

**STATE BAR OF MICHIGAN**  
**ANNUAL MEETING OF THE BUSINESS LAW SECTION**

**Friday, September 12, 2025 at 12:15 pm**  
**JW Marriott Hotel, International Ballroom A, Grand Rapids, MI**

**AGENDA**

1. Call to order and determination of quorum
2. Approval of Minutes of September 20, 2024 Annual Meeting
3. Chairperson's Report
4. Chairperson's Resignation
5. Presentation to Outgoing Chair
6. Nomination of Council Members
7. Election of New Council Members
8. Other Business and Announcements
9. Meeting Adjournment

**STATE BAR OF MICHIGAN**  
**MEETING OF THE COUNCIL OF THE BUSINESS LAW SECTION**

**Friday, September 12, 2025 immediately following Annual Meeting**  
**J.W. Marriott Hotel, International Ballroom A, Grand Rapids, MI**

**AGENDA**

1. Call to order and determination of quorum
2. Nomination of Officers and Election of Officers
3. Incoming Chairperson's Report
4. Other Business and Announcements
5. Meeting Adjournment until 9:00 a.m. on Saturday, September 13, 2025

**STATE BAR OF MICHIGAN**  
**BUSINESS LAW SECTION**

**PRESENTATION IN HONOR OF CY MOSCOW**

**Friday, September 12, 2025 immediately following Council Meeting  
JW Marriott Hotel, International Ballroom A, Grand Rapids, MI**

**AGENDA**

1. Remarks by Michael Molitor
2. Remarks by David Foltyn

**STATE BAR OF MICHIGAN**  
**BUSINESS LAW SECTION**

**STEPHEN H. SCHULMAN**  
**OUTSTANDING BUSINESS LAWYER AWARD PRESENTATION**

**Friday, September 12, 2025 immediately following Presentation in Honor of Cy Moscow**  
**JW Marriott Hotel, International Ballroom A, Grand Rapids, MI**

**AGENDA**

1. Introduction of Award  
Eric Lark Remarks
2. Presentation of Award to James Carey  
Douglas Toering Remarks  
James Carey Remarks
3. Closing Comments  
Eric Lark Remarks

**STATE BAR OF MICHIGAN**  
**MEETING OF THE COUNCIL OF THE BUSINESS LAW SECTION**

Saturday, September 13, 2025 at 9:00 a.m.  
JW Marriott Hotel, Omihachiman Room, Grand Rapids, MI  
Dial In: +1 301 715 8592 US  
Meeting ID: 970 7546 1078  
Passcode: 100066

**AGENDA**

1. Call to order and determination of quorum
2. Approval of Minutes of June 5, 2025 Council Meeting
3. Treasurer's Report and Proposed Budget
4. Council Approval of Committee Chair and Directorship Appointments
5. Incoming Chairperson's Report
  - A. Access to Justice Donation for 2025-2026 fiscal year - \$7,500
6. Committee/Directorship Reports
  - A. Standing Committees:
    - i. Business Courts
    - ii. Commercial Litigation
    - iii. Corporate Law
    - iv. Debtor/Creditor Rights
    - v. Financial Institutions
    - vi. In-House Counsel
    - vii. Law Schools
    - viii. LLC & Partnerships
    - ix. Nonprofit Corporations
    - x. Privately Held Business Forum
    - xi. Regulation of Securities
    - xii. Uniform Commercial Code
  - B. Directorships:
    - i. Communication & Development
    - ii. Diversity & Inclusion
    - iii. Legislative Review
    - iv. Nominating
    - v. Programs
      - a. ICLE Liaison
    - vi. Publications
7. Other Business and Announcements
8. Announcement of December 4, 2025 Council Meeting via Zoom at 11 am
9. Meeting Adjournment

## Events Calendar

### Friday, September 12, 2025

**Event:** Business Law Institute

**Location:** JW Marriott Hotel, Grand Rapids – International Ballroom B

**Time:** 8 am-5:15 pm

***If you haven't registered yet for the BLI, there's still time.*** Register at [https://www.icle.org/modules/store/seminars/schedule.aspx?PRODUCT\\_CODE=2025CI1110](https://www.icle.org/modules/store/seminars/schedule.aspx?PRODUCT_CODE=2025CI1110).

**Event:** Annual Meeting

**Council Meeting**

**Presentation in Honor of Cy Moscow**

**Schulman Award Presentation to James Carey**

**Location:** JW Marriott Hotel, Grand Rapids – International Ballroom A

**Time:** 12:15 p.m. (during lunch at the Business Law Institute)

**Event:** Networking Reception during Business Law Institute

**Location:** JW Marriott Hotel, Grand Rapids – International Ballroom B

**Time:** 2:45-3:30 pm

**Event:** Annual Business Law Section Dinner – pre-registration required

**Location:** Join us for hors d'oeuvres and cocktails on the patio of the JW Marriott's own Margaux restaurant, inspired by a classic French bistro

**Time:** 5:45 pm

### Saturday, September 13, 2025

**Event:** Council Meeting

**Location:** JW Marriott Hotel, Grand Rapids – Omihachiman Room

**Time:** 9 am

**Dial In:** +1 301 715 8592 US  
Meeting ID: 970 7546 1078  
Passcode: 100066

**STATE BAR OF MICHIGAN**  
**BUSINESS LAW SECTION**  
**ANNUAL MEETING MINUTES**

**September 20, 2024**

The Annual Meeting of the Business Law Section of the State Bar of Michigan was held on September 20, 2024 at the J.W. Marriott Hotel in Grand Rapids, Michigan, pursuant to notice duly given. Attendees attended in person.

1. Call to Order and Determination of Quorum. Section Chair, Hon. Christopher Yates, called the meeting to order at approximately 12:21 p.m. and determined with the other officers present that a quorum existed.

2. Approval of Minutes of October 6, 2023 Annual Meeting. Judge Yates called for a motion to approve the Minutes of the Annual Meeting held on October 6, 2023. Pursuant to motion duly made and seconded, the Minutes were approved.

3. Chair's Report. Judge Yates spoke about the previous year and the work and successes of the Section and its members. He thanked Section members for their hard work and efforts on behalf of the Section.

4. Chair's Resignation. Judge Yates tendered his resignation as Section Chair and introduced Ian Williamson as the new Chair of the Section.

5. Presentation to Outgoing Chair. Mr. Williamson thanked Judge Yates for his leadership as Section Chair. Mr. Williamson presented Judge Yates with a plaque and gift.

6. Nominations of Council Members. The following persons were presented for nomination as Council members by James Carey, Nominating Director:

Hon. Lita Popke  
Carrie Leahy  
Michael Molitor  
Hon. Victoria Valentine  
Ryan Opel  
Patrick Ellis

7. Election of New Council Members. Pursuant to a motion duly made and seconded, the nominations of the Council Members, as stated above in Item No. 6, were unanimously approved.

8. Other Business and Announcements. None.

9. Meeting Adjournment. There being no further business to come before the meeting of the Business Law Section of the State Bar of Michigan, upon a motion duly made and seconded, the meeting was adjourned at approximately 12:35 p.m.

Respectfully submitted,

By: \_\_\_\_\_  
Carrie Leahy, Secretary

## **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.

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Patrick Haddad  
Secretary

**TREASURER'S REPORT  
FOR THE MEETING OF THE BUSINESS LAW SECTION  
SEPTEMBER 12 AND 13, 2025**

**Introduction**

The Business Law Section of the State Bar (the “**Section**”) operates on a fiscal year that runs from October 1 to September 30. The most recent financial information available for the Section from the state bar is:

-- *Income Statement* for the month ended July 2025 and the year-to-date period (October 2024 to July 2025) (**Appendix A**), provided by the state bar. The income statement indicates that the Section had \$190,885.52 of cash on hand at the end of July (unaudited). For comparison, the Section had \$187,612.18 on hand as of the end of August 2024 per Michael Molitor’s September 20/21, 2024 Treasurer’s report. Given that our meeting this year is earlier in the month, we do not have official information yet for the end of August, but attached (**Appendix B**) is estimated information as of the end of August 2025.

-- *Expense Detail Report* for the year-to-date period (October 2024 to July 2025) (**Appendix C**), provided by the state bar.

**Appendix D** is my list of approved invoices by Michael Molitor from October 2023 to the present.

**Appendix E** is the fiscal 2024-2025 budget that the Section council approved at the September 2024 meeting.

**The 2025-26 Budget**

**Appendix F** is a proposed budget for the 2025-26 fiscal year. I am asking the Council to approve the budget, subject to any revisions that the Council approves at the September 12 meeting. If you would like a copy of the Excel file, please let me know.

Last year’s budget projected a \$61,540 loss for the fiscal year (2024 was projected at (\$112,150)). We knew that the 2025 would be perhaps an overly pessimistic number due to conservative revenue assumptions for the Business Law Institute, the Business Boot Camps, and other items, but things turned out better than expected in 2024-2025.

A few notes:

- **Small Business Forum (also known as Privately Held Business Forum).** The 2023-24 budget allocated \$10,000 to the Small Business Forum (on a net basis, that is, the budget assumed no income from it, but \$10,000 of expenses). However, the final tally for the Small Business Forum was an expenditure of \$2,949.01, an improvement of \$7,050.99 over the budgeted amount. We hoped for a break-even event in 2025 but had an expenditure of \$3,496.90 (the Forum had assumed a \$10,000 contribution, not a \$5,000 contribution). The Forum requested \$10,000 for 2025-2026, but we discussed doing \$7,500.

- **Michigan Business Law Journal.** The 2023-24 budget allocated \$75,000 to the MBLJ. However, we switched to cheaper paper, resulting in lower printing expenses of approximately \$1,500 per issue. We spent \$66,608.29 on the MBLJ in the 2023-24 fiscal year and improvement of \$8,391.71 over the budgeted amount. Based on invoices received so far this year, we are at \$43,722.42.

