stated that she is working on updates to the Section's bylaws regarding (1) expanding the timing of the Section's annual meeting (currently to be held in May or June), and (2) the formal creation of the Privacy & Data Protection Security Law Committee. She stated that she will send the proposed changes to the Executive Committee and Section Committees for future consideration.

6. NEW BUSINESS

- a. Committee Elections.
 - i. Kelly Lawton-Abbott stated that the election period for 2024-2025 Executive Committee and Section Committee positions has closed and no applications were received. She encouraged all current Executive and Section Committee members to reapply by 5:00pm on April 26, 2024 if they have not already done.
 - ii. Ms. Lawton-Abbott shared that the WSBA had reached out to her about having a Business Law Section Young Lawyer Liaison. She plans to invite that person to apply for such a position for 2024-2025.
- b. WSBA Board of Governors Meeting. Kelly Lawton-Abbott reminded everyone that the WSBA Board of Governors meeting will be held on May 2 and 3, 2024 at the Lodge at Columbia Point in Richland, Washington, and encouraged everyone to attend either in person or virtually.
- c. Office of Military and Veteran Legal Assistance. Kelly Lawton-Abbott shared that the Officer of Military and Veteran Legal Assistance had reached out wanting attorney volunteers.
- d. Bar Licensure FAQs. Kelly Lawton-Abbott provided these to the Executive and Section Committees with the notice of this meeting.
- e. Business Law Section Newsletters. Kelly Lawton-Abbott shared that the WSBA has hard copies of prior Business Law Section Newsletters. Discussion followed and it was decided that these historical Newsletters be retained digitally. Ms. Lawton-Abbott will work with Carolyn MacGregor to have these digitally scanned and catalogued for future reference.
- f. Scholarships/Donations/Grants. Kelly Lawton-Abbott shared that there is money in the budget to support worthy causes. She proposed that the Committee consider a donation to further the Communities Rise Resource Centre's mission, and will discuss this offline with David Lawson, who is on its Board. She will bring a proposal to the Committee for consideration and approval following these discussions.

7. COMMITTEE REPORTS

- a. Communications Committee (Vacant) – *no report*
- b. Corporate Act Revision Committee (Mike Hutchings / Eric DeJong) – *no report*
- c. Financial Institutions Committee (Vacant) – *no report*

- d. Legal Opinions Committee (Scott MacCormack) – Scott MacCormick stated that there was no update at this time.
- e. Nonprofit Corporations Committee (David Lawson) – David Lawson reported that the Committee is working on technical corrections to the Nonprofit Corporations Act which will be provided at a later meeting.
- f. Partnership & LLC Law Committee (Elisabeth Yandell McNeil / Matthew LeMaster) – *no report*
- g. Privacy and Data Security Law Committee (Amy Weston / Michael Austin Harris) – Amy Weston reported that the Committee is working on plans for upcoming CLE’s; additional information will be provided when finalized. Ms. Weston will work with Ms. Lawton-Abbott regarding the financial implications of this programming.
- h. Securities Law Committee (Andrew Ledbetter) – Andrew Ledbetter reported that he needs to step back from his obligations for family reasons at this time. Ms. Lawton-Abbott and Mr. Ledbetter will work together to identify someone who can step in to the Chair role for the remainder of the year. Ms. Lawton-Abbott shared that Barbara Prowant and Jason Powell have agreed to Co-Chair the Securities Law program to be held on September 20, 2024.
- i. Uniform Commercial Code Committee (Gregory Fox) – *no report*
- j. Young Business Lawyers Committee (Emily Donohue) – *no report*

8. OTHER

The next Business Law Section Executive and Section Committee Meeting is scheduled for June 11, 2024. All members are encouraged to attend.

NOTE: Any proposed legislation requires the approval of at least 75% of all voting members of the Business Law Section Executive and Section Committees. We cannot approve via written consent as the WSBA is subject to Open Meetings requirements.

9. FOR THE GOOD OF THE ORDER

The meeting was adjourned at 12:38 p.m.

Respectfully submitted,
Barbara Prowant,
Secretary of the Meeting

Minutes Approved by the Business Law Section Executive Committee on _____

Joanna Carey Cleveland
Secretary