

# WASHINGTON STATE BAR ASSOCIATION

## Meeting Minutes

WSBA Business Law Section Executive Committee Meeting

October 18, 2025

Kensington Room, Fairmont Olympic Hotel, Seattle & Zoom

### I. Call to order, establish quorum, and introductions (Action)\*

The Executive Committee Chair called the meeting to order at 10:45 a.m.

#### Executive Committee Members Present:

- Melissa Jaffe, Chair
- Elisabeth McNeil, Chair-Elect and Partnership and LLC Law Committee Co-Chair
- Treasurer (VACANT)*
- Ryan Griffiee, Secretary
- Barbara Prowant, Immediate Past Chair\*
- W. Michael Hutchings, Corporate Act Revision Committee Chair
- Kalin Bornemann, Financial Institutions Committee Chair
- Law of Commerce in Cyberspace Committee (VACANT)*
- David A. Lawson, Nonprofit Corporations Committee Chair
- Matthew LeMaster, Partnership and LLC Law Committee Co-Chair
- Kaitlin Miller, Communications Committee Chair
- Paul Swegle, Securities Law Committee Chair
- Gregory Fox, Uniform Commercial Code Committee Chair
- Scott William MacCormack, Legal Opinions Committee Chair
- Olivia Holder, Privacy (and Data Protection Security Law) Committee Chair
- Kaitlyn Batstone, New Member (formerly Young) Business Lawyers Committee Chair
- Jianwei "Andy" Wang, At-Large Member
- Tyler O'Brien, New Member (formerly WYLC) Liaison\*\*
- Kevin Fay Board of Governors Liaison\*

\*Non-voting position

\*\*Per Section 4.3 of the Bylaws: "the sitting executive committee member will continue to serve in such capacity until . . . the election or appointment of a successor[.]"

**Executive Committee Members excused:** Matthew LeMaster, Scott William MacCormack

**WSBA Representatives and Staff Present:** Carolyn MacGregor, Sections Program Specialist

**Others Present:** Lily Martin, University of Washington Student

**Meeting Quorum:** Eight voting members of the Executive Committee were needed to establish quorum and quorum was met.

**II. Approval of July 21, 2025; August 18, 2025; and August 21, 2025 Meeting Minutes (Action)**

On MOTION duly made by Paul Swegle and seconded by Tyler O'Brien – on the basis that they were provided to the current Secretary by the previous then-acting Secretary, who prepared them as accurate representations of their corresponding meetings (with the exception of editing Carolyn MacGregor's title, which is Sections Program Specialist) – the Executive Committee approved by 8-0-0 (in favor-opposed-abstained) majority vote the July 21, 2025; August 18, 2025; and August 21, 2025 meeting minutes.

**III. Approval of Appointment of Tyler O'Brien as Treasurer (Action)**

On MOTION duly made by Kaitlin Miller and seconded by Paul Swegle, the Executive Committee approved by 7-0-1 [in favor-opposed- abstained (Tyler O'Brien)] majority vote the appointment of Tyler O'Brien by the Chair to fill the position of Treasurer for the remainder of the 2025-2026 term.

**IV. Approval of Appointment of "Applicant 1" as New Member (formerly WYLC) Liaison (Action)**

On MOTION duly made by Tyler O'Brien and seconded by Paul Swegle, the Executive Committee approved by 8-0-0 (in favor-opposed- abstained) majority vote the appointment of "Applicant 1" by the Chair to fill the position of New Member Liaison for the remainder of the 2025-2027 (2-year) term. Discussion was also held to encourage non-selected applicants to still participate in Section activities.

