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## Publications Editor:

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**MESSAGE FROM THE CHAIR**

On October 1, 2010 from 12:30 to 2:00 at the Amway Grand Hotel in Grand Rapids, the Section will hold its annual meeting and select a new slate of officers and council members for the 2010-2011 year. It has been an honor serving as Chair over the past year and I look forward to continued participation. The past year has seen continued interest in the Section's activity and I am certain the events scheduled for the upcoming year will continue that trend and ensure a successful term for the Section.

This year we have the opportunity to once again join with other jurisdictions to present the Second Annual Great Lakes Institute. This day long seminar to be held in Columbus, Ohio on October 29, 2010 will feature distinguished attorneys and economist to discuss important topics in Antitrust Law. Please see the Ohio State Bar Association [website](#) for updated information.

Additional social and educational gathering are also in the works and I encourage all members join in the festivities and to persuade other colleagues to participate. We have a very interesting and diverse membership and I look forward to seeing more of you at the various events. Notice of these upcoming events is generally provided through the newsletter or through email so be sure to open those messages. Otherwise, please feel free to contact me directly.

T. Blair Renfro  
 Chair of the Antitrust, Franchising and Trade Regulation Section  
 Michigan Public Service Commission  
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**SECTION NEWS****Section Bylaw Changes**

Our Bylaws have been updated to make our section more efficient and effective for keeping our members informed and electing council members. Please review the revisions to the bylaws, which are included with the e-Newsletter.

**Upcoming Event: Econ One Presentation - Antitrust Law and Economics**

On September 23, 2010, another Antitrust, Franchising and Trade Regulation event will be held at Michael Symon's Roast in the Westin Book Cadillac Hotel in Detroit. Econ One Research will be discussing the use of economics to prosecute and defend antitrust claims. This event is open to section members and other interested attorneys; please direct inquiries and RSVPs to Andrew J. Morganti at [andrew@strosbergco.com](mailto:andrew@strosbergco.com).

**To All Franchise Law Practitioners:**

Are we serving your franchise law and practice needs? Please take a few minutes to communicate your comments and suggestions as to how we are doing. Feel free to call, email or write our Section secretary and franchise committee co-chairperson, Howard Lederman at (248) 642-3600, [lederman@normanyatooma.com](mailto:lederman@normanyatooma.com) or by mail at 219 Elm Street, Birmingham, Michigan 48009.

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**Now Accepting Submissions**

If you have an antitrust, franchising, or trade regulation article that you would like to submit for publication in an upcoming e-Newsletter, please submit your work to the Section's Publications Editor, [Justin Hakala](#).

**Missed the Last E-Newsletter?**

If you missed the last eNewsletter, be sure to check out the archives at the State Bar of Michigan's website, accessible [here](#).

**MICHIGAN NEWS**

***American Sales Company, Inc. v. Novo Nordisk* - Case 10-12141 (E.D. Mich.)**  
August 30, 2010

The first amended complaint has been filed in a class action lawsuit in the US District Court for the Eastern District of Michigan against Novo Nordisk A/S, for anticompetitive conduct in relation to the prescription drug Prandin and A-rated generic equivalents. Prandin is a drug used to treat type 2 diabetes by regulating the amount of sugar in the blood stream. The class action suit has been filed on behalf of all persons and entities who purchased Prandin directly from Novo from March 15th, 2009 on. Essentially, the complaint alleges that Novo willfully maintained illegal monopoly power over Prandin and the generic equivalents, that it improperly filed inaccurate use codes to delay competition, that its patent was obtained through fraud and subsequent lawsuits arising from the patent are fraudulent, and that Novo overcharged consumers for their drugs, injuring competition. The case has not yet been certified by the court as a class action lawsuit.

***Polyurethane Foam Antitrust Investigations***

August 16, 2010

On August 3, 2010, the European Commission confirmed that the Commission's antitrust division carried out unannounced inspections at the premises of companies active in the polyurethane foam sector in several Member States, beginning July 27, 2010. The dawn raids were related to an alleged price-fixing cartel. Recticel S.A. has issued a statement confirming that its premises in Belgium, the United Kingdom, and Austria were part of the investigation. Recticel S.A.'s polyurethane foam plant for the United States is located in Clarkston, Michigan. On October 20, 2009, Recticel's North American divisions filed for voluntary Chapter 11 protection in the E.D. Mich. (Bankruptcy Petition #09-73419 and 09-73411). Vitafoam Inc., with headquarters in North Carolina and Ontario, another polyurethane foam manufacturer, is reported as being accepted into the U.S. Department of Justice's Corporate Leniency Program. On August 13, 2010, Piazza's Carpet & Tile Shop filed the first of many antitrust class actions against the North American manufacturers of polyurethane foam. On August, 16, 2010, our friends in Canada also filed a nation-wide antitrust class action on behalf of direct-purchasers located in Canada.