- **Dues Increase.** It was too late to increase dues for the 2024-25 fiscal year. The deadline for a dues increase for the 2025-26 fiscal year was April 1, 2025 (which we complied with). We estimate that, with the increase from \$35 to \$50, the revenue associated would be an additional \$46,200 (assuming 3,080 members). Note that earlier this week, Darin Day of the state bar emailed us to say that he wanted to meet with us to discuss the increase because it was complicated, but later said that the meeting was unnecessary.

Even with the changes we have made (dues increases and cheaper paper for the MBLJ), we are still predicting a loss of \$25,150 for the year. Tremendous progress from 2024 (thanks to Michael Molitor's efforts, largely!)

/s/Carrie Leahy

Carrie Leahy

September 10, 2025

# **APPENDIX A**

State Bar of Michigan  
Parent Company : State Bar of Michigan : Sections  
**Sections Income Statement - Business Law**  
**Jul 2025**

| Financial Row                                       | Amount (Jul 2025)   | Amount YTD (Oct 2024 - Jul 2025) | Last FY YTD (Oct 2023 - Jul 2024) |
|-----------------------------------------------------|---------------------|----------------------------------|-----------------------------------|
| Income                                              |                     |                                  |                                   |
| 42767 - Business Boot Camp Revenue                  | \$0.00              | \$0.00                           | \$5,304.35                        |
| 42690 - Miscellaneous Revenue                       | \$0.00              | \$0.00                           | \$400.00                          |
| 40085 - Section Affiliate Dues                      | \$0.00              | \$140.00                         | \$70.00                           |
| 42769 - Section Cmt - Commerical Litigation         | \$0.00              | \$5,100.00                       | \$0.00                            |
| 42771 - Section Cmt - Small Business Forum Revenue  | \$0.00              | \$9,055.00                       | \$18,620.00                       |
| 40080 - Section Dues                                | \$70.00             | \$107,730.00                     | \$107,905.00                      |
| 42025 - Seminar Revenue                             | \$0.00              | \$6,950.00                       | \$0.00                            |
| 42010 - Sponsorship Revenue                         | \$0.00              | \$3,000.00                       | \$10,500.00                       |
| <b>Total Income</b>                                 | <b>\$70.00</b>      | <b>\$131,975.00</b>              | <b>\$142,799.35</b>               |
| Expenses                                            |                     |                                  |                                   |
| 67010 - Administrative Services                     | \$0.00              | \$5,850.00                       | \$4,650.00                        |
| 67020 - Annual Meeting                              | \$0.00              | \$1,200.00                       | \$408.62                          |
| 65060 - Awards                                      | \$0.00              | \$1,522.00                       | \$3,970.00                        |
| 67035 - Business Boot Camp                          | \$0.00              | \$0.00                           | \$650.00                          |
| 67040 - Business Law Institute                      | \$0.00              | \$189.70                         | \$29,955.27                       |
| 67052 - Cmt - LLC & Partnership Committee           | \$2,315.75          | \$17,648.90                      | \$0.00                            |
| 67054 - Cmt - Regulation Securities                 | \$0.00              | \$0.00                           | \$77.25                           |
| 67055 - Cmt - Small Business Forum                  | \$0.00              | \$18,374.90                      | \$21,568.01                       |
| 67065 - Community Support, Donations & Sponsorships | \$500.00            | \$10,015.00                      | \$14,000.00                       |
| 65625 - ICLE Programs & Conferences                 | (\$178.70)          | \$2,334.17                       | \$0.00                            |
| 67115 - Legislative Consulting                      | \$0.00              | \$0.00                           | \$1,302.00                        |
| 62315 - Meetings                                    | \$1,956.45          | \$3,923.22                       | \$3,351.54                        |
| 64055 - Miscellaneous                               | \$0.00              | \$1,217.80                       | \$1,544.90                        |
| 65460 - Newsletter/Publication                      | \$0.00              | \$43,722.42                      | \$56,845.94                       |
| 64010 - Postage                                     | \$0.00              | \$131.19                         | \$410.34                          |
| 65420 - Seminar Expenses                            | \$0.00              | \$819.08                         | \$175.00                          |
| 64005 - Telephone                                   | \$0.00              | \$0.00                           | \$600.00                          |
| 61200 - Travel                                      | \$0.00              | \$126.00                         | \$1,200.63                        |
| <b>Total Expenses</b>                               | <b>\$4,593.50</b>   | <b>\$107,074.38</b>              | <b>\$140,709.50</b>               |
| <b>Increase or Decrease in Net Position</b>         | <b>(\$4,523.50)</b> | <b>\$24,900.62</b>               | <b>\$2,089.85</b>                 |
| <b>Net Position, Beginning Of year</b>              | <b>\$165,984.90</b> | <b>\$165,984.90</b>              | <b>\$200,071.10</b>               |
| <b>Net Position, End of Period</b>                  | <b>\$161,461.40</b> | <b>\$190,885.52</b>              | <b>\$202,160.95</b>               |

## **APPENDIX B**

## Sections Income Statement - Business Law [View Detail](#)

| FINANCIAL ROW                                       | AMOUNT (AUG 2025)   | AMOUNT YTD (OCT 2024 - AUG 2025) | LAST FY YTD (OCT 2023 - AUG 2024) |
|-----------------------------------------------------|---------------------|----------------------------------|-----------------------------------|
| <b>Income</b>                                       |                     |                                  |                                   |
| 42767 - Business Boot Camp Revenue                  | \$0.00              | \$0.00                           | \$5,304.35                        |
| 42690 - Miscellaneous Revenue                       | \$0.00              | \$0.00                           | \$400.00                          |
| 40085 - Section Affiliate Dues                      | \$0.00              | \$140.00                         | \$70.00                           |
| 42769 - Section Cmt - Commerical Litigation         | \$0.00              | \$5,100.00                       | \$0.00                            |
| 42771 - Section Cmt - Small Business Forum Revenue  | \$0.00              | \$9,055.00                       | \$18,620.00                       |
| 40080 - Section Dues                                | \$70.00             | \$107,800.00                     | \$107,905.00                      |
| 42025 - Seminar Revenue                             | \$0.00              | \$6,950.00                       | \$0.00                            |
| 42010 - Sponsorship Revenue                         | \$9,000.00          | \$12,000.00                      | \$10,500.00                       |
| <b>Total Income</b>                                 | <b>\$9,070.00</b>   | <b>\$141,045.00</b>              | <b>\$142,799.35</b>               |
| <b>Expenses</b>                                     |                     |                                  |                                   |
| 67010 - Administrative Services                     | \$0.00              | \$5,850.00                       | \$4,650.00                        |
| 67020 - Annual Meeting                              | \$0.00              | \$1,200.00                       | \$508.62                          |
| 65060 - Awards                                      | \$3,560.48          | \$5,082.48                       | \$3,970.00                        |
| 67035 - Business Boot Camp                          | \$0.00              | \$0.00                           | \$1,720.00                        |
| 67040 - Business Law Institute                      | \$0.00              | \$189.70                         | \$33,038.52                       |
| 67052 - Cmt - LLC & Partnership Committee           | \$0.00              | \$17,648.90                      | \$0.00                            |
| 67054 - Cmt - Regulation Securities                 | \$0.00              | \$0.00                           | \$77.25                           |
| 67055 - Cmt - Small Business Forum                  | \$0.00              | \$18,374.90                      | \$21,568.01                       |
| 67065 - Community Support, Donations & Sponsorships | \$0.00              | \$10,015.00                      | \$14,000.00                       |
| 65625 - ICLE Programs & Conferences                 | \$0.00              | \$2,334.17                       | \$0.00                            |
| 67115 - Legislative Consulting                      | \$0.00              | \$0.00                           | \$1,302.00                        |
| 62315 - Meetings                                    | \$0.00              | \$3,923.22                       | \$3,351.54                        |
| 64055 - Miscellaneous                               | \$50.55             | \$1,268.35                       | \$1,968.32                        |
| 65460 - Newsletter/Publication                      | \$7,573.00          | \$51,295.42                      | \$66,608.29                       |
| 64010 - Postage                                     | \$3,188.96          | \$3,320.15                       | \$420.09                          |
| 65420 - Seminar Expenses                            | \$0.00              | \$819.08                         | \$275.00                          |
| 64005 - Telephone                                   | \$0.00              | \$0.00                           | \$600.00                          |
| 61200 - Travel                                      | \$0.00              | \$126.00                         | \$1,200.63                        |
| <b>Total Expenses</b>                               | <b>\$14,372.99</b>  | <b>\$121,447.37</b>              | <b>\$155,258.27</b>               |
| <b>Increase or Decrease in Net Position</b>         | <b>(\$5,302.99)</b> | <b>\$19,597.63</b>               | <b>(\$12,458.92)</b>              |
| <b>Net Position, Beginning Of year</b>              | <b>\$165,984.90</b> | <b>\$165,984.90</b>              | <b>\$200,071.10</b>               |
| <b>Net Position, End of Period</b>                  | <b>\$160,681.91</b> | <b>\$185,582.53</b>              | <b>\$187,612.18</b>               |

