

WSBA BUSINESS LAW SECTION EXECUTIVE COMMITTEE

DRAFT Meeting Minutes

Date: April 21, 2025

Time: 12:00 – 1:00 p.m. in person at Miller Nash 605 5th Avenue S, Ste 900, Seattle, WA 98104 and via Zoom

ROLL CALL:

Executive Committee (EC) Members in Attendance:

Barbara Prowant	Chair
Kelly Anne Lawton-Abbott	Immediate Past Chair (non-voting)
Gina Topp	At-Large Member
Joanna Cleveland	At-Large Member
Ruthanna Walker	Secretary & Treasurer
Kevin Fay	WSBA Board of Governors Liaison (non-voting)
Kaitlin Miller	Communications Chair
David Lawson	Nonprofit Corporations Committee Chair
Elisabeth McNeil	Partnership & LLC Law Committee Co-Chair
Matthew LeMaster	Partnership & LLC Law Committee Co-Chair
Amy Weston	Privacy & Data Protection Security Law Committee Co-Chair
Michael Austin Harris	Privacy & Data Protection Security Law Committee Co-Chair
Christopher “Mike” Davis	Young Business Lawyers Committee Chair
Tyler O’Brien	Young Lawyer Liaison

Members Absent:

Melissa Jaffe	Chair-Elect
Michael Hutchins	Corporate Act Revision Committee Co-Chair
Kalin Bornemann	Financial Institutions Chair
Scott MacCormack	Legal Opinions Committee Chair
Jason Powell	Securities Law Committee Chair
Gregory Fox	Uniform Commercial Code Committee Co-Chair

Invitee:

Carolyn MacGregor	WSBA Sections Program Coordinator
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1. CALL TO ORDER

The Chair called the meeting to order at 12:03 pm.

2. ROLL CALL

A majority of the voting members of the EC constitutes a quorum at all meetings of the EC. Twelve (12) voting members were present at the meeting.

3. APPROVAL OF FEB 3, 2025, MEETING MINUTES

The February 03, 2025, EC meeting minutes, which were provided in advance of this meeting, were presented for approval.

Action Taken: On motion duly made and seconded, the February 03, 2025, meeting minutes were approved.

4. OFFICER VACANCY APPOINTMENT

The Chair welcomed the newest member of the EC, Tyler O'Brien, as the Young Lawyer Liaison. Tyler O'Brien introduced himself to the EC.

Action Taken: On motion duly made and seconded, the appointment of Tyler O'Brien, as the Young Lawyer Liaison, was approved.

5. TREASURER'S REPORT

The Treasurer presented the February 2025 Financial Statement. There was a change in total revenue due to an increase in section dues revenue of \$3,225.00. There were direct expenses incurred in the amount of \$2,492.05. Net income was \$732.95. The new fund balance is \$72,713.93.

Action Taken: On motion duly made and seconded, the February 2025 financials were approved.

6. UPCOMING CLEs

The Chair gave an update on the upcoming CLEs: May 21, 2025: Tips and Tricks for Privacy and AI Product Counseling (Privacy Committee), and on May 30, 2025: 45th Annual Northwest Securities Institute (Oregon Bar). The Chair also reported on past CLEs and attendee totals.

7. BOARD OF GOVERNORS LIAISON REPORT

The WSBA Board of Governors (BOG) Liaison commended the Business Law Section (BLS) on behalf of the BOG on the work that the BLS does. He gave a summary of the ongoing controversy with Perkins Coie and the Trump Administration Executive order 14230 (the "Order"), the concerns of WSBA and other legal organizations with the Order and the future effect on WSBA members and other lawyers. Mr. Fay stated that the WSBA BOG issued a statement of support in defense of the profession and against erosion to the rule of law and intends to submit an amicus brief at the appellate level in the lawsuit. The Nonprofit Corporations Committee Chair added additional perspective and expressed appreciation for the support of the legal community nationwide and locally. Perkins Coie has a microsite with the latest developments at perkinscoiefacts.com.