***Packaged Ice Antitrust Litigation* - MDL No. 1952 (E.D. Mich.)**

August 4, 2010

On August 4, 2010, the defendants filed their answers to the consolidated class action complaints. On August 26, 2010, the Court held a hearing to entertain the plaintiffs' mo-

**DEAL LOG:**

United Airlines Inc.  
&

Continental Airlines Inc.

August 27, 2010

The DOJ closed the investigation of the proposed merger between United Airlines, Inc. and Continental Airlines, Inc. following the transfer of takeoff and landing rights and other assets at Newark Liberty Airport to Southwest Airlines Co. The transfer of these slots eliminates concerns that the merger would combine overlapping routes and prevent other airlines from obtaining slots. [DOJ Press Release](#).

Novartis AG  
&

Alcon, Inc.

August 16, 2010

An agreement has been reached between the FTC and Novartis regarding the proposed merger between Novartis AG and Alcon, Inc. Novartis AG and Alcon, Inc. are the only two manufacturers of an injectable eye care drug, Miochol-E. The rights to the drug, used primarily in cataract surgery, will be sold to Bausch & Lomb, Inc., to prevent the monopolization of the drug by a single company. [FTC Docket](#). [Agreement](#).

Tops Markets LLC  
&

Penn Traffic Company

August 4, 2010

Tops Markets and Penn Traffic are both major supermarket chains primarily in New York and

tion for preliminary approval of the proposed settlement with The Home City Ice Company. Although there have been no known settlements in the Canadian version of the packaged ice antitrust litigation, oral arguments relating to class certification is scheduled for January 31, 2011, in Windsor, Ontario.

***Paddock Laboratories, Inc. v. Novo Nordisk*** - Case 2:10-cv-12760-AC

July 13, 2010

Paddock Laboratories has also filed suit against Novo Nordisk in the US District Court for the Eastern District of Michigan alleging that Novo employed a scheme to reduce competition in the market for Prandin and related generics. The anticompetitive conduct alleged against Novo for this diabetes drug includes attempting to monopolize the market by illegally delaying competition through the filing a citizen petition for a labeling change, an improper use code misrepresenting their patent, and obtaining a 30 day stay of approval for all potential generic competitors.

***U.S. v. Republic Services, Inc.***

July 15, 2010

The DOJ reached an Agreement with Republic Services, Inc. and Allied Waste Industries, Inc. The final judgment requires the defendants to make certain divestitures to remedy the loss in competition in the municipal waste disposal market alleged in the complaint. This arose from Republic's acquisition of Allied, and they must now divest a number of landfills, transfer stations, and hauling assets across the United States including a landfill in Flint, Michigan. [DOJ Docket](#). [Final Judgment](#).

***Auto Components Antitrust Investigations*** - Case CE/92290-09

June 1, 2010

During late February 2010, the United Kingdom's Office of Fair Trade announced that it opened a criminal investigation into suspected cartel activities in the automotive sector. On June 1, 2010, it was reported that the OFT arrested a British-based employee of Yazaki after receiving a tip-off from Sumitomo Electric Wiring Systems. The FBI raided the U.S. offices of Denso Corp., Yazaki North America, Tokai Rika Group North America, Tram Inc., and Lear Corp. Lear's CEO Robert Rossiter, has stressed that he is confident that Lear is not involved in any anticompetitive practices.

***GMA Cover Corp. v. Saab Barracuda LLC*** - Case 2:10-cv-12060-BAF-PJK

May 21, 2010

GMA has filed suit in the US District Court for the Eastern District of Michigan against Saab Barracuda LLC alleging they engaged in predatory pricing in the sales of ULCANS for the United States Army. ULCANS are Ultra Light-Weight Camouflage Net Systems, and are currently sold to the US Army by only two manufacturers, GMA and Saab. GMA is alleging that, in an attempt to drive them out of the market, Saab is charging prices for the ULCANS below Saab's average variable or average total costs and that there is a dangerous probability, should the alleged predatory pricing not be halted, that GMA, after substantial investment in research and development in the field, will be forced to leave the market for ULCANS, and that Saab will be able to charge higher than competitive prices.