## **APPENDIX C**

State Bar of Michigan  
Parent Company : State Bar of Michigan : Sections  
**Business Law Section Expense Detail Report**  
**From Oct 2024 to Jul 2025**

| Account                                       | Date       | Type     | Document Number | ACS Vendor Name            | Description                                                      | Debit             | Credit        | Total Net Amount  |
|-----------------------------------------------|------------|----------|-----------------|----------------------------|------------------------------------------------------------------|-------------------|---------------|-------------------|
| <b>60000 - Operating Expenses - Non-Labor</b> |            |          |                 |                            |                                                                  | \$0.00            | \$0.00        | \$0.00            |
| <b>61200 - Travel</b>                         |            |          |                 |                            |                                                                  | \$0.00            | \$0.00        | \$0.00            |
|                                               | 4/15/2025  | Journ al | JE10718         | Ian Williamson             | 03-06-2025 BLS Meeting                                           | \$126.00          |               | \$126.00          |
| <b>Total - 61200 - Travel</b>                 |            |          |                 |                            |                                                                  | <b>\$126.00</b>   | <b>\$0.00</b> | <b>\$126.00</b>   |
| <b>62315 - Meetings</b>                       |            |          |                 |                            |                                                                  | \$0.00            | \$0.00        | \$0.00            |
|                                               | 2/11/2025  | Journ al | JE9903          | Terri Shoop                | 03-06-2025 Council Meeting Deposit                               | \$250.00          |               | \$250.00          |
|                                               | 4/15/2025  | Journ al | JE10718         | Ian Williamson             | 03-06-2025 BLS Meeting                                           | \$1,391.82        |               | \$1,391.82        |
|                                               | 4/15/2025  | Journ al | JE10728         | Terri Shoop                | 04-09-2025 supplies                                              | \$324.95          |               | \$324.95          |
|                                               | 7/15/2025  | Journ al | JE11902         | Ian Williamson             | 06-05-2025 BLS Meeting                                           | \$1,956.45        |               | \$1,956.45        |
| <b>Total - 62315 - Meetings</b>               |            |          |                 |                            |                                                                  | <b>\$3,923.22</b> | <b>\$0.00</b> | <b>\$3,923.22</b> |
| <b>64010 - Postage</b>                        |            |          |                 |                            |                                                                  | \$0.00            | \$0.00        | \$0.00            |
|                                               | 4/15/2025  | Journ al | JE10729         | United Parcel Service Inc. | 04-12-2025 postage                                               | \$28.99           |               | \$28.99           |
|                                               | 5/14/2025  | Journ al | JE11109         | Terri Shoop                | 04-25-2025 postage                                               | \$102.20          |               | \$102.20          |
| <b>Total - 64010 - Postage</b>                |            |          |                 |                            |                                                                  | <b>\$131.19</b>   | <b>\$0.00</b> | <b>\$131.19</b>   |
| <b>64055 - Miscellaneous</b>                  |            |          |                 |                            |                                                                  | \$0.00            | \$0.00        | \$0.00            |
|                                               | 12/10/2024 | Journ al | JE9044          | Terri Shoop                | 11-26-24 cleaning BLS tablecloths after event                    | \$50.50           |               | \$50.50           |
|                                               | 3/31/2025  | Journ al | JE10550         |                            | Oct 2024 - March 2025 2% CC Fee                                  | \$1,167.30        |               | \$1,167.30        |
| <b>Total - 64055 - Miscellaneous</b>          |            |          |                 |                            |                                                                  | <b>\$1,217.80</b> | <b>\$0.00</b> | <b>\$1,217.80</b> |
| <b>65060 - Awards</b>                         |            |          |                 |                            |                                                                  | \$0.00            | \$0.00        | \$0.00            |
|                                               | 10/1/2024  | Journ al | JE7214          |                            | BLS November 2024 MBJ Advertising Expense                        | \$1,000.00        |               | \$1,000.00        |
|                                               | 6/25/2025  | Journ al | JE11652         | Terri Shoop                | Clock for 2025 Schulman Award                                    | \$522.00          |               | \$522.00          |
| <b>Total - 65060 - Awards</b>                 |            |          |                 |                            |                                                                  | <b>\$1,522.00</b> | <b>\$0.00</b> | <b>\$1,522.00</b> |
| <b>65420 - Seminar Expenses</b>               |            |          |                 |                            |                                                                  | \$0.00            | \$0.00        | \$0.00            |
|                                               | 1/31/2025  | Journ al | JE9724          |                            | 1/7 7th Annual Business Law Symposium: Mediation Mastery E Blast | \$100.00          |               | \$100.00          |

| Account                                                      | Date       | Type     | Document Number | ACS Vendor Name      | Description                                               | Debit              | Credit          | Total Net Amount   |
|--------------------------------------------------------------|------------|----------|-----------------|----------------------|-----------------------------------------------------------|--------------------|-----------------|--------------------|
|                                                              | 4/30/2025  | Journ al | JE10988         |                      | Business Law Event Booklet                                | \$319.08           |                 | \$319.08           |
|                                                              | 4/30/2025  | Journ al | JE10930         |                      | E Blast: 4/1 Reminder: You're Invited to Join Us          | \$200.00           |                 | \$200.00           |
|                                                              | 4/30/2025  | Journ al | JE10930         |                      | E Blast: 4/7 Reminder: You're Invited to Join Us          | \$200.00           |                 | \$200.00           |
| <b>Total - 65420 - Seminar Expenses</b>                      |            |          |                 |                      |                                                           | <b>\$819.08</b>    | <b>\$0.00</b>   | <b>\$819.08</b>    |
| <b>65460 - Newsletter/Publication</b>                        |            |          |                 |                      |                                                           | \$0.00             | \$0.00          | \$0.00             |
|                                                              | 1/22/2025  | Journ al | JE9571          | F.P. Horak           | BLS Fall 2024 Journal                                     | \$9,545.42         |                 | \$9,545.42         |
|                                                              | 1/28/2025  | Journ al | JE9673          | ICLE                 | BLS Law Journal                                           | \$17,088.50        |                 | \$17,088.50        |
|                                                              | 5/23/2025  | Journ al | JE11273         | ICLE                 | BLS Law Journal                                           | \$17,088.50        |                 | \$17,088.50        |
| <b>Total - 65460 - Newsletter/Publication</b>                |            |          |                 |                      |                                                           | <b>\$43,722.42</b> | <b>\$0.00</b>   | <b>\$43,722.42</b> |
| <b>65625 - ICLE Programs &amp; Conferences</b>               |            |          |                 |                      |                                                           | \$0.00             | \$0.00          | \$0.00             |
|                                                              | 6/24/2025  | Journ al | JE11619         | ICLE                 | BLS Boot Camp II Nov 2024 & Feb 2025                      | \$2,512.87         |                 | \$2,512.87         |
|                                                              | 7/28/2025  | Journ al | JE12018         |                      | Rec for Business Law Ref                                  |                    | \$178.70        | -\$178.70          |
| <b>Total - 65625 - ICLE Programs &amp; Conferences</b>       |            |          |                 |                      |                                                           | <b>\$2,512.87</b>  | <b>\$178.70</b> | <b>\$2,334.17</b>  |
| <b>67010 - Administrative Services</b>                       |            |          |                 |                      |                                                           | \$0.00             | \$0.00          | \$0.00             |
|                                                              | 1/22/2025  | Journ al | JE9576          | Terri Shoop          | 09-01-2024-12-31-2024                                     | \$2,790.00         |                 | \$2,790.00         |
|                                                              | 6/11/2025  | Journ al | JE11488         | Terri Shoop          | January 2025 - May 2025                                   | \$3,060.00         |                 | \$3,060.00         |
| <b>Total - 67010 - Administrative Services</b>               |            |          |                 |                      |                                                           | <b>\$5,850.00</b>  | <b>\$0.00</b>   | <b>\$5,850.00</b>  |
| <b>67020 - Annual Meeting</b>                                |            |          |                 |                      |                                                           | \$0.00             | \$0.00          | \$0.00             |
|                                                              | 3/18/2025  | Journ al | JE10365         | Terri Shoop          | #1 deposit BLS Meeting 06-05-2025                         | \$1,200.00         |                 | \$1,200.00         |
| <b>Total - 67020 - Annual Meeting</b>                        |            |          |                 |                      |                                                           | <b>\$1,200.00</b>  | <b>\$0.00</b>   | <b>\$1,200.00</b>  |
| <b>67040 - Business Law Institute</b>                        |            |          |                 |                      |                                                           | \$0.00             | \$0.00          | \$0.00             |
|                                                              | 2/4/2025   | Journ al | JE9753          | ICLE                 | BLS Institute 09-20-2024                                  | \$189.70           |                 | \$189.70           |
| <b>Total - 67040 - Business Law Institute</b>                |            |          |                 |                      |                                                           | <b>\$189.70</b>    | <b>\$0.00</b>   | <b>\$189.70</b>    |
| <b>67052 - Cmt - LLC &amp; Partnership Committee</b>         |            |          |                 |                      |                                                           | \$0.00             | \$0.00          | \$0.00             |
|                                                              | 2/19/2025  | Journ al | JE9966          | San Marino Club, Inc | 04-10-2025 BLS Event #1 deposit                           | \$1,000.00         |                 | \$1,000.00         |
|                                                              | 5/20/2025  | Journ al | JE11193         | San Marino Club, Inc | 04-10-2025 BLS Event                                      | \$14,333.15        |                 | \$14,333.15        |
|                                                              | 7/15/2025  | Journ al | JE11907         | Mantese Honigman PC  | 04-10-2025 BLS Event                                      | \$2,315.75         |                 | \$2,315.75         |
| <b>Total - 67052 - Cmt - LLC &amp; Partnership Committee</b> |            |          |                 |                      |                                                           | <b>\$17,648.90</b> | <b>\$0.00</b>   | <b>\$17,648.90</b> |
| <b>67055 - Cmt - Small Business Forum</b>                    |            |          |                 |                      |                                                           | \$0.00             | \$0.00          | \$0.00             |
|                                                              | 10/31/2024 | Journ al | JE8590          |                      | Twentieth Century Club/Gem Theatre Forbes Hospitality BLF | \$2,000.00         |                 | \$2,000.00         |

| Account                                                                | Date      | Type     | Document Number | ACS Vendor Name                                                | Description                                  | Debit               | Credit          | Total Net Amount    |
|------------------------------------------------------------------------|-----------|----------|-----------------|----------------------------------------------------------------|----------------------------------------------|---------------------|-----------------|---------------------|
|                                                                        | 2/11/2025 | Journ al | JE9904          | Twentieth Century Club, Inc dba Gem Theatre Forbes Hospitality | 02-13-2025 7th Annual Business Symposium     | \$13,030.50         |                 | \$13,030.50         |
|                                                                        | 3/26/2025 | Journ al | JE10454         | Rossman PC                                                     | 2/2025 Small Business Forum                  | \$3,344.40          |                 | \$3,344.40          |
| <b>Total - 67055 - Cmt - Small Business Forum</b>                      |           |          |                 |                                                                |                                              | <b>\$18,374.90</b>  | <b>\$0.00</b>   | <b>\$18,374.90</b>  |
| <b>67065 - Community Support, Donations &amp; Sponsorships</b>         |           |          |                 |                                                                |                                              | \$0.00              | \$0.00          | \$0.00              |
|                                                                        | 11/5/2024 | Journ al | JE8133          | Access to Justice Fund                                         | 11-05-2024 BLS Donation                      | \$7,500.00          |                 | \$7,500.00          |
|                                                                        | 4/9/2025  | Journ al | JE10664         | Mark Kellogg                                                   | 03-20-2025 BLS Networking Event              | \$1,015.00          |                 | \$1,015.00          |
|                                                                        | 4/16/2025 | Journ al | JE10741         | MSU College of Law                                             | Sponsor Transactional Clinical Conf May 2025 | \$1,000.00          |                 | \$1,000.00          |
|                                                                        | 7/16/2025 | Journ al | JE11915         |                                                                | BLS Sponsorship of YLS ZooLawgical Event     | \$500.00            |                 | \$500.00            |
| <b>Total - 67065 - Community Support, Donations &amp; Sponsorships</b> |           |          |                 |                                                                |                                              | <b>\$10,015.00</b>  | <b>\$0.00</b>   | <b>\$10,015.00</b>  |
| <b>Total - 60000 - Operating Expenses - Non-Labor</b>                  |           |          |                 |                                                                |                                              | <b>\$107,253.08</b> | <b>\$178.70</b> | <b>\$107,074.38</b> |

