

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 at the State Bar of Michigan in Lansing on June 5, 2025 pursuant to notice duly given. Council members present were Brendan Cahill (Zoom), Patrick Haddad (Zoom), Loukas Kalliantasis, Alexis Lupo, Michael Molitor, Ryan Opel (Zoom), Lita Popke (Zoom), Victoria Valentine, and Ian Williamson. Committee Chairs, Directors and Liaisons present were Judy Calton, James Carey, Jennifer Consiglio (Zoom), Mark High, Laura Johnson (Zoom) Justin Klimko (Zoom), Jennifer Oertel (Zoom), Mark Rossman, and Douglas Toering and Sarah Williams (Zoom). Others present were Tala Dahbour (Zoom), Rebecca Papi, and Terri Shoop (Zoom).

1. Call to Order and Determination of Quorum. Section Chair, Ian Williamson, called the meeting to order at approximately 3:39 p.m. and determined that a quorum was present.

2. Approval of Minutes of March 26, 2025 Council Meeting. A motion to approve the Minutes of the March 6, 2025 Council meeting was made, seconded and passed unanimously 9-0-0.

3. Treasurer's Report. A written report was provided by the Treasurer. Mr. Williamson discussed the report, including highlighting statistics from Business Boot Camp and the Privately Held Business Forum Symposium.

4. Chair's Report.

a. New Co-Chair for the UCC Committee. Mr. Williamson reported that T.L. Summerville will take over for Michael Khoury as Co-Chair of the Committee. A motion to approve T.L. Summerville as Co-Chair of the UCC Committee was made, seconded and approved, 9-0-0.

b. Donation to Section in honor of Cy Moscow and Presentation at Annual Meeting. Mr. Williamson reported on the passing of Cy Moscow. He stated that Cy was a key figure of the Section and an amazing legal mind who did great things for the law and the Section. Honigman will be making a donation to the Section in amount of \$10,000 in honor of Cy. David Foltyn will speak at the Business Law Institute lunch and present the Section with the check.

c. Kircher v Boyne USA, Inc. Mr. Toering reported on the *Kircher* case. The Michigan Supreme Court has adopted the Section's position in the amicus brief. A copy of the decision is included in the Commercial Litigation Committee's report.

d. Transactional Clinical Conference Donation. Mr. Williamson reported that the Executive Committee approved sponsorship of the Transactional Clinical Conference in the amount of \$1,000.

e. ZooLAWgical Donation. Mr. Williamson reported that the Executive Committee approved sponsorship of the Young Lawyers Section's ZooLAWgical event in the amount of \$500. Mr. Williamson will attend the event and promote the Section.

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. A successful program on succession planning was held in Troy on April 10. 167 people registered. The event was well attended and received good feedback. A summary of the event is in the *Michigan Business Law Journal*.

(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. The Committee will be meeting in July.

(v) Financial Institutions Committee. No report.

(vi) In-House Counsel Committee. No report.

(vii) Law Schools Committee. A written report was provided by the Law Schools Committee. Mr. Kellogg reported that he is looking for a Co-Chair for the Committee.

(viii) LLC & Partnership Committee. A written report has been provided by the LLC & Partnership Committee. Mr. Kalliantasis reported that the Committee held a meeting on June 4 regarding potential updates to LLC Act. The Committee is currently collecting comments from Committee members. The goal is to make minor fixes to LLC Act.

(ix) Nonprofit Corporations Committee. A written report has been provided by the Nonprofit Corporations Committee. The Committee is currently trying to anticipate potential issues regarding the Big Beautiful Bill.

(x) Privately Held Business Forum. A written report was provided by the Privately Held Business Forum. The Forum held a successful symposium in February. The Forum intends to hold a program again in 2026.

(xi) Regulation of Securities Committee. A written report was provided by the Regulation of Securities Committee.

(xii) Uniform Commercial Code Committee. A written report was provided by the Uniform Commercial Code Committee.

B. Directorships.

(i) Communication & Development Directorship. No report.

(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. Mr. Carey is looking for candidates to move into the Secretary of the Council position as well as fill Council slots. Feel free to nominate yourself!

(v) Programs Directorship. No report. Planning for the Business Law Institute is progressing. Sponsorships are complete. We are looking forward to another successful event.

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

C. Liaisons.

(i) ICLE Liaison. A written report was provided by the ICLE Liaison. ICLE is requesting approval to co-sponsor the on-demand seminar *Start up, Venture Capital Funding and Securities* at no cost to the Section. A motion was made to approve co-sponsorship of *Start up, Venture Capital Funding and Securities Motion*. The motion was seconded and passed unanimously, 9-0-0.

(ii) Young Lawyers Section Liaison. No report.

6. Other Business and Announcements.

A. Schulman Award. The recipient of the 2025 Schulman Award is James Carey. Congratulations Jim! The award will be presented during lunch at the Business Law Institute.

B. Senate Bill 160. The bill was introduced by the Probate Section and the Family Law Section. The bill has passed the Senate and is now in the House. The bill originates due to *Alward v Alward*. The Real Property Section has provided comments. It may be a good idea to have the Commercial Litigation, LLC & Partnership and Corporate Laws Committees review the matter. We will circle back in 10 days or so to see if there is an interest in taking a position and if so, what that will be.

C. New State System. Ms. Lupo reported on the launch of the new business registry and system on June 23. There will be an outage from June 18-23. During the outage there will be no incoming documents, no searching, and no ordering of certificates. The State is confident it will go well as there has been lots of testing with staff and firms. Please reach out to Ms. Lupo if you have issues. With the new system, every document type will be able to be filed online. Email filings will be discontinued. Paper forms are still accepted. Annual statements must be filed online.

7. Announcement of September 12, 2025 Council Meeting. The next meeting of the Business Law Section Council will be held on September 12, 2025 and September 13, 2025.

8. Meeting Adjournment. There being no further business to come before the Council of the Business Law Section, upon motion duly made and seconded, the motion passed unanimously, 9-0-0. The meeting was adjourned at 4:32 p.m.

Patrick Haddad
Secretary