Pennsylvania. Tops Markets acquired Penn Traffic when it declared bankruptcy in November of 2009. Fearing that the combination of these two major supermarket chains would be anticompetitive, the FTC investigated the merger which resulted in an agreement with Tops to sell seven of the supermarkets within three months. [FTC Docket. Agreement.](#)

Nufarm Limited

&

A.H. Marks Holding Limited

July 28, 2010

Nufarm acquired A.H. Marks in 2008, creating what the FTC considered a monopoly in certain lawn and farm chemicals markets. Under the agreement with the FTC, Nufarm will divest some of the assets and will sell rights associated with two of the herbicides to competitors and will modify agreements with two other companies allowing those companies to fully compete in the market for the other herbicide. [FTC Docket. Agreement.](#)

Amcor Ltd.

&

Alcan Corp.

June 10, 2010

The settlement with the DOJ will allow Amcor Ltd. to acquire Alcan Corp., but will require the divestiture of a North Carolina plant used in the development, production and sale of vented bags used to package large or bulky medical items, such as drapes, gowns, and surgery trays, in order to preserve competition in the product market. [DOJ Press Release](#)

## NATIONAL NEWS

### Department of Justice and Federal Trade Commission Issue Revised Horizontal Merger Guidelines

August 19, 2010

The DOJ and FTC issued the Revised Horizontal Merger Guidelines for 2010, saying that these new guidelines more accurately represent the way agencies review proposed mergers. This is the first time in 18 years the guidelines have been revised, detailing the new techniques and main types of evidence the agencies typically use to predict whether horizontal mergers will substantially lessen competition. In addition, these guidelines provide an expanded discussion of the hypothetical monopolist test and how the agencies evaluate unilateral competitive effects, mergers between competing buyers and partial acquisitions. [Horizontal Merger Guidelines.](#)

### *In re Intel Corp.*

August 20, 2010

The FTC and Intel Corp. reached an agreement settling charges that the company used anticompetitive tactics to monopolize the microchips market. Microchips comprise computers' central processing units, or CPUs. Under the agreement, Intel is essentially prohibited from conditioning benefits on exclusive purchase agreements and retaliating against a company for not signing such an agreement. In addition, Intel is required to alter its intellectual property agreements with AMD, Nvidia, and Via so they can pursue mergers or joint ventures with other companies. [FTC Docket. Consent Order.](#)

## ENFORCEMENT ACTIONS

### Global LCD Price-Fixing Conspiracy

August 4, 2010

Four Chi Mei Optoelectronics Corporation executives have now pled guilty and will be serving jail time for a global price fixing conspiracy. Chi Mei is a large corporation based in Taiwan involved in the manufacture of thin-film transistor-liquid crystal display, or TFT-LCD, panels used in computer monitors and notebooks, televisions, mobile phones and other electronic devices. The company allegedly conspired with others around the globe including HannStar Display Corporation, which recently agreed to pay 30 million in criminal fines, and AU Optronics Corporation America, based in Huston Texas. [DOJ Press Release.](#)

### Global Airline Price-Fixing Conspiracy

July, 30, 2010

Sixteen Airlines, most recently Northwest Airlines and two former executives of Asiana Airlines, Inc., have pled guilty to conspiracies in air travel services. Northwest pled guilty to set prices for air cargo shipments. The conspiracy involved levying cargo rates in accordance with specific agreements formed between various airline and it is additionally alleged that Northwest monitored and enforced adherence to the agreed-upon rates. This resulted in higher costs to customers of these air transportation services. Northwest Agreed to pay a 38 million dollar criminal Fine. The two executives of Asiana participated in a conspiracy to fix economy class airfares for travel from the United States to the Re-

**AMC Entertainment Group Inc.  
&**

**Kerasotes Showplace Theatres  
May 21, 2010**

The DOJ filed suit to block AMC's acquisition of Kerasotes, arguing that the acquisition would be anticompetitive for the entertainment industry in the Midwest, resulting in higher ticket prices. The DOJ also filed a proposed settlement that would require divestiture of movie theater assets in Chicago, Denver and Indianapolis in order to proceed with the acquisition. [DOJ Press Release](#).