## **APPENDIX D**

## APPROVED INVOICES

| Date     | Payee                                          | Amount      | SBM Account #                                               | Notes                                                                                                                                                                          |
|----------|------------------------------------------------|-------------|-------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10-8-23  | WISH Collaboration                             | \$400       | 1-9-99-325-1528                                             | Telephone and video conferencing; company used to be named NTT Communications                                                                                                  |
| 10-2-23  | Terri Shoop                                    | \$226.74    | 1-9-99-325-1868                                             | Shipping expenses for speaker gifts for BLI                                                                                                                                    |
| 10-7-23  | Terri Shoop                                    | \$214.95    | 1-9-99-325-1493                                             | Mileage for BLI and misc. expenses                                                                                                                                             |
| 10-17-23 | Terri Shoop                                    | \$61.22     | 1-9-99-325-1868                                             | Packing and mailing of Schulman Award                                                                                                                                          |
| 10-23    | Jakob Minkus                                   | \$400       | 1-9-99-325-1280                                             | Boot Camp flyer                                                                                                                                                                |
| 10-23    | John Meiu                                      | \$350       | 1-9-99-325-1749                                             | Schulman award photographs                                                                                                                                                     |
| 10-26    | State of Michigan                              | \$1,302     | 1-9-99-325-1139                                             | Late fees for summary 22 and summer 23 lobbying reports                                                                                                                        |
| 11-1     | Terri Shoop                                    | \$109.08    | 1-9-99-325-1868                                             | Mailing Boot Camp Speaker gifts                                                                                                                                                |
| 11-2     | Michael A. Scott                               | \$1,575.00  | 1-9-99-325-1749                                             | Marketing/PR work in connection with Schulman award                                                                                                                            |
| 11-7     | WISH Collaboration                             | \$200       | 1-9-99-325-1528                                             |                                                                                                                                                                                |
| 11-27    | FP Horak                                       | \$13,110.45 | 1-9-99-325-1854                                             | Printing for the Business Law Journal                                                                                                                                          |
| 12-4     | Access to Justice                              | \$7,500.00  | 7-116-67065                                                 |                                                                                                                                                                                |
| 12-4     | Make a Wish Foundation                         | \$500.00    | 7-116-67065                                                 |                                                                                                                                                                                |
| 12-7     | WISH Collaboration                             | \$200.00    | 7-116-64005                                                 |                                                                                                                                                                                |
| 12-14    | ICLE                                           | \$16,672    | 7-116-65460                                                 | Half of annual contract for MBLJ                                                                                                                                               |
| 1-8-24   | WISH Collaboration                             | \$200.00    | 7-116-64005                                                 | Note: This has been cancelled going forward                                                                                                                                    |
| 1-9-24   | Guardian Building                              | \$4,250     | 7-116-67055                                                 | For Small Business Forum                                                                                                                                                       |
| 1-11-24  | Kristina's Catering                            | \$1,453.20  | 7-116-67055                                                 | For Small Business Forum. This is just a 25% deposit                                                                                                                           |
| 1-11-24  | Great Lakes Tent Co.                           | \$2,122.72  | 7-116-67055                                                 | For Small Business Forum                                                                                                                                                       |
| 1-30-24  | Kristina's Catering (for Small Business Forum) | \$4,742.80  | 7-116-67055                                                 | For Small Business Forum                                                                                                                                                       |
| 1-31-24  | Mercury Sound                                  | \$4,162     | 7-116-67055                                                 | For Small Business Forum<br><br><b>NOTE: Total expenses for Small Business Forum was \$16,730.72. Have at least \$4,000 in sponsorships and a lot of registration fees too</b> |
| 1-31-24  | ICLE                                           | \$29,955.27 | 7-116-67040                                                 | For October 2023 Business Law Institute                                                                                                                                        |
| 2-9-24   | Terri Shoop                                    | \$2,790     | 7-116-67010 (administrative services)                       |                                                                                                                                                                                |
| 2-13-24  | John Meiu                                      | \$50.00     | 7-116-65060 (awards)                                        |                                                                                                                                                                                |
| 2-14-24  | Terri Shoop                                    | \$1,200.00  | 7-116-62315 (meetings)                                      | 50% deposit for annual dinner.                                                                                                                                                 |
| 3-11-24  | WLAM                                           | \$1,000     | 7-116-67065 (community support, donations and sponsorships) | Sponsorship for WLAM annual meeting                                                                                                                                            |
| 3-11-24  | Judge Yates                                    | \$251.54    | 7-116-62315 (meetings)                                      | Lucky's Steakhouse after March 7 meeting. Includes \$50 tip                                                                                                                    |
| 3-11-24  | Mark Rossman                                   | \$4,838.29  | 7-116-67055 (Small Business Forum)                          | Final miscellaneous bills for Small Business Forum covered by Mark Rossman                                                                                                     |
| 4-4-24   | Brooks Wilkins Sharkey & Turco PLLC            | \$77.25     | 7-116-67054 (Regulation of Securities)                      | Filing fee for amicus brief                                                                                                                                                    |
| 4-6-24   | ICLE                                           | \$16,672    | 7-116-65460                                                 | Second half of annual contract for MBLJ                                                                                                                                        |

| Date    | Payee                                                     | Amount      | SBM Account #                                                           | Notes                                                                                 |
|---------|-----------------------------------------------------------|-------------|-------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| 4-22-24 | FP Horak                                                  | \$10,391.49 | 7-116-65460                                                             | Printing and mailing for MBLJ                                                         |
| 4-24-24 | Kristina Williams                                         | \$5,000     | 7-116-67065 (community support, etc.)                                   | First of three diversity scholarships                                                 |
| 4-29-24 | Mike Scott                                                | \$450       | 7-116-64055 (miscellaneous)                                             | Artwork for WLAM                                                                      |
| 5-16-24 | Terri Shoop                                               | \$651.00    | \$102 to 7-116-67020 (annual meeting) and \$549 to 7-116-65060 (awards) | Postage for annual meeting invitations and clock for Schulman Award winner            |
| 5-16-24 | Greywolf Printing                                         | \$408.62    | 7-116-67020 (annual meeting)                                            | Annual meeting invitations                                                            |
| 6-3-24  | Terri Shoop                                               | \$1860      | 7-116-67010                                                             |                                                                                       |
| 6-6-24  | Christopher Yates                                         | \$1,340     | 7-116-67020 (annual meeting)                                            | Dinner bill from annual meeting                                                       |
| 6-7-24  | Terri Shoop                                               | \$460       | 7-116-67020 (annual meeting)                                            | Dinner bill from annual meeting (unused minimum charge for use of room at restaurant) |
| 7-8-24  | MJ Awards Inc.                                            | \$344       | 7-116-65060 (awards)                                                    | Gavel, etc. for Schulman award                                                        |
| 7-9-24  | Christopher Yates                                         | \$985.68    | 7-116-61200 (travel).                                                   | State Bar Leadership Conference                                                       |
| 7-12-24 | Young Lawyers Section                                     | \$1,000     | 7-116-67065 (community support, donations and sponsorships)             | ZooLAWgical event sponsorship                                                         |
| 7-18-24 | Twentieth Century Club (Gem Theatre / Forbes Hospitality) | \$2,000     | 7-116-67055 (Small Business Forum)                                      | Deposit for next event                                                                |
| 7-31-24 | FP Horak                                                  | \$9,762.35  | 7-116-65460                                                             | Printing and mailing for MBLJ                                                         |
| 8-1-24  | MJ Awards Inc.                                            | \$2,121.50  | 7-116-67040 (BLI) (\$1,421.50)<br>7-116-67035 (BBC) (\$700)             | Speaker and sponsor gifts for the BLI and speaker gifts for BBC II.                   |
| 8-1-24  | MJ Awards Inc.                                            | \$694.86    | 7-116-67040 (BLI)                                                       | Giveaways for the BLI                                                                 |
| 8-8-24  | Terri Shoop                                               | \$9.75      | 7-116-64055 (miscellaneous)                                             | Postage for lobbying report                                                           |
| 8-21-24 | Terri Shoop                                               | \$423.42    | 7-116-64055 (miscellaneous)                                             | Gift for outgoing chair                                                               |
| 8-27-24 | MJ Awards, Inc.                                           | \$1,449.20  | 7-116-67040 (BLI) (\$1,000)<br>7-116-67035 (BBC) (\$449.20)             | Giveaways for the BLI                                                                 |
| 9-3-24  | Terri Shoop                                               | \$2,010     | 7-116-67010 (administrative services)                                   |                                                                                       |
| 9-17-24 | Terri Shoop                                               | \$264.32    | 7-116-67040 (BLI)                                                       | Shipping BLI items to Grand Rapids                                                    |

