

**STATE BAR OF MICHIGAN - BUSINESS LAW SECTION**  
**COUNCIL MINUTES**

**June 3, 2021**

Pursuant to notice duly given, a meeting of the Council of the Business Law Section of the State Bar of Michigan was held via Zoom on June 3, 2021. Council members present were Julia Dale, Patrick Haddad, Laura Johnson, Mark Kellogg, Carrie Leahy, Michael Molitor, John Schuring, James Waggoner, Ian Williamson, Christopher Yates, and Eric Zacks. In addition, Committee Chairs, Directors, and Liaisons present were Brendan Cahill, Judy Calton, Marguerite Donahue, Dee Dee Fuller, Mark High, Loukas Kalliantasis, Michael Khoury, Justin Klimko, Jennifer Oertel, Mark Peters, Jordan Segal, and Douglas Toering. Others present were James Carey, Jennifer Consiglio, Max Matthies, and Terri Shoop.

1. Call to Order and Determination of Quorum Section Chair Julia Dale called the meeting to order at approximately 10.00 a.m. and determined that a quorum was present.

2. Approval of Minutes of March 4, 2021 Council Meeting Ms. Dale called for a motion to approve the Minutes of the March 4, 2021 Council meeting. A motion to approve the Minutes of the March 4, 2021 Council meeting was made by Judge Yates and seconded by Mr. Kellogg. The motion passed unanimously, 11-0-0.

3. Treasurer's Report A written report has been provided by the Treasurer. Mr. Kellogg reported a healthy fund balance of \$277,000 which is \$17,000 higher than at this time last year. A discussion ensued regarding the fund balance. A motion to approve the Treasurer's Report was made by Ms. Leahy and seconded by Mr. Williamson. The motion passed unanimously, 11-0-0.

4. Chair's Report.

Ms. Dale reported that on April 2, 2021, the Michigan Supreme Court asked the Business Law Section and the Litigation Section to submit an amicus brief in *Murphy v Inman*. This is something that needed to be moved on quickly and couldn't wait for Council discussion at this meeting. As a result, an Ad Hoc Committee was established to recommend a position to the Section on the issues identified by the Court. Mr. Toering will serve as Chair. Ad Hoc Committee members have been contacted and the process is moving along.

Ms. Dale reported that the Annual Meeting and Council meeting will be held in person on September 28, 2021 at the Sheraton Detroit Novi. An effort will be made to ensure adequate spacing and a safe event. Further details will be announced at a later date.

Ms. Dale reported that she has met with the Diversity & Inclusion Directorship and they are working on various ideas. Some ideas have been on hold with the pandemic. She also met with the Nonprofits Committee.

Ms. Dale reported that the Small Business Forum will host a webinar next week on the Biden Tax Plan. There is a great slate of speakers.

Ms. Dale reported that we have been experiencing some difficulties and challenges in working with the SBM. Our website is not being updated with reports, minutes, and other changes. We are currently working with the SBM on this issue. The transfer of listservs is occurring and we are awaiting updates on their creation. The Bylaws revisions have been impacted by the lack of responsiveness at the SBM. At this time there is no explanation for the delay, however we expect it is due to a shortage of staff. As soon as we have an update, we will share the information.

The Young Lawyers Section has asked that we support their annual summit which is put on with ICLE and will be virtual. We have supported this event in the past. There are three levels of sponsorship, with the highest being platinum at a cost of \$1,200. A motion to sponsor the Young Lawyers Section Annual Summit at the platinum level in the amount of \$1,200 was made by Judge Yates and seconded by Mr. Waggoner. The motion passed unanimously, 11-0-0.

Max Matthies was introduced. Mr. Matthies is with ICLE and is our contact with respect to the *Business Law Journal*.

5 Committee/Directorship Reports.

A Standing Committees.

(i) Business Courts Committee. A written report has been provided by the Committee.

(ii) Commercial Litigation Committee. A written report has been provided by the Committee. The Committee is taking the lead in researching and developing a position in response to the Michigan Supreme Court's *Murphy v Inman* case. The Committee expects to provide an opinion by end of next month.