public of Korea, again resulting in higher prices for travelers. They face a maximum of a \$1 million fine each. Other airlines that have pled guilty include British Airways Plc, Korean Air Lines Co. Ltd., Qantas Airways Limited, Japan Airlines International Co. Ltd., Martinair Holland N.V., Cathay Pacific Airways Limited, SAS Cargo Group A/S, Société Air France, Koninklijke Luchtvaart Maatschappij N.V. (KLM Royal Dutch Airlines), EL AL Israel Airlines Ltd., LAN Cargo S.A., Aerolinhas Brasileiras S.A., Cargolux Airlines International S.A., and Nippon Cargo Airlines Co. Ltd. [Northwest Press Release](#). [Asiana Press Release](#).

***In re U-Haul International, Inc. and Amerco*  
July 20, 2010**

An agreement was reached between the FTC and U-Haul and its parent company Amerco over allegations that U-Haul had invited its main competitor, Avis Budget Group, to fix prices on truck rentals. Although it was never alleged that an agreement had been actually formed between the two companies, the FTC alleged that U-Haul had attempted to form an agreement. Specifically, under the final order, U-Haul and its parent company are prohibited from entering into any agreements which raise fix or stabilize prices or allocate of divide markets customers or territories, or inviting any such action by other parties. [FTC Docket](#). [FTC Press Release](#).

***U.S. v. Election Systems & Software, Inc.*  
June 30, 2010**

The DOJ reached an agreement with ES&S to divest certain assets in order to eliminate competitive concerns raised by their acquisition of Premier. The acquisition, completed in 2009, combined the two largest providers of voting equipment systems in the United States. The final judgment requires divestiture of both the intellectual property and physical voting equipment and inventory. [DOJ Docket](#). [Final Judgment](#).

***U.S. v. Ticketmaster Entertainment, Inc. and Live Nation, Inc.*  
June 21, 2010**

The DOJ reached an agreement with Ticketmaster Entertainment, Inc. and Live Nation, Inc. The final judgment requires that defendants not complete the proposed merger until they have entered into a binding agreement to license the Ticketmaster Host Platform and to provide private label ticketing services to an acquirer. In addition, they are required to divest Paciolan, a company that provides ticketing, fundraising and marketing solutions to commercial entities. The agreement also includes an anti-retaliation provision designed to promote competition. [DOJ Docket](#). [Final Judgment](#).

***U.S. v. Kason Industries, Inc.*  
June 21, 2010**

Kason Industries Inc., a food service equipment manufacturer, and its former president, Peter A. Katz, pled guilty to a conspiracy to allocate customers. This reduced and eliminated competition in the sale of the food service equipment market for goods such as fabrication supplies, metal racks, door hinges, handles, latches, closers and panel fasteners. The conspiracy involved not competing for one another's protected customers or submitting intentionally high prices or bids to certain customers and exchanging pricing information. [DOJ Press Release](#).

### Have We Missed Something?

Do you know of a recent case that you don't see in the newsletter? Please [email](#) the editor with recently resolved or newly pending cases that we have missed.

### Idaho Orthopedists - Group Boycotts

May 24, 2010

A number of Orthopedists in Idaho and the Idaho Orthopaedic Society were charged with conspiring with each other to engage in a group boycott to deny injured workers medical care and to gain more favorable fees and contractual terms by threatening to withdraw from the healthcare plans offered by Blue Cross of Idaho. A settlement was reached with the DOJ preventing the orthopedists from engaging in conspiracies to raise fees. [DOJ Press Release](#).

### Ready-Mix Concrete Company President Pleads Guilty to Price Fixing and Bid Rigging

May 24, 2010

President Kent Stewart of the Iowa based company Ready Mix Concrete pled guilty to conspiring to fix prices and rig bids for ready-mix concrete. The concrete is generally used in used in various types of construction projects, including buildings and roads. Stewart allegedly submitted rigged bids at collusive and noncompetitive prices and accepted payment for sales of ready-mix concrete at collusive and noncompetitive prices. [DOJ Press Release](#).