| Date     | Payee                               | Amount                                                                                 | SBM Account #                                       | Notes                                                                                            |
|----------|-------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------------------------------------|
| 9-19-24  | Bar Journal                         | \$1,000                                                                                | 7-116-6506 (awards)                                 | Ad in the bar journal                                                                            |
| 9-22-24  | John Meiu                           | \$400.00                                                                               | 7-116-6506                                          | Photography (proofs and processing) for Schulman Awards on 9/20                                  |
| 9-25-24  | Terri Shoop                         | \$207.60                                                                               | 7-116-67040 (\$20) and<br>7-116-61200 (\$187.60)    | Mileage<br>Miscellaneous for BLI                                                                 |
| 9-26-24  | Michael Scott                       | \$1,575.50                                                                             | 7-116-6506 (\$975) and<br>7-116-64055 (\$1600)      | PR/marketing work for Schulman award @ BLI<br>Design work                                        |
| 10-25-24 | Access to Justice                   | \$7,500                                                                                | 7-116-67065                                         | Annual donation                                                                                  |
| 11-5-24  | Terri Shoop                         | \$169.87                                                                               | 7-116-67035                                         | Postage for Boot Camp II                                                                         |
| 12-9-24  | Terri Shoop                         | \$50.50                                                                                | 7-116-64055                                         | Tablecloth cleaning (for events)                                                                 |
| 12-10-24 | FP Horak                            | \$9,545.42                                                                             | 7-116-64015                                         | Printing/Mailing Journal – Fall                                                                  |
| 12-31-24 | Terri Shoop                         | \$2,790.00                                                                             | 7-116-67010                                         | Time Sheet 9/1//24 – 12/31/24                                                                    |
| 10-30-24 | ICLE                                | \$17,088.50                                                                            | 7-116-65460                                         | 1 <sup>st</sup> installment for BL Journal                                                       |
| 1-16-25  | ICLE                                | \$22,765.96                                                                            | 7-116-67040                                         |                                                                                                  |
| 2-10-25  | Twenty Century Inc/ The Gem Theatre | \$13,207.50<br>(\$8,000 plus checks provided to us: \$3,000 donation and ticket sales) | 7-116-67055                                         | Small Business Forum                                                                             |
| 2-10-25  | Teri Shoop                          | \$250.00                                                                               | 7-116-62315                                         | Deposit for 3/6/25 dinner                                                                        |
| 3-6-25   | Ian Williamson                      | \$1,517.82                                                                             | 7-116-62315 (\$1,391.82) and<br>7-116-61200 (\$126) | Bus Law Section Council Mtg – Dinner for 10<br>Mileage Reimbursement (travel to Lansing for Mtg) |
| 3-18-25  | Terri Shoop                         | \$1,200                                                                                | 7-116-67010                                         | June dinner deposit                                                                              |
| 3-20-25  | Rossmann, P.C.                      | \$3,344.40                                                                             | 7-116-67055                                         | Small Business Forum                                                                             |
| 3-20-25  | Mark E. Kellog                      | \$1,015.00                                                                             | 7-116-67065                                         | Sponsorship – MSU Student Networking Event and Dinner                                            |
| 4-9-25   | Terri Shoop                         | \$324.95                                                                               | 7-116-62315                                         | Reimbursement for Invitations for Annual Dinner (Jen's Invites)                                  |

| Date     | Payee                     | Amount      | SBM Account #                                                                                   | Notes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|----------|---------------------------|-------------|-------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4-10-25  | Mantese Honigman PC       | \$2,315.75  | 7-116-67052<br>(\$2,165.75 for A/V + \$150.00 for photography)                                  | City Events Group payment for Audio/Visual technology and services at succession planning event held at San Marino Club in Troy, Michigan – paid by Mantese Honigman, PC                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|          | San Marino Club, Inc.     | \$15,333.15 | 7-116-67052<br>(\$1,000.00 deposit + \$14,333.15 remainder)                                     | Submitted by Ian Williamson – event and food expenses for succession planning event held at San Marino Club in Troy, Michigan <ul style="list-style-type: none"> <li>• \$5,000 – BLS budgeted funds allocated to the LLC and Partnership Committee in the 2024-2025 budget (event sponsor)</li> <li>• \$1,000 – BLS budgeted funds allocated to the Commercial Litigation Committee in the 20204-2025 budget (event co-sponsor)</li> <li>• \$5,000 – Sponsorship checks collected to date and sent to SBM today</li> <li>• \$6,800 – Registration revenue based on 136 paid registrants at \$50/each</li> </ul> |
| 4-14-25  | Michigan State University | \$1,000.00  | 7-116-67065                                                                                     | Submitted by Ian Williamson – sponsorship for 2025 Transactional Clinical Conference                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 4-22-25  | FP Horak                  | \$10,812.51 | 7-116-64010 (\$3,188.96) and<br>7-116-65460 (\$7,573.00) and<br>7-116-64055 (\$29.25 + \$21.30) | MI BL Journal print/mail<br>Postage<br>Shipping + handling<br>Shipping + handling                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 5-12-25  | Terri Shoop               | \$102.20    | 7-116-64010                                                                                     | Postage for mailing annual dinner invitation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 5-31-25  | Terri Shoop               | \$3,060.00  | 7-116-67010                                                                                     | Admin services from January 1, 2025 through May 31, 2025                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 6-5-25   | Ian Williamson            | \$1,956.45  | 7-116-62315                                                                                     | Submitted by Ian Williamson – Business Law Section Annual Dinner held after June council meeting held at Clark Hill in Birmingham – attendees on attached list along with itemized receipt                                                                                                                                                                                                                                                                                                                                                                                                                      |
| 7-12-25  | Marisa Vinski             | \$500.00    | 7-116-67065                                                                                     | Submitted by Ian Williamson – Business Law Section co-sponsorship for Young Lawyers Section / ZooLAWgical event                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 8-8-2025 | Terri Shoop               | \$3,560.48  | 7-116-65060                                                                                     | Rosewood gavel with gold band<br>Gold plate engraved for clock<br>Gold plate engraved for Schulman plaque<br>Cherry Finish Wood Plaque w/Florentine Plate                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 8-26-25  | Hon. John T. Gregg        | \$128.24    | 7-116-61200                                                                                     | R/T from 315 W. Allegan Avenue, Lansing, MI to 150 W. Jefferson, Detroit, MI for SBM Presentation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 9-8-25   | Terri Shoop               | \$194.03    | 7-116-64010                                                                                     | Postage for mailing of giveaways, speaker and sponsor gifts and other items for BLI and annual meeting                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

**NOTE: \$5,000 payment to Michigan Legislative Consultants in October 2023 was booked to FY23 as it was supposed to have been paid in FY22, but FY22 is closed, so FY23 was the next best thing.**

## **APPENDIX E**

Business Law Section of the State Bar of Michigan  
Draft 2025 Budget (October 1, 2024 - September 30, 2025)

| Date                  | Fund Balance |
|-----------------------|--------------|
| 6/30/2024             | \$203,556.00 |
| 9/30/2024 (projected) |              |
| 9/30/2025 (projected) |              |

| Account Number | Revenue                             | 2024 Budget          |
|----------------|-------------------------------------|----------------------|
| 7-116-42010    | Business Law Institute Sponsorships | \$ 10,500.00         |
| 7-116-40080    | Business Law Section Dues           | \$110,000            |
| 7-116-40085    | Business Law Student/Affil Dues     | \$ -                 |
| 7-116-42768    | Business Law Institute              | \$ -                 |
| 7-116-42767    | Business Boot Camp                  | \$ -                 |
| 7-116-42769    | Cmt - Commerical Litigation         | \$ 2,000.00          |
| 7-116-42770    | Cmt - Debtor/Creditor Rights        | \$ -                 |
| 7-116-42771    | Privately Held Businesses Forum     | \$ -                 |
| 7-116-42690    | Miscellaneous Income                | \$ -                 |
|                | <b>Total Revenue</b>                | <b>\$ 122,500.00</b> |

| YTD 9-5-24 | 2025 Budget  | Variance from 2024 | Notes About 2045-25 Budget                                                                                                                               |
|------------|--------------|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10,500.00  | \$ 10,500.00 | \$ -               |                                                                                                                                                          |
| \$107,870  | \$108,000    | (2,000.00)         | We should increase dues. Deadline for doing so is April 1, 2025. Too late for this November, though.                                                     |
| \$70       | \$ -         | \$ -               |                                                                                                                                                          |
| \$ -       | \$ -         | \$ -               |                                                                                                                                                          |
| 5,304.35   | \$ -         | \$ -               | BLI revenue is netted against expense to determine the total due to ICLE. In 23-24, the amount paid to ICLE was \$29,955.27                              |
| \$ -       | \$ -         | \$ -               | BBC revenue is netted against expense to determine the total due to ICLE. In 23-25, the BBC had \$5,304 in net income                                    |
|            |              | (2,000.00)         | Note: These are the only two committees with account numbers on the REVENUE side. No other committees had revenue within the last three years so the SMB |
| \$ -       | \$ -         | \$ -               | did not assign accounts for them                                                                                                                         |
| \$ -       | \$ -         | \$ -               | Actual amount in 23-24 was a net expenditure of \$2,948.01                                                                                               |
| \$400      | \$ -         | \$ -               |                                                                                                                                                          |
| 124,144.35 | 118,500.00   | (4,000.00)         |                                                                                                                                                          |

