

**CORPORATE LAWS COMMITTEE
ANNUAL REPORT PREPARED FOR THE
DECEMBER 4, 2025 COUNCIL MEETING**

Please describe your committee's activities during the 2024-2025 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). **The Committee has developed proposed amendments to the Business Corporation Act. We are working with Michigan Legislative Consultants to procure sponsors to introduce a bill in the Michigan Legislature.**

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

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 have developed BCA amendments which we hope to have introduced in 2026.

(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. Past examples include Madugula v. Taub, Murphy v. Inman, Soaring Pine v Park and Kircher v Boyne USA.

(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 contained articles from various contributors, and will be responsible for an issue in 2026.

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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November 14, 2025