### Municipal Bonds Bid-Rigging Conspiracy

May 19, 2010

Four individuals, currently or formerly employed by CDR Financial Products, have pled guilty to bid-rigging conspiracies for municipal bonds from 2001 to 2006. The conspiracy involved fraudulently steering investment agreements and municipal finance contracts to certain a provider while giving the false appearance that the investment agreements had been bid in accordance with relevant U.S. Treasury regulations. Essentially, they rigged the results of the bid so that one bidder would always win, and in exchange, CDR and these employees received kickbacks disguised as fees. Investigation by both the Securities and Exchange Commission and the DOJ revealed this conspiracy, leading to the indictments by the DOJ, and eventually, the four guilty pleas. [DOJ Press Release](#).

**BYLAWS OF THE ANTITRUST FRANCHISING  
& TRADE REGULATION SECTION  
OF THE STATE BAR OF MICHIGAN**

**ARTICLE I  
NAME AND PURPOSES**

**SECTION 1.** This Section shall be known as the Antitrust, Franchising & Trade Regulation Section of the State Bar of Michigan.

**SECTION 2.** The purposes of this section shall be to study the laws and procedures pertaining to federal and state regulation of commerce, including the antitrust laws and other laws related to trade regulation, franchises and dealerships; to promote the fair and just administration of said laws; to study and report upon proposed legislation; to promote the legal education of members of the bar and the general public on the problems of Antitrust and other related laws including those relating to trade regulation, franchises and dealerships of sponsoring meetings, institutes and conferences devoted to the problems of said laws by the preparation and dissemination of pamphlets and brochures with respect thereto and by preparing, sponsoring and publishing legal writings relating to antitrust, trade regulation, franchises and dealerships.

**ARTICLE II  
MEMBERSHIP**

**SECTION 1.** Each member of the Section shall pay to the State Bar of Michigan annual dues of Twenty-Five Dollars (\$2025.00). ~~Said dues shall be paid in advance each year, beginning on the first day of October 1984.~~ Any member of the Section whose annual dues shall be more than six months past due shall thereupon cease to be a member of the Section. Members so enrolled and whose dues are so paid shall constitute the membership of the Section. Membership shall be ~~limited to active members of the State Bar of Michigan, available in accordance with the By-Laws of the State Bar of Michigan. Upon written request at a meeting as set forth in Article VIII §53, membership shall be available to any person who demonstrates an interest in the Section's purpose.~~

**SECTION 2.** Newly admitted members to the State Bar of Michigan, upon written request, shall become members of the Section for the balance of the fiscal year in which application is made, without payment of dues to the Section, ~~if such written request is made in the first year of membership in the State Bar of Michigan.~~

~~**SECTION 3.** Those not qualifying under Section 2 who makes application on or after the date of the annual meeting of the Section shall have their payment for the first year's dues credited to the end of the next full calendar year following such date of application.~~

**ARTICLE III  
COUNCIL**

**SECTION 1.** There shall be a Council of the Section consisting of twelve members at large to be elected by the Section as hereinafter provided, the officers of the Section, and ex officio members as provided in Section 6. The retiring Chair of the Section shall be eligible to serve as an honorary member of the Council for one year following his retirement ~~for the purpose of advising and counseling with the Council, but~~ without a right to vote.

**SECTION 2.** At each annual meeting of the Section, four Council members at large shall be elected for a term of three years beginning at the close of the annual meeting at which they shall have been elected. Council members at large also shall be elected to serve the remainder of the term of any vacancy then existing.

~~**SECTION 3.** No person shall be eligible for election to the Council as a member at large who has served as a member of the Council during each of the six years immediately preceding the term for which the election is held.~~

~~**SECTION 3-4. NOMINATIONS.** At or before the last meeting of the Council prior to each annual meeting of the Section, the Chair shall appoint a nominating committee of three members of the Section, which committee shall make and report nominations to the Section for Council members at large to succeed those whose terms will expire at the close of the next annual meeting and to fill vacancies then existing for unexpired terms. Other Nominations for Officers and Council members at large may be made from the floor, at any regular or annual meeting of the Section. Those eligible for nomination must be members in good standing of the State Bar of Michigan.~~

~~**SECTION 45. ELECTIONS.** All elections shall be by oral vote with results taken and disseminated by the Secretary or other presiding Officer. ~~written ballot unless otherwise ordered by resolution duly adopted by the Section at the annual meeting at which the election is held.~~~~

~~**SECTION 56. EX OFFICIO MEMBERS.** The following persons, by their written request, shall be ex officio voting members of the Council:~~

- a. The Section Publications Editor, who shall be elected by the Council at the time of the election of Officers of the Section; and
- b. The Assistant Attorney General (or equivalent) having primary responsibility for antitrust enforcement with the Michigan Department of Attorney General.