| Account Number | Expenses                                    | 2024 Budget            |
|----------------|---------------------------------------------|------------------------|
| 7-116-67010    | Administrative Services                     | \$ 14,000.00           |
| 7-116-67115    | Legislative Consulting                      | \$ -                   |
| 7-116-65075    | Listserv                                    | 750                    |
| 7-116-62315    | Meetings                                    | \$ 3,500.00            |
| 7-116-67035    | Business Boot Camp [Net expense]            | \$ 39,250.00           |
| 7-116-65420    | Seminar Expenses                            | \$ -                   |
| 7-116-67040    | Business Law Institute [Net expense]        | \$ 32,000.00           |
| 7-116-67020    | Annual Meeting                              | \$ -                   |
| 7-116-67065    | Community Support, Donations & Sponsorships | \$ 25,000.00           |
| TBD            | Cmt- Business Courts                        | \$ 2,000.00            |
| 7-116-67046    | Cmt - Commercial Litigation                 | \$ 4,000.00            |
| 7-116-67047    | Cmt - Corporate Laws                        | \$ 5,000.00            |
| 7-116-67048    | Cmt - Debtor/Creditor Rights                | \$ 2,000.00            |
| 7-116-67049    | Cmt - Financial Institutions                | \$ -                   |
| 7-116-67050    | Cmt - In-House Counsel                      | \$ -                   |
| 7-116-67051    | Cmt - Law Schools                           | \$ 1,000.00            |
| 7-116-67053    | Cmt - Nonprofit Corporations                | \$ -                   |
| 7-116-67054    | Cmt - Regulation Securities                 | \$ -                   |
| 7-116-67056    | Cmt - Uniform Commerical Code               | \$ 500.00              |
| 7-116-67052    | Cmt - LLC & Partnership                     | \$ 6,000.00            |
| 7-116-67045    | Cmt - Ad Hoc Committees                     | \$ -                   |
| 7-116-67055    | Cmt - Privately Held Businesses Forum       | \$ 10,000.00           |
| 7-116-65540    | Speaker Expense                             | \$ -                   |
| 7-116-61200    | Travel                                      | \$ -                   |
| 7-116-64005    | Telephone-Administration                    | \$ 2,400.00            |
| 7-116-67125    | Membership Development                      | \$ 5,000.00            |
| 7-116-65060    | Awards                                      | \$3,750.00             |
| 7-116-64015    | Printing and Copying                        | \$ -                   |
| 7-116-65460    | Newsletter/Publication                      | \$ 75,250.00           |
| 7-116-64010    | Postage                                     | \$250.00               |
| 7-116-64055    | Miscellaneous                               | \$ 3,000.00            |
|                | <b>Total Expenses</b>                       | <b>\$ 234,650.00</b>   |
|                | <b>Net Income / (Loss)</b>                  | <b>\$ (112,150.00)</b> |

| YTD 9-5-24  | 2025 Budget  | Variance    |                                                                                                                                                                  |
|-------------|--------------|-------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 6,660.00    | \$ 14,000.00 | \$ -        | Last year's budget said: "Includes anticipated expenses for Section Administrator and Officer Training per the proposed Strategic Plan." Left in budget for this |
| 1302        | 5,000        | 5,000.00    | year                                                                                                                                                             |
| \$ -        | \$ -         | (750.00)    | Corporate Laws Committee will need to hire a lobbyist for new BCA amendments. Amount this year was late fees for lobbying reports                                |
| 3,351.54    | 3,500.00     | -           | This line item is no longer used. Delete in future budgets                                                                                                       |
| 1,799.20    | -            | (39,250.00) | In 23-25, the BBC had \$5,304 in net income. Budget assumes a break-even amount for 24-25. \$1149.20 of YTD amount is for next year's event.                     |
| 75.00       | \$ -         | -           |                                                                                                                                                                  |
| 33,071.63   | 35,000.00    | 3,000.00    | \$35,000 is largely a guess. In YTD column, \$3,116.36 is for Sept. 2024 event (speaker gifts)                                                                   |
| 408.62      | \$ -         | -           |                                                                                                                                                                  |
| 15,000.00   | 25,000.00    | -           | This also includes two former separate line items: (1) Access to Justice and Charities and (2) Diversity & Inclusion.                                            |
| \$ -        | 2,000.00     | -           | Committee expects \$2,000 of expense and \$0 income                                                                                                              |
| \$ -        | 2,000.00     | (2,000.00)  | Committee expects \$4,000 of expense and \$2,000 of income                                                                                                       |
| \$ -        | \$ -         | (5,000.00)  | See "Legislative Consulting" above                                                                                                                               |
| \$ -        | 2,000.00     | -           |                                                                                                                                                                  |
| \$ -        | \$ -         | -           | Committee did not request funds (so far)                                                                                                                         |
| \$ -        | \$ -         | -           | Committee did not request funds (so far)                                                                                                                         |
| \$ -        | \$ -         | (1,000.00)  | Committee did not request funds (so far)Last year's budget said: "\$1,000 amount per strategic plan."                                                            |
| \$ -        | \$ -         | -           | Committee did not request funds (so far)                                                                                                                         |
| 77.25       | \$ -         | -           | Committee did not request funds                                                                                                                                  |
| \$ -        | \$ -         | (500.00)    | Committee did not request funds (so far)                                                                                                                         |
| \$ -        | 6,000.00     | -           |                                                                                                                                                                  |
| \$ -        | \$ -         | -           |                                                                                                                                                                  |
| 4,949.01    | 5,000.00     | (5,000.00)  | Hopefully, this will be a breakeven amount. \$2,000 of YTD amount is deposit for next year's event                                                               |
| \$ -        | \$ -         | -           |                                                                                                                                                                  |
| \$1,200.63  | \$1,000.00   | 1,000.00    | Last year's budget said: "Includes Section Administrator travel plus expected cost to increase non-Detroit or GR attorney participation per Strategic Plan"      |
| 600.00      | \$ -         | (2,400.00)  | \$600 spent in 23-24 but then cancelled WISH Coloboration Contract                                                                                               |
| \$ -        | 5,000.00     | -           | Last year's budget said: "Includes Communications and Development Directorship budget request and estimated data analysis cost per Strategic Plan."              |
| \$3,970.00  | \$4,000.00   | 250.00      |                                                                                                                                                                  |
| \$ -        | \$ -         | -           |                                                                                                                                                                  |
|             |              |             | This mainly is the Michigan Business Law Journal. It used to have a separate account but has been combined into this account. 24-25 is the prior year amount     |
| 66,608.29   | 67,250.00    | (8,000.00)  | minus \$8000 for cheaper paper                                                                                                                                   |
| \$410.34    | \$400.00     | 150.00      |                                                                                                                                                                  |
| 1,978.07    | 3,000.00     | -           |                                                                                                                                                                  |
| 141,461.58  | 180,150.00   | 54,500.00   |                                                                                                                                                                  |
| (17,317.23) | (61,650.00)  | 50,500.00   |                                                                                                                                                                  |

## **APPENDIX F**

Business Law Section of the State Bar of Michigan  
Draft 2026 Budget (October 1, 2025 - September 30, 2026)

| Date     | Fund Balance |
|----------|--------------|
| 7/1/2025 | \$190,885.52 |

| Account Number | Revenue                             | 2024 Budget   | 2025 Budget   | 2026 Budget   | Variance from 2025 | Notes About 2025-2026 Budget                                                                                                      |
|----------------|-------------------------------------|---------------|---------------|---------------|--------------------|-----------------------------------------------------------------------------------------------------------------------------------|
| 7-116-42010    | Business Law Institute Sponsorships | \$ 10,500.00  | \$ 10,500.00  | \$ 10,500.00  | \$ -               | -                                                                                                                                 |
| 7-116-40080    | Business Law Section Dues           | \$ 110,000.00 | \$ 108,000.00 | \$ 154,000.00 | \$ 46,000.00       | - We requested a dues increase for the current year resulting in additional revenue (~\$46,200 but depends on number of members). |
| 7-116-40085    | Business Law Student/Affil Dues     | \$ -          | \$ -          | \$ -          | \$ -               | - Received \$140.                                                                                                                 |
| 7-116-42768    | Business Law Institute              | \$ -          | \$ -          | \$ -          | \$ -               | - BLI revenue is netted against expense to determine the total due to ICLE.                                                       |
| 7-116-42767    | Business Boot Camp                  | \$ -          | \$ -          | \$ -          | \$ -               | - BBC revenue is netted against expense to determine the total due to ICLE.                                                       |
| 7-116-42769    | Cmt - Commerical Litigation         | \$ 2,000.00   | \$ -          | \$ -          | \$ -               | -                                                                                                                                 |
| 7-116-42770    | Cmt - Debtor/Creditor Rights        | \$ -          | \$ -          | \$ -          | \$ -               | -                                                                                                                                 |
| 7-116-42771    | Privately Held Businesses Forum     | \$ -          | \$ -          | \$ -          | \$ -               | - Actual amount in 23-24 was a net expenditure of \$2,948.01                                                                      |
| 7-116-42690    | Miscellaneous Income                | \$ -          | \$ -          | \$ -          | \$ -               | - State Bar report shows revenue, but that report did not net expenses.                                                           |
|                | Total Revenue                       | \$ 122,500.00 | \$ 118,500.00 | \$ 164,500.00 | \$ 46,000.00       |                                                                                                                                   |