**V. Chair's Report (Discussion and Action)**

- a. **Code of Conduct (Discussion).** The Chair reviewed the Guiding Communication Principles adopted January 28, 2016, from the Board of Governor's Manual and asked attendees to sign and date their respective copies of the same.
- b. **Review of Bylaws (Discussion).**
  - i. Carolyn MacGregor shared that pursuant to WSBA Bylaw Change, effective October 1, 2025, references to "Young Lawyer" becomes "New Member," which is defined as "Active members of the Washington State Bar Association will be considered New Members until the last day of December of the tenth year in which such member first was admitted to practice in the State of Washington." Accordingly, any references to "young lawyer" in the Business Law Section's bylaws, webpages, programs, etc., will need updating to be consistent with WSBA Bylaws. The position "Young Lawyer Liaison" will be updated to "New Member

Liaison.” WSBA staff will work to make the necessary updates to the webpages and sections bylaws. Once those changes are provided, please be prepared to vote to approve these amendments at our next executive committee meeting so they may be submitted to the Board of Governors for approval.

ii. The Chair discussed creating a temporary committee to contemplate making changes to the current Bylaws. Kevin Fay and Tyler O’Brien expressed willingness to serve on that committee. Discussions were held regarding:

1. Committee makeup and structural quorum challenges of having every committee chair have a voting position on the executive committee.
2. Lack of attendance requirements. The Chair proposed a 90% meeting attendance requirement.
3. Nominating committee (Section 6.3 of Bylaws) and the present presumptive officer track (Secretary -> Treasurer -> Chair Elect -> Chair).
4. Other positions or restructuring, e.g. CLE, newsletter, outreach, governance, legislative
5. Term length. The Chair proposed 3-year terms.

c. **Approval of Creation of Temporary Bylaws Committee (Action).** On MOTION duly made by Tyler O’Brien and seconded by Paul Swegle, the Executive Committee approved by 8-0-0 (in favor-opposed-abstained) majority vote the creation of a temporary bylaws review committee to review and recommend changes to the Executive Committee. There was discussion of the merits of the current committees and their work and the role of the executive committee in supporting that work at the committee level.

d. **Feedback Survey (Discussion).** The Chair reviewed the WSBA Business Law Section Feedback Survey conducted in May 2025. Discussion was held regarding proper analytical framing of surveys (e.g., understanding who responds to surveys, who has the opportunity to participate, how distribution methods and questions may impact results), membership value, desire for mentoring (e.g., connecting experience practitioners with tech savvy newer practitioners for potential mutual benefits), obtaining content from in-person meetings for later dissemination to wider membership and constituencies, in-person and virtual meeting merits (e.g., consideration for rural members), and relative geographic concentration of section members versus other stakeholders.

- e. **CLEs (Discussion).** The Chair discussed potentially having a CLE specific committee and having each current committee present a CLE. There was discussion about the WSBA's resources for CLE orchestration. A consensus gathered around the idea of having a larger all-committee, business law update CLE once per year (or every other year) where each committee contributes to an overall business law section one-or- two-day CLE. The Chair proposes targeting early October for the inaugural CLE.
  - f. **Pro Bono (Discussion).** There was discussion around the idea of offering a "shark tank" like pro bono experience for new and small businesses/entrepreneurs.
  - g. **Collaboration (Discussion).** There was discussion around connecting with other Sections (e.g., Solo & Small Practice Section) for collaboration and cross-promotion of member events. Attendees were asked to connect on LinkedIn and "like" and "share" posts about Committee activities/CLEs.
- VI. Treasurer's Report (Discussion).** Financial Reports from August were reviewed. The Treasurer discussed membership numbers, cost, and split with WSBA. The Mariner's Game event was successful and close to budget. There is inherent lag time for the reports. The Treasurer will work with the prior Treasurer and share additional information in the coming weeks.
- VII. WSBA Report – WSBA BOG Liaison and WSBA Sections Program Lead (Discussion).** Kevin Fay is glad to support the work of our Section's committees. Carolyn MacGregor will follow up with us regarding the change from Young Lawyer to New Member.
- VIII. Committee Reports (Discussion and Action).**
- a. Corporate Act Revision Committee (Discussion). No update
  - b. Financial Institutions Committee (Discussion). No update
  - c. Law of Commerce in Cyberspace Committee (Discussion). No update: Vacant.
  - d. Non-profit Corporations Committee (Discussion). No update
  - e. Partnership and LLC Law Committee (Discussion).
    - i. Legislative Update (Discussion). Elisabeth McNeil discussed the 2016 LLC Act overhaul and the delay in adoption of more recent proposed changes to legislation (mostly minor changes and updates being made to reflect and align with best practices, which have been approved by the WSBA) related to questions from legislators.
    - ii. Committee Membership (Discussion). Participation in the committee ebbs and flows with interest in topics, with a steadfast group of about half a dozen people.