#### ARTICLE IV ELECTION OF OFFICERS

**SECTION 1.** The Officers of the Section shall consist of a Chair, a Vice-Chair, a secretary and treasurer, all of whom shall be Officers or members at large of the Council at the time of their election as Officers.

~~**SECTION 2.** The election of Officers shall occur at the first meeting of the Council to be held immediately following the annual meeting of the Section. ~~(Commencing with the meeting of the~~~~

~~Council after the annual meeting, which follows the annual meeting at which these Bylaws are adopted.)~~ The Vice-Chair shall automatically succeed to the office of Chair and only the Vice-Chair, secretary and Treasurer shall be elected by the Council, ~~provided that~~ If the Office of Vice-Chair is vacant, ~~and the Chair then in office cannot succeed himself,~~ all Officers shall be elected by the Council. The Officers shall serve a term of office commencing with their election at the ~~annual~~first meeting of the Council and terminating at the following annual meeting or until their successors have been elected or appointed.

~~SECTION 3. No person shall serve more than one full term in the same office in any five-year period.~~

~~SECTION 43. ELECTIONS. All elections shall be by written ballot orally taken and disseminated by the Secretary or other presiding Officer unless otherwise ordered by resolution duly adopted by the Council at the meeting at which the election is held.~~

## ARTICLE V DUTIES OF OFFICERS

**SECTION 1. CHAIR.** The Chair shall preside at all meetings of the Section and of the Council. He shall formulate and present at each Annual Meeting of the State Bar of Michigan a report of the work of the Section for the then past year. He shall perform such other duties and acts as usually pertain to his office.

**SECTION 2. VICE-CHAIR.** The Vice-Chair elected by the Council shall automatically succeed to the office of Chair at the conclusion of his term as Vice-Chair, or earlier upon the existence of a vacancy in the Office of Chair. In the event he succeeds to the Chairship prior to having served his full term as Vice-Chair, he shall, upon completion of the term of office of the prior Chair whom he succeeded, continue automatically in the Chairship for an additional full term of Office. Absent such vacancy in the office of Chair, the Vice-Chair shall nevertheless act as Chair in all cases where the Chair does not act because of absence or otherwise. He shall preside at meetings in the absence of the Chair and shall assist the Chair in planning, correlating and coordinating the projects and activities of the section.

**SECTION 3. SECRETARY.** The Secretary shall be the custodian of all books, papers, documents and other property of the Section except money and financial records. He shall keep a true record of the proceedings of all meetings of the Section and of the Council. He shall assist the Chair in the preparation of a summary or digest of the proceedings of the Section for publication in the annual report of the State Bar of Michigan.

**SECTION 4. TREASURER.** The Treasurer shall keep a true record of all moneys received and disbursed and report thereon to the Council whenever requested. Annually, the treasurer shall submit a financial report for presentation to the members of the Section.

## ARTICLE VI DUTIES AND POWERS OF THE COUNCIL

**SECTION 1.** The Council shall have general supervision and control of the affairs of the Section subject to the Supreme Court Rules Concerning the State Bar of Michigan and the Bylaws of the State Bar of Michigan and the Bylaws of the Section. It shall especially authorize all commitments or contracts, which shall entail the payment of money, and shall authorize the expenditure of all moneys appropriated for the use or benefit of the Section. It shall not, however, authorize commitments or contracts, which shall entail the payment of more money during any fiscal year than the amount which shall have been previously appropriated to the Section for such fiscal year.

**SECTION 2.** The Council may authorize the Chair to appoint committees from Section members to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these Bylaws and the Bylaws of the State Bar of Michigan. The Chair may appoint the chairs and members of such committees and may, or on direction of the Council shall, remove any chair or member from such committees and fill vacancies on such committees created by removal or resignation.

**SECTION 3.** The Council, during the interim between annual meetings of the Section, shall fill vacancies in its own membership caused by an expansion of the number of seats on the Council or for any other reason, or in the offices of Secretary and Treasurer, or in the event of a vacancy in both the office of Chair and Vice-Chair, then in the office of Chair. Members of the Council, and officers, so elected shall serve until the close of the next annual meeting of the Section, at which the vacancies shall be filled for the remainder of their respective terms of special election conducted concurrently with the regular elections as provided in Article III herein.

