

**CORPORATE LAWS COMMITTEE  
ANNUAL REPORT PREPARED FOR THE  
DECEMBER 7, 2023 COUNCIL MEETING**

Please describe your committee's activities during the 2022-2023 year toward achievement of the goals outlined in the Section's Strategic Plan. Each question below corresponds to a specific Section of the Plan, a copy of which is attached and to which reference may be made for further guidance in providing responses. If the question is not applicable to your particular committee or directorship, please note as such.

1. Continue to sponsor programs for continuing legal education and skills-based training within the Section. (Article I, 3 of the Strategic Plan).

**We have not held a committee program but various committee members have participated in Section programs, including the Business Law Institute and the Business Boot Camp.**

2. Address substantive legal issues for committee members. (Article I, 4 of the Strategic Plan).  
**We began the process of assembling material for the next round of amendments to the Business Corporation Act in 2022. We held meetings to discuss possible amendment topics and decided to bifurcate the effort and first to focus on preparing proposed draft benefit corporation legislation. A subcommittee was established for that purpose, and it prepared draft legislation. We worked with Michigan Legislative Consultants to seek legislative sponsorship for the act. Two versions of the legislation have been introduced, one in the House and one in the Senate. The House version is closer to the version we prepared. We will continue to work with MLC once the legislature resumes activity to reconcile and revise the bills that have been introduced. We are separately working on proposed amendments to other provisions of the BCA and hope to have proposed legislation ready to seek sponsorship in early 2024.**

3. Promote strong committee leadership and active committee member involvement. Please comment on your plan regarding succession. (Article I, 5 of the Strategic Plan).

**Professor Michael Molitor of Cooley Law School is the committee co-chair. We have promoted committee involvement and have added additional new members to the committee during the year. Requests for participation generally are forwarded to us. Committee membership has expanded but the number of active participants has not grown significantly.**

4. Provide an alternative source of information and communication for members by improving the website and maintaining and improving social media presence. (Article I, 6 of the Strategic Plan).

**We have not maintained social media presence as a committee. We facilitate communication via electronic means among committee members and have used tools such as Google Drive to assemble and disseminate materials in the past, but that has been for internal committee purposes.**

5. (A) monitor and raise awareness of laws or developments in laws that affect Michigan businesses and, when appropriate, make recommendations for updates and improvements;

**Monitoring matters relating to the Michigan Business Corporation Act is a core function of the Corporate Laws Committee, as is drafting proposed amendments. The committee regularly**

**reviews and recommends amendments to the BCA. As discussed above, we developed BCA amendments to implement benefit corporation status and we are also working on additional BCA amendments.**

(B) provide assistance to appropriate government personnel with respect to business-related legislation and rule making;

**The committee regularly interacts with the Corporations Division of the Department of Licensing and Regulatory Affairs and with members of the legislature in terms of interpreting existing provisions of the Business Corporation Act and introducing new amendments.**

(C) as appropriate, provide amicus curie briefs related to business-related issues being addressed by the courts; and

**Committee members have participated from time to time in preparation of amicus briefs on behalf of the Business Law Section, at the request of both the Michigan Court of Appeals and the Michigan Supreme Court. Examples include Madugula v. Taub, Murphy v. Inman and Soaring Pine v Park.**

(D) educating Michigan businesses, their owners and employees about changes to Michigan's laws in order to maintain Michigan's ability to attract and retain new business enterprises and enable existing businesses to remain competitive. (Article II, 1 of the Strategic Plan).

**The Committee publishes articles regarding changes in law and also works at the request of business owners on issues that may require amendment of the Business Corporation Act. The Committee was responsible for the Fall 2023 edition of the Business Law Journal, which contains articles from various contributors and has been published.**

6. Encourage increased member participation through the development of personal relationships with other Section members. (Article IV, 1 of the Strategic Plan).

**We have not sponsored or included social activities as a Committee, inasmuch as most of our meeting participation has been by remote means.**

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