(iii) Corporate Laws Committee. A written report has been provided by the Committee.

(iv) Debtor/Creditor Rights Committee. No written report. Ms. Calton reported that the Committee has been very busy. The Committee presented Drafting and Enforcing Contracts in Light of Covid-19 in February and over 350 people registered. Ms. Calton discussed the Assignment of Rents Act and stated that the Committee wants to submit technical revisions. The Committee drafted articles for the Spring edition of the *Business Law Journal*.

(v) Financial Institutions Committee. A written report has been provided by the Committee.

(vi) In-House Counsel Committee. A written report has been provided by the Committee. Mr. Segal reported that he has been working with the State's compliance officer to tie a compliance curriculum into a program. This is in response to a request to create a whole new section of SBM on compliance.

(vii) Law Schools Committee. A written report has been provided by the Committee. Mr. Kellogg reported that advances and initiatives have halted. Hopefully with life returning to normal, we will be able to continue with outreach.

(viii) LLC & Partnership Committee A written report has been provided by the Committee.

(ix) Nonprofit Corporations Committee. A written report has been provided by the Committee. Ms. Oertel stated that the Probate & Estate Planning Section has a nonprofit corporations committee and the committee hopes to work together.

(x) Regulation of Securities Committee. A written report has been provided by the Committee The Corporations & Relicensing Division is moving from its Okemos location to a north Lansing location

(xi) Small Business Forum. A written report has been provided by the Forum.

(xii) Uniform Commercial Code Committee. A written report has been provided by the Committee A Zoom meeting was held a few weeks ago at which Mr Molitor presented. The Committee is responsible for the Fall issues of the *Business Law Journal* Mr. Moreno has reached out to Mr Khoury There will be a follow-up call at a later date.

## B. Directorships

(i) Communication & Development Directorship. A written report has been provided by the Directorship

(ii) Diversity & Inclusion Directorship. A written report has been provided by the Directorship. Ms. Beebe set up a LinkedIn page for the Directorship and is working hard to recruit additional members. The Directorship has a \$5,000 budget to provide exposure for the Section The Directorship would like to work with the Law Schools Committee to set up book scholarships for traditionally underserved law students. A discussion ensued on this topic. Mr. Khoury discussed a program the ABA Business Law Section had years ago that was very successful. Mr Khoury will forward information to Ms Beebe and Ms Dale.

(iii) Legislative Review Directorship. A written report has been provided by the Directorship.

(iv) Nominating Directorship A written report has been provided by the Directorship. Suggestions for nominations should be emailed to Ms. Fuller.

(v) Programs Directorship. A written report has been provided by the Directorship

a. ICLE Liaison. A written report has been provided by the Liaison. ICLE is seeking co-sponsorship of the following seminars at no cost to the Section:

Advise Cannabis Businesses Seeking Licenses

Business Court Litigation

Navigate Non-Competes

Trade Secret Updates

Business Entity Update 2021

A motion was made by Mr. Schuring to approve co-sponsorship of the above seminars. The motion was seconded by Ms. Leahy and passed unanimously, 11-0-0.

(vi) Publications Directorship. A written report has been provided by the Directorship which includes responsibilities for the *Business Law Journal*.

C Liaisons.

(i) Probate Section. No written report.

(ii) Young Lawyers Section. No written report.

6. Other Business and Announcements.

Schulman Award. Ms. Dale reported that the Executive Committee met and discussed various potential candidates. The 2021 Schulman Award recipient is Douglas Toering.

7. Announcement of September 28, 2021 Annual Meeting and Council Meeting. The Annual Meeting and next meeting of the Council will be held on September 28, 2021 beginning at 3:30 p.m. at the Sheraton Detroit Novi. This will be an in-person meeting with a virtual option.

8. Meeting Adjournment. There being no further business to come before the Council of the Business Law Section, a motion to adjourn the meeting was made by Judge Yates and seconded by Mr. Williamson. The motion passed unanimously, 11-0-0. The meeting was adjourned at 11:00 a.m.

Respectfully submitted,

By: 

Christopher Yates,  
Secretary