~~**SECTION 4.** The Council shall act by a majority vote of a quorum. The members of the Council present at any meeting in person or by telephonic means, which permit each member participating in person, or by telephone to hear one another shall be a quorum for the transaction of business.~~

~~**SECTION 5.** Members of the Council when personally present at a meeting of the Council shall vote in person, but when absent may communicate their vote, in writing or by telephonic communication which permits all members participating in person or by telephone to hear one another, upon any proposition, to the Secretary and have it counted, with the same effect as if cast personally at such meetings.~~

**SECTION 46.** The Chair of the Section at any time may, and upon the request of any member of the Council shall, submit or cause to be submitted in writing, to each of the members of the Council, any proposition upon which the Council may be authorized to act, and the members of the Council may vote upon such proposition or propositions so submitted, by communicating their vote thereon, in writing, over their respective signatures, to the Secretary, who shall record upon his minutes each proposition so submitted, when, how, at whose request same was submitted, and the vote of each member of the Council thereon, ~~and keep on file such written and signed votes.~~ If the votes of a majority of the members of Council so recorded shall be in favor of such proposition or if such majority shall be against such proposition, such majority vote shall constitute the binding action of the Council.

**SECTION 57.** Meetings of the Council may be called upon notice by the Chair or by the Secretary upon written request to the Secretary of any five members of the Council, which request shall be made at least seven (7) days before the requested meeting. At least two (2) days notice of meetings shall be given.

**SECTION 68.** Any elected Member of the Council who fails to attend four consecutive meetings of the Council shall be removed as Member of the Council. This provision may be waived for good cause shown by a majority vote of the non-interested Council Members. A non-interested Council Member shall be defined as any Council Member other than the Member being considered for removal.

## ARTICLE VII SECTION MEETINGS

**SECTION 1.** The annual meeting of the Section shall be held during the Annual Meeting of the State Bar of Michigan, in the same city or place as such Annual Meeting of the State Bar of Michigan, with such program and order of business as may be arranged by the Council.

**SECTION 2.** Special meetings of the Section may be called by the Chair upon approval of the Council, at such time and place as the Council may determine.

**SECTION 3.** The members of the Section present at any meeting ~~shall constitute a quorum for the transaction of business, means in person, by telephone, or a functional equivalent. At least three members of the Council must be present to constitute a quorum. The Council shall act by a majority vote of a quorum present at any meeting in person, by telephonic means, or their functional equivalent.~~

**SECTION 4.** All action of the Section shall be by majority vote of the members present.

## ARTICLE VIII MISCELLANEOUS PROVISIONS

**SECTION 1.** The fiscal year of the Section shall be the same as that of the State Bar of Michigan.

**SECTION 2.** All bills incurred by the Section, before being forwarded to the Treasurer or to the Executive Secretary of the State Bar of Michigan for payment, shall be approved by the Chair or the Treasurer, or, if the Council shall direct, by both of them.

**SECTION 3.** No salary or compensation shall be paid to any officer, councilor or member of a committee.

**SECTION 4.** These Bylaws shall become effective upon the approval thereof by the Commissioners of the State Bar of Michigan and by the Section in the same manner provided in Article IX for their amendment.

**SECTION 5.** All printing for the Section or for the Council or any committee of the Section shall be done under the supervision of the Executive Secretary of the State Bar of Michigan.

## **ARTICLE IX AMENDMENTS**

**SECTION 1.** These Bylaws may be amended at any annual meeting of the Section by majority vote of the members of the Section present and voting, and in accordance with the current State Bar of Michigan rules and regulations, ~~provided such proposed amendments shall first have been submitted to the Council for its recommendation; further, and no amendment so adopted shall become effective until approved by the Commissioners of the State Bar of Michigan.~~

~~**SECTION 2.** Any proposed amendment shall be submitted in writing to the Council in the form of a petition signed by at least ten (10) members of the Section in time for it to be considered by the Council at its last regular meeting before the annual meeting of the Section at which it is to be voted upon. The Council shall consider the proposed amendment at said regular meeting and shall prepare the recommendations thereof, which recommendations, together with a complete and accurate text of said proposed amendments, shall be published in the Michigan Bar Journal or by such written communication as the Council may direct at least fifteen (15) days prior to the annual meeting of the Section at which it is to be voted upon.~~

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