| Account Number | Expenses                                    | 2024 Budget     | 2025 Budget    | 2026 Budget    | Variance     |                                                                                                                                                                                                             |
|----------------|---------------------------------------------|-----------------|----------------|----------------|--------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7-116-67010    | Administrative Services                     | \$ 14,000.00    | \$ 14,000.00   | \$ 14,000.00   | \$ -         | 2024's budget said: "Includes anticipated expenses for Section Administrator and Officer Training per the proposed Strategic Plan." Left in budget for this year                                            |
| 7-116-67115    | Legislative Consulting                      | \$ -            | \$ 5,000.00    | \$ 5,000.00    | \$ -         | - and have paid \$5,850 as of the end of July.                                                                                                                                                              |
| 7-116-62315    | Meetings                                    | \$ 3,500.00     | \$ 3,500.00    | \$ 3,500.00    | \$ -         | - Corporate Laws Committee will need to continue hiring a lobbyist for new BCA amendments.                                                                                                                  |
| 7-116-67035    | Business Boot Camp [Net expense]            | \$ 39,250.00    | \$ -           | \$ -           | \$ -         | -                                                                                                                                                                                                           |
| 7-116-65420    | Seminar Expenses                            | \$ -            | \$ -           | \$ -           | \$ -         | - In 23-25, the BBC had \$5,304 in net income. Budget assumes a break-even amount for 25-26.                                                                                                                |
| 7-116-67040    | Business Law Institute [Net expense]        | \$ 32,000.00    | \$ 35,000.00   | \$ 35,000.00   | \$ -         | - \$35,000 is a guess.                                                                                                                                                                                      |
| 7-116-67020    | Annual Meeting                              | \$ -            | \$ -           | \$ -           | \$ -         | -                                                                                                                                                                                                           |
| 7-116-67065    | Community Support, Donations & Sponsorships | \$ 25,000.00    | \$ 25,000.00   | \$ 25,000.00   | \$ -         | - This also includes two former separate line items: (1) Access to Justice and Charities and (2) Diversity & Inclusion.                                                                                     |
| TBD            | Cmt- Business Courts                        | \$ 2,000.00     | \$ 2,000.00    | \$ 2,000.00    | \$ -         | - Committee expects \$2,000 of expense and \$0 income                                                                                                                                                       |
| 7-116-67046    | Cmt - Commercial Litigation                 | \$ 4,000.00     | \$ 2,000.00    | \$ 4,000.00    | \$ 2,000.00  | - Committee expects \$7,500 of expense and \$3,500 of income                                                                                                                                                |
| 7-116-67047    | Cmt - Corporate Laws                        | \$ 5,000.00     | \$ -           | \$ -           | \$ -         | - See "Legislative Consulting" above                                                                                                                                                                        |
| 7-116-67048    | Cmt - Debtor/Creditor Rights                | \$ 2,000.00     | \$ 2,000.00    | \$ 2,500.00    | \$ 500.00    | -                                                                                                                                                                                                           |
| 7-116-67049    | Cmt - Financial Institutions                | \$ -            | \$ -           | \$ -           | \$ -         | - Committee did not request funds                                                                                                                                                                           |
| 7-116-67050    | Cmt - In-House Counsel                      | \$ -            | \$ -           | \$ -           | \$ -         | - Committee did not request funds                                                                                                                                                                           |
| 7-116-67051    | Cmt - Law Schools                           | \$ 1,000.00     | \$ -           | \$ 2,000.00    | \$ 2,000.00  | -                                                                                                                                                                                                           |
| 7-116-67053    | Cmt - Nonprofit Corporations                | \$ -            | \$ -           | \$ 5,000.00    | \$ 5,000.00  | - For potential lobbying expenses                                                                                                                                                                           |
| 7-116-67054    | Cmt - Regulation Securities                 | \$ -            | \$ -           | \$ -           | \$ -         | - Committee did not request funds                                                                                                                                                                           |
| 7-116-67056    | Cmt - Uniform Commerical Code               | \$ 500.00       | \$ -           | \$ -           | \$ -         | - Committee did not request funds                                                                                                                                                                           |
| 7-116-67052    | Cmt - LLC & Partnership                     | \$ 6,000.00     | \$ 6,000.00    | \$ 6,000.00    | \$ -         | -                                                                                                                                                                                                           |
| 7-116-67045    | Cmt - Ad Hoc Committees                     | \$ -            | \$ -           | \$ -           | \$ -         | -                                                                                                                                                                                                           |
| 7-116-67055    | Cmt - Privately Held Businesses Forum       | \$ 10,000.00    | \$ 5,000.00    | \$ 5,000.00    | \$ -         | - Hopefully, this will be a breakeven amount. In 2025, we approved 5K, but committee received 10K. We discussed possibly doing \$7,500 (vs \$5,000 in this budget).                                         |
| 7-116-65540    | Speaker Expense                             | \$ -            | \$ -           | \$ -           | \$ -         | -                                                                                                                                                                                                           |
| 7-116-61200    | Travel                                      | \$ -            | \$ 1,000.00    | \$ 1,000.00    | \$ -         | - 2024 budget said: "Includes Section Administrator travel plus expected cost to increase non-Detroit or GR attorney participation per Strategic Plan"                                                      |
| 7-116-64005    | Telephone-Administration                    | \$ 2,400.00     | \$ -           | \$ -           | \$ -         | - \$600 spent in 23-24 but then cancelled WISH Collaboration Contract                                                                                                                                       |
| 7-116-67125    | Membership Development                      | \$ 5,000.00     | \$ 5,000.00    | \$ 5,000.00    | \$ -         | - 2024 budget said: "Includes Communications and Development Directorship budget request and estimated data analysis cost per Strategic Plan."                                                              |
| 7-116-65060    | Awards                                      | \$ 3,750.00     | \$ 4,000.00    | \$ 4,000.00    | \$ -         | -                                                                                                                                                                                                           |
| 7-116-64015    | Printing and Copying                        | \$ -            | \$ -           | \$ -           | \$ -         | -                                                                                                                                                                                                           |
| 7-116-65460    | Newsletter/Publication                      | \$ 75,250.00    | \$ 67,250.00   | \$ 67,250.00   | \$ -         | - This mainly is the Michigan Business Law Journal. It used to have a separate account but has been combined into this account. 25-26 is the prior year amount (which was minus \$8,000 for cheaper paper). |
| 7-116-64010    | Postage                                     | \$ 250.00       | \$ 400.00      | \$ 400.00      | \$ -         | -                                                                                                                                                                                                           |
| 7-116-64055    | Miscellaneous                               | \$ 3,000.00     | \$ 3,000.00    | \$ 3,000.00    | \$ -         | -                                                                                                                                                                                                           |
|                | Total Expenses                              | \$ 233,900.00   | \$ 180,150.00  | \$ 189,650.00  | \$ 9,500.00  |                                                                                                                                                                                                             |
|                | Net Income / (Loss)                         | \$ (111,400.00) | \$ (61,650.00) | \$ (25,150.00) | \$ 36,500.00 |                                                                                                                                                                                                             |

***BUSINESS COURTS COMMITTEE***  
***REPORT PREPARED FOR THE SEPTEMBER 13, 2025 COUNCIL MEETING***

**1. 2025-2026 Budget Request and Anticipated Use of Funds.**

The Committee requests \$2,000 for the Business Courts Committee with no expected revenue, for a net commitment of \$2,000 from the BLS. The likely use of the funds will be to retain a lobbyist if needed to promote amendments to clarify the jurisdiction of the business courts in shareholder litigation. The Council has already endorsed those amendments. Judge Yates has already located a sponsor (Rep. Lightner).

**2. Use of Budgeted Funds during 2024-2025.**

The Committee did not spend any BLS funds in 2024-2025.

**3. Next Scheduled Meeting of the Committee/Directorship.**

No meeting of the Committee is currently scheduled.

**4. Council Approval.**

No matters other than the requested funds require Council approval.

**5. Membership.**

The membership of the Committee is intentionally small. The members are Judge James M. Alexander (retired Oakland), Judge David J. Allen (Wayne), Judge Victoria A. Valentine (Oakland), Judge Kathryn A. Viviano (Macomb), Judge Michael David Warren, Jr. (Oakland), Judge Christopher P. Yates (Court of Appeals), Bruce Courtade, Jennifer Grieco, Brian Wassom, and yours truly.

**6. Accomplishments Toward Committee/Directorship Objectives.**

The Committee's objectives are to serve as a liaison between the Business Court Judges and the Business Law Section, to serve as a resource for the Business Court Judges, and to assist the Business Court Judges in whatever ways they and the Business Law Section deem appropriate.

**7. Meetings and Programs.**

No meetings or programs have occurred since the last Council report.

**8. Publications.**

The Committee has published no articles. The Michigan Business Law Journal includes a regular column on the Michigan Business Courts.

**9. Methods of Monitoring Legislative/Judicial/Administrative Developments and Recommended Action.**

The Committee monitors proposed changes in the business court statute and Michigan Court Rules that deal with the Michigan Business Courts.

**10. Miscellaneous.**

Douglas L. Toering, Committee Chair  
Mantese Honigman, PC  
1361 E. Big Beaver  
Troy, MI 48083  
(248) 457-9200  
dtoering@manteselaw.com

Date of Report: September 4, 2025

**COMMERCIAL LITIGATION COMMITTEE**  
**REPORT PREPARED FOR THE SEPTEMBER 13, 2025 COUNCIL MEETING**

**1. 2025-2026 Budget Request and Anticipated Use of Funds.**

The Committee expects expenses of \$7,500 expenses and revenue of \$3,500, for a net commitment of \$4,000 from the BLS. This is in connection with anticipated programs.

**2. Use of Budgeted Funds during 2024-2025.**

The Committee spent all of the BLS allocated funds in 2024-2025. These were used in connection with the April 10, 2025 succession planning program described below.

**3. Next Scheduled Meeting of the Committee/Directorship.**

No meeting of the Committee is currently scheduled.

**4. Council Approval.**

No matters except the budget require Council approval.

**5. Membership.**

The Committee comprises approximately 100 commercial litigators.

**6. Accomplishments Toward Committee/Directorship Objectives.**

The LLC & Partnerships Committee, the Corporate Laws Committee, and the Commercial Litigation Committee sponsored a program on succession planning, shareholder/LLC member litigation, estate planning, drafting, valuation, and tax on Thursday, April 10, from 4:00 – 7:45 PM at the San Marino Club in Troy. A total of 167 people registered, and we received many positive comments.

Thank you to the judges and lawyers below, and thank you to all those who attended.

**Judges**

Judge Annette J. Berry (Wayne)  
Judge Chris Christenson (Genesee)  
Judge Edward Ewell, Jr. (Wayne)  
Judge Brian S. Pickell (Genesee)  
Judge Brian R. Sullivan (Wayne)  
Judge Victoria A. Valentine (Oakland)

Judge Kathryn A. Viviano (Macomb)  
Judge Michael Warren (Oakland)

**Estate Planning:** Julius H. Giarmarco

**Litigation and Strategic Considerations:** Gerard V. Mantese

**Drafting Issues:** James J. Vlasic

**Mediators:** Jennifer M. Grieco, William Horton, Thomas G. McNeill, Paul Monicatti, I.W. Winsten

**Valuation and Tax Basics:** Thomas A. Frazee, CPA, ABV

**Moderators:** Gerard V. Mantese; Douglas L. Toering

We anticipate presenting a similar program in western Michigan, probably in the second quarter of 2026.

**7. Meetings and Programs.**

See no. 6 above.

