STATE BAR OF MICHIGAN - BUSINESS LAW SECTION

COUNCIL MINUTES

This meeting of the Council of the Business Law Section of the State Bar of Michigan was held on March 5, 2026 at the State Bar of Michigan in Lansing pursuant to notice duly given. Council members present were Bruce Courtade, Jovan Dragovic, Patrick Haddad, Laura Johnson, Loukas Kalliantasis, Carrie Leahy, Alexis Lupo, Michael Molitor, Ryan Opel, Rebecca Papi and Lita Popke. Committee Chairs, Directors and Liaisons present were Judy Calton, Mark Kellogg, Gerard Mantese, Mark Rossman, John Schuring, Douglas Toering, and Sarah Williams. Others present were Cameron Collins, Ian Williamson, Tala Dahbour, Lisa Geherin, Jordan Segal and Terri Shoop.

1. Call to Order and Determination of Quorum. Section Chair, Michael Molitor, called the meeting to order at approximately 3:34 pm and determined that a quorum was present.

2. Approval of Minutes of December 4, 2025 Council Meeting. A motion to approve the Minutes of the December 5, 2025 Council meeting was made by Ms. Lupo, seconded by Mr. Haddad and passed unanimously, 11-0-0.

3. Treasurer's Report. A written report was provided by the Treasurer. Mr. Haddad reported a healthy fund balance. A motion to accept the Treasurer's Report was made by Ms. Lupo, seconded by Ms. Johnson, and passed unanimously 11-0-0.

4. Chair's Report.

   a. Diversity and Inclusion Directorship Scholarships and Possible Change of Directorship Name. Mr. Molitor reported that at the December Council meeting, the Council appointed Mr. Molitor and Ms. Glover-Bohannon as Co-Directors. The first order of business is to revive the scholarship program. Currently, lawsuits are happening with respect to race-based scholarships. For that reason, the Directors believe it's best to delete references to race and ethnicity in the program. The scholarship application has been re-vamped and contact will be made with the various local law schools to get the application process moving. Cooley Law School will not be included this year as it's Mr. Molitor's place of business. A discussion ensued regarding a workaround to ensure Cooley students are eligible. It was suggested that Mr. Molitor be replaced or that Ms. Glover-Bohannon serve on her own. Mr. Molitor will explore these options. A motion was made to approve the revised scholarship criteria outlined in Exhibit B of the Chair's Report and to reaffirm a budget of $10,000 for scholarships (two at $5,000) was made by Mr. Lupo, seconded by Mr. Opel, and passed unanimously 11-0-0. The name "Outreach Directorship" was suggested as the new name of the Directorship. We will consider a name change at the June meeting. Mr. Opel made an amended motion to approve the revised scholarship program with the caveat that if after Mr. Molitor sends an email to Section membership, if one or more suitable people are available to serve, then Cooley Law School students can participate in the program. The motion was seconded by Ms. Lupo and passed unanimously 11-0-0.

b. $1,000 Donation to Young Lawyers Section. Mr. Molitor reported that the Section has historically made donations to the Young Lawyers Section in connection with their Annual Summitt as well as other events. A motion to approve a donation in the amount of $1,000 to the Young Lawyers Section was made by Mr. Dragovic and seconded by Ms. Johnson. The motion passed unanimously 11-0-0. The Annual Summitt will be held on March 27 and the Section will receive two tickets to the event. If anyone is interested in attending, the tickets are available to whomever requests them first. If you attend the event, please be an ambassador for the BLS.

c. $1,000 Donation to Women Lawyers Association of Michigan. The Women Lawyers Association of Michigan is hosting its annual meeting April 25-26 at the Book Cadillac. A further event will take place at the Train Station. A motion to approve a donation in the amount of $1,000 to the Women Lawyers Association of Michigan in connection with its Annual meeting was made by Mr. Haddad and seconded by Ms. Johnson. The motion passed unanimously 11-0-0. Information on the Section will appear in event materials. The Section will receive two tickets to the event and the tickets will be given to whomever requests them first. If you attend the event, please be an ambassador for the BLS.

5. Committee/Directorship Reports.

A. Standing Committees.

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

(ii) Commercial Litigation Committee. A written report was provided by the Commercial Litigation Committee. Mr. Toering highlighted the upcoming program for in-house counsel, business court judges and outside counsel on May 7 from 3:30-7:45 at the Troy Marriott.