8. COMMITTEE REPORTS

- a. Communications Committee – The Communications Committee Chair, reported that the BLS LinkedIn page is active with regular CLE postings but seeks support for additional content, such as blog posts and job postings, to boost member engagement. Member engagement efforts continue with ideas such as volunteer opportunities with Food Lifeline, networking events, a baseball game, and law school collaborations to attract new members. The WSBA BOG Liaison recommended collaborating with the WSBA BOG Director of Advancement and Member Engagement Council, linking job opportunities on the WSBA website, looking into the website goinhouse.com, and partnering with the Corporate Counsel Section on outreach efforts. Additionally, he mentioned that there is a move to permit WSBA sections to use section funds on alcohol expenditures.
- b. Corporate Act Revision Committee – no report. The WSBA BOG Liaison mentioned that the Corporate Act Revision Committee's bill was passed and signed by the governor.
- c. Financial Institutions Committee – no report.
- d. Legal Opinions Committee – no report.
- e. Nonprofit Corporations Committee – The Committee Chair reported on the preparation of two bills for the next legislative session: (1) a package of technical corrections to the Washington Nonprofit Corporations Act and (2) procedural updates to the charitable

provisions of the Washington Trust Act. The committee is also expending considerable time keeping abreast of the Trump Administration's effects on non-profits.

- f. Partnership & LLC Law Committee – Co-Chair Elizabeth Yandell McNeil reported that the committee is still working on revisions mentioned in their last update.
- g. Privacy and Data Security Law Committee – Co-Chair Amy Weston reported that the committee is doing another CLE on May 21, 2025. She reported a tentatively scheduled meet and greet with IAPP on July 31st. The committee is working on a one (1) day AI training event for law students to be hosted by the University of Washington (UW), the earliest date being mid-June. A November event is being hosted by the Seminar group with potential networking opportunity for the BLS that will be similar to the event for law students but for lawyers.
- h. Securities Law Committee – no report.
- i. Uniform Commercial Code Committee – no report.
- j. Young Business Lawyers Committee – The Committee Chair reported meeting with the Young Lawyer Liaison and hopes to create something for younger students around mentorship.

9. OTHER MATTERS

- a. Networking Events – The EC Chair shared ongoing discussions with a few EC members on networking and volunteer opportunities. The Nonprofit Corporations Committee Chair highlighted the Communities Rise program, which offers pro bono legal services to nonprofits and businesses owned by low-income individuals, primarily through private practice attorneys. Volunteers can engage in full projects or participate in bi-monthly clinics, with liability insurance provided. Interested attorneys should contact Andrew Kashyap or the Nonprofit Corporations Committee Chair, who disclosed his role on the Communities Rise board and will prepare a membership-wide write-up. The EC Chair also noted BLS's history of supporting Communities Rise, including a \$5,000 donation last year. The WSBA BOA Liaison recommended promoting the write-up to the Corporate Counsel Section.

At-Large Member, Gina Topp, shared information about a community service project aimed at fostering connections among members while supporting the local community. The suggested initiative is a collaboration with Food Lifeline, involving tasks such as packing, repacking, and sorting food at their SODO location on a weeknight from 6–8 PM, with a group size of approximately 20 participants. The project is intended for the broader membership, not just the EC. The EC Chair sought consensus to move forward and authorized Gina Topp to explore suitable dates.

The EC Young Lawyer Liaison is exploring options for hosting a private event at a Seattle Mariners game. Costs can be subsidized. Additional options are being looked into and the EC Young Lawyer Liaison was authorized to move forward in finalizing more details.

Questions were asked and answers given.

The Communications Chair discussed strategies for increasing membership by engaging law students, who are eager to network with practitioners to understand legal practice. She contacted UW and Seattle University, receiving positive feedback from UW about potential collaborations, such as hosting casual networking events like a “TGIT(hursday)” gathering with food and drinks or a lunchtime lawyer panel. Discussions highlighted low interest in a spring event this year but there was enthusiasm for casual engagements, such as an evening patio event before finals, or a similar event to the diversity-focused business reception held previously at UW to provide networking opportunities with substantial

student interest in the fall. The EC Chair mentioned a BLS event that was a speed dating event with students and lawyers. The Communications Chair was authorized to proceed with coordinating events with UW and Seattle University.

- b. Reminder to Complete Applications for 2025-26 – The EC Chair request EC members to put in their position/new position applications, the deadline being April 30, 2025. The WSBA wants everyone to apply even if you are continuing on in the current role.

10. MEETING DATES

The EC Chair informed the EC that the July meeting, instead of being held on July 14th, will be held on July 21st. She will send out a calendar reminder. Perkins Coie will host so the EC will be meeting in person. She expressed appreciation for those who were able to come in person and the value of meeting together in person to the extent that we are able to do so.

11. FOR THE GOOD OF THE ORDER

The EC Chair adjourned the meeting at 1:05 pm.

Respectfully submitted,
Ruthanna Walker,
Secretary

Minutes Approved by the Business Law Section Executive Committee on _____

Ruthanna Walker,
Secretary