The committee typically meets once per year in person, and has more or less monthly meetings (if not weekly during intense projects).

- f. **Communications Committee (Discussion).**
  - i. **University of Washington Student Events (Discussion).** Kaitlin Miller discussed success of meetings with UW Student Life Coordinator and Law School representatives, as well as events and Students' eagerness for interactions with our members (e.g., "Pizza on the Patio," 1L mentoring program, Coffee with Counsel, Tabling at On Campus Interview Day, a Business Law lunch panel, surveying 1Ls).
- g. **Securities Law Committee (Discussion and Action).**
  - i. **NW Securities Institute (Discussion).** Paul Swegle discussed the desire to reinvigorate Washington's participation and leadership in the annual NW Securities Institute, which has been well conducted by the Oregon State Bar Securities Regulation Section, but which Washingtonian practitioners and our section could provide more than "just a check" by contributing speakers, which would be in alignment with more significant past contributions.
  - ii. **Committee Membership (Discussion).** Open invitation to all interested participants. About a dozen interested members presently. Interested in "brown bag" mini-CLEs driven by topics (e.g., digital assets).
  - iii. **Approval of Meet the Regulators CLE Event (Action).** On MOTION duly made by Ryan Griffee and seconded by Kaitlyn Batstone, the Executive Committee approved by 8-0-0 (in favor-opposed-abstained) majority vote the revival of the "Meet the Securities Regulators" CLE to be held November 4 at the Washington Athletic Club in Seattle from 3:30 to 6:30 p.m. There will be an annual update from the Washington State Securities Division on its enforcement actions, proposed and final rules, rule interpretations and registration process for companies, broker-dealers and investment advisers. The CLE will be followed immediately by a fun social hour with the regulators and fellow business/securities attorneys from 5:30 to 6:30 with appetizers and a no-host bar. Discussion was held around continuity in Section's methods of promoting such CLEs.
- h. **Uniform Commercial Code Committee (Discussion).**

- i. No update
  - i. Legal Opinions Committee (Discussion).
    - i. No update
  - j. Privacy Committee (Discussion).
    - i. Olivia Holder discussed one-day CLE seminar where in-house and law firm panelists will discuss various AI-related topics including product counseling, governance, privacy, cybersecurity, law practice, and more. Business Law Section Members will receive a 40-50% discount on Nov. 12, 2025. Ideally 4-6 people could help day of that event. Discussion was held around continuity in Section's methods of promoting such CLEs. Discussion was held regarding the seminar group and WSBA compliance.
  - k. New Member (formerly Young) Business Lawyers Committee (Discussion).
    - i. Kaitlyn Batstone introduced herself as a new member to the Executive Committee and discussed networking opportunities and the hope to foster relationships.
- IX. Old Business (For possible action) N/A**
- X. For the Good of the Order/New Business (Discussion).** Meeting times were discussed for monthly meetings remainder of the term and consensus was found for 1:00 p.m. on the third Wednesday of each month via Zoom. Ryan Griffiee was asked to coordinate Zoom options with Carolyn MacGregor.
- XI. Adjourn.** The meeting was adjourned at 2:00 p.m.

Respectfully submitted,



Ryan D. Griffiee, Secretary  
Executive Committee of the  
Business Law Section