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

(iv) Debtor/Creditor Rights Committee. A written report was provided by the Debtor/Creditor Rights Committee.

(v) Financial Institutions Committee. No report.

(vi) In-House Counsel Committee. A written report was provided by the In-House Counsel Committee. Mr. Mantese reported that for the last two months he's been busy trying to revive the Committee. He posted a message on LinkedIn in January. 31 attorneys responded wanting to be involved in the Committee. The Committee has held two Zoom meetings. A program will take place on May 7. The Committee has solicited articles for the *Journal*. Mr. Mantese will transition leadership of the Committee in January.

(vii) Law Schools Committee. A written report was provided by the Law Schools Committee.

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

(ix) Nonprofit Corporations Committee. No report.

(x) Regulation of Securities Committee. A written report was provided by the Regulation of Securities Committee. The Committee will host a presentation at the BLI for business lawyers on nuts and bolts matters. Mr. Haddad is looking for a successor to chair the Committee.

(xi) Privately Held Business Forum. A written report was provided by the Privately Held Business Forum.

(xii) Uniform Commercial Code Committee. No report.

B. Directorships.

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

(ii) Diversity & Inclusion Directorship. No report

(iii) Legislative Review Directorship. A written report was provided by the Legislative Review Director.

(iv) Nominating Directorship. A written report was provided by the Nominating Director.

(v) Programs Directorship. A written report was provided by the Programs Directorship. Planning efforts are underway for the Business Law Institute and Business Boot Camp. Business Boot Camp is scheduled for November 5-6 in Grand Rapids and March 9-10, 2027 in Ann Arbor. The social event at the Business Law Institute will be a dinner on Thursday night. The Council meeting will take place after the annual meeting. Dessert will be provided in the hall while seminar attendees wait for Council to finish the meeting.

(vi) Publications Directorship. A written report was provided by the Publications Director.

C. Liaisons.

(i) ICLE. No report.

(ii) Young Lawyers Section. No report.

6. Other Business and Announcements.

A. Schulman Award. The Schulman Award recipient will be announced at the June meeting, One nomination has been made. Please let Mr. Molitor or an Executive Committee member know if you have nominees.

B. Amicus Committee regarding *FCA US v Kamax*. In October, the Supreme Court asked the Section and the Michigan Manufacturers Association to comment on two issues: (1) whether Cadillac Rubber & Plastics, Inc. v. Tubular Metal Systems remains good law after MSSC, Inc. v. Airboss Flexible Products Co., and (2) whether a written contract for "approximately" 65-100% of a buyer's requirements satisfies UCC Article 2's statute of frauds. An Amicus Committee was formed. Today three Amicus Committee members are in attendance to answer questions regarding the proposed brief: Cameron Collins, Douglas Toering, and Jordan Segal. Council members have received the draft brief prior to this meeting.

Mr. Segal explained the conclusion of the Committee. Mr. Segal summarized the cases cited in the brief.

After a lengthy discussion, Mr. Molitor excused everyone from the meeting with the exception of the BLS Council and Ms. Shoop.

A robust discussion ensued amongst the Council. A motion to approve the filing of the brief produced by the Amicus Committee was made by Mr. Molitor, subject to minor, final changes to be made before its filing deadline on March 9, 2026. The vote was:

4 -Yes

3- No

5 – abstain

2 - absent

It was determined that Council needed additional time to review the brief before making a determination. We will hold a special council meeting on March 10 via Zoom. The purpose of the special meeting is to vote on the brief. Mr. Molitor asked all Council members to please be present. If you can't attend, please vote by communicating your vote to Ms. Johnson, Secretary.

7. Announcement of June 2, 2026 Council Meeting. The next meeting of the Business Law Section Council will be held on June 2, 2026 at 3:30 p.m. at Clark Hill in Birmingham. The Annual Dinner will immediately follow the meeting.

8. Meeting Adjournment. There being no further business to come before the Council of the Business Law Section, upon motion duly made by Ms. Lupo and seconded by Mr. Haddad, the motion passed unanimously, 11-0-0. The meeting was adjourned at 5:32 pm.

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Laura Johnson
Secretary