**8. Publications.**

The Committee has published no articles. The Commercial Litigation Committee was responsible for providing articles for the 2025 Spring issue of the Michigan Business Law Journal.

**9. Methods of Monitoring Legislative/Judicial/Administrative Developments and Recommended Action.**

The Commercial Litigation Committee typically receives notices of proposed legislation or changes to the Michigan Court Rules. When the Committee is informed of potential changes to the Michigan Court Rules or proposed legislation that may impact the practice of Committee members, the Committee engages in an e-mail or in-person discussion of such proposed changes or legislation.

**10. Miscellaneous.**

As previously reported, the Business Law Section filed an amicus brief in *Kircher v Boyne* (Mich S Ct case no 166459). Oral arguments were held on December 4, 2024. On March 27, 2025, the Michigan Supreme Court issued a unanimous opinion that largely adopted the positions the Business Law Section advocated.

Members of the Ad Hoc Committee include:

Jennifer Consiglio  
Marguerite Donahue  
William H. Horton (and those who assisted him at Giarmarco  
Mullins & Horton, PC)  
Michael Khoury  
Justin G. Klimko  
John Schuring  
Ian Williamson  
Douglas L. Toering

Douglas L. Toering, Committee Chair  
Mantese Honigman, PC  
1361 E. Big Beaver  
Troy, MI 48083  
(248) 457-9200  
dtoering@manteselaw.com

Date of Report: September 4, 2025

**CORPORATE LAWS COMMITTEE**  
**REPORT PREPARED FOR THE SEPTEMBER 13, 2025 COUNCIL MEETING**

**1. 2025-2026 Budget Request and Anticipated Use of Funds.**

The Committee requests \$5,000 for the purpose of continuing its engagement with our lobbying firm, Michigan Legislative Consultants, in seeking legislative approval of amendments to the Michigan Business Corporation Act.

**2. Use of Budgeted Funds during 2024-2025.**

Budgeted funds for 2024-25 were used to engage Michigan Legislative Consultants in seeking legislative approval of amendments to the Michigan Business Corporation Act. MLC assisted with getting sponsors for proposed amendments dealing with benefit corporations, with discussions with legislators and with hearings in the Michigan House and Senate. Unfortunately, the bills were not passed before the legislative session ended.

**3. Next Scheduled Meeting of the Committee.**

The Committee most recently met in December 2023 and decided that it was far enough along in the process of evaluating its proposed Business Corporation Act amendments that further consideration could be handled by e-mail. Since then, we have been communicating by e-mail. In February, 2025 we sent Committee members a final draft of our amendment package and subsequently sent it to our lobbyists for submission for legislative consideration, as described below. We have now received a Legislative Service Bureau markup of our more comprehensive BCA amendment bill and have passed comments back to the legislative sponsor and LSB.

**4. Council Approval.**

The Committee does not seek Council approval of any matters at this meeting.

**5. Membership.**

The Committee remains open to participation by any interested parties. The Committee has approximately 75 members on its active roster, though many fewer who actively participate.

**6. Accomplishments Toward Committee Objectives.**

The activity of the Committee is directly related to the Strategic Plan mission of promoting improved legislation and regulation for business and the goal of reviewing Michigan laws affecting business formation, capital raising, corporate governance and related legal matters. The Committee attempts to keep Michigan corporate law current with national trends and competitive with the business law environments of other jurisdictions.

The Committee continues to monitor legislation that could affect Michigan corporation law. We assembled material for the next round of amendments to the Michigan Business Corporation Act. In 2024 we determined to bifurcate our approach and seek approval of provisions relating to benefit corporations in a separate bill. Two bills to implement the benefit corporation provisions were introduced in the Michigan House, and Mike Molitor and Justin Klimko testified in favor of those bills at a hearing of the House Judiciary Committee. Similar bills were introduced in the Michigan Senate, and Justin Klimko testified in favor of them at a hearing of the Senate Committee on Finance, Insurance and Consumer Protection. The House bills were reported out of committee, and the Senate bills were passed in the lame duck session. However final legislation was never adopted in the House, and so the bills died at the end of the legislative session.

We've recombined the benefit corporation provisions with the rest of our proposed amendments, with the goal of having them introduced as part of a single bill package. We worked with MLC to seek sponsors and at least one has been identified. We have received a Legislative Service Bureau markup of our more comprehensive BCA amendment bill and have passed comments back to the legislative sponsor and LSB.

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 and Soaring Pine v Park. Most recently, committee members participated in the Section's amicus brief filed in October, 2024 in the Michigan Supreme Court case of Kircher v Boyne USA. On March 27, 2025, the Supreme Court issued its decision in that case, which fully adopted the Section's position. The Court unanimously reaffirmed the principle that there is no independent duty of good faith and fair dealing under Michigan law, and that a provision stating that the parties could mutually agree to different terms did not create the type of unilateral discretion that could trigger the duty.

#### **7. Meetings and Programs.**

No programs are currently scheduled, but committee members have been involved with presentations at the Business Law Institute and Business Boot Camp.

#### **8. Publications.**

The Committee was responsible for the Fall 2023 edition of the Business Law Journal, which was published with articles from several contributors. It will be responsible for the Fall 2026 edition as well.

#### **9. Methods of Monitoring Legislative/Judicial/Administrative Developments and Recommended Action.**

The Committee monitors bills that would affect corporation statutes that are introduced without its input and considers these together with the Corporations Division of the Bureau of Commercial Services of the Department of Licensing and Regulatory Affairs. The Committee interacts with the Division and the Bureau frequently on matters of legislative interpretation and administrative practice. The Committee also consults with the Division regarding efforts to further streamline corporate filings and information dissemination.

The Committee reviews judicial decisions affecting matters of Michigan corporate law. From time to time the Committee proposes statutory amendments that are intended to address the effects of specific case law. Additionally, as noted above, the Committee has prepared and filed amicus curiae briefs at the invitation of the Michigan Court of Appeals and the Michigan Supreme Court.

The Committee monitors developments and changes in the corporate laws of other states such as Delaware and developments and changes in the Model Business Corporation Act.

#### **10. Miscellaneous.**

The Committee will continue to accept ideas for technical and other amendments to the Business Corporation Act. Suggestions in this regard may be addressed to either committee co-chair.

Any questions regarding this report may be directed to Justin Klimko or Mike Molitor.

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September 3, 2025

**DEBTOR/CREDITOR RIGHTS COMMITTEE QUARTERLY REPORT**  
**REPORT PREPARED FOR THE SEPTEMBER 13, 2025 COUNCIL MEETING**

**1. 2025-2026 Budget Request and Anticipated Use of Funds.**

The Debtor/Creditor Rights Committee requests a budget of \$2,500 for 2025-26, which is the same amount requested for 2024-25.

**2. Use of Budgeted Funds during 2024-2025.**

The Debtor/Creditor Rights Committee used \$850 out of its budgeted funds of \$2,500 during 2024-2025 for in person meetings of membership.

**3. Next Scheduled Meeting of the Committee/Directorship.**

The Committee held a meeting on August 26, 2025 and has not yet scheduled its next meeting.

**4. Council Approval.**

[Describe any matters that require Council approval.]

No matters require Council approval at this time, other than the Budget.

**5. Membership.**

[Discuss some or all of the following: communication with committee/directorship members; reach-out to new members; what efforts committee has made to increase diversity in membership.]

Committee leadership is currently as follows:

Marc N. Swanson, Co-Chair  
Judith Greenstone Miller, Co-Chair  
Elliot G. Crowder, Co-Vice Chair  
Jason W. Bank, Co-Vice Chair  
Judy B. Calton, Emeritus Co-Chair  
Hon. Paul R. Hage, Emeritus Co-Chair

As discussed below, the Committee held a meeting of its members and educational session involving two bankruptcy judges on August 26. In anticipation of this event, the Committee reached out to various, prospective new members promoting the event.

**6. Accomplishments Toward Committee/Directorship Objectives.**

[Describe committee/directorship accomplishments since its last report and future efforts toward meeting objectives.]

See responses to questions 5 and 7.

**7. Meetings and Programs.**

[Describe committee/directorship meetings/programs and provide information on future meetings or programs.]

On August 26, 2025, the Committee presented a panel entitled *Circuit Splits: Most Likely You'll Go Your Way (and I'll Go Mine)* with panelists, Hon. Paul R. Hage, Hon. John T. Gregg and Charles D. Bullock at the law offices of Miller Canfield in Detroit. The panel discussed various areas of bankruptcy law where there is a split among the various federal circuits. The Committee also conducted a general meeting at this event and had a social mixer after the event and meeting. The excellent materials prepared by the judges were posted to the section webpage.

**8. Publications.**

[Describe publications or written communications that have gone out to committee/directorship members or other persons or entities. Identify articles to be submitted for publication in *Business Law Journal*.]

The Committee is in the early stages of planning the Spring 2027 edition of the Business Law Journal, for which the Debtor/Creditor Rights Committee is responsible.

**9. Methods of Monitoring Legislative/Judicial/Administrative Developments and Recommended Action**

[Describe monitoring activity performed and developments relative to the committee/directorship subject area.]

The Committee leadership actively monitors pending federal bankruptcy legislative and rulemaking activity and state law initiatives relative to an insolvency practice. The leadership also encourages our members to call new law and rules to our attention to circulate to members.

**10. Miscellaneous.**

Nothing else to report.

Respectfully submitted;

Marc N. Swanson, Co-Chair  
Judith Greenstone Miller, Co-Chair  
Jason W. Bank, Co-Vice Chair  
Elliot G. Crowder, Co-Vice Chair  
Judy B. Calton, Emeritus Co-Chair  
Hon. Paul R. Hage, Emeritus Co-Chair

**LAW SCHOOLS COMMITTEE**  
**REPORT PREPARED FOR THE SEPTEMBER 13, 2025 COUNCIL MEETING**

**1. 2025-2026 Budget Request and Anticipated Use of Funds.**

We request \$2,000.00 for fiscal year 2025-2026 to assist in sponsoring programs at law schools and to help defray expenses for a social if one is held. We anticipate no revenue.

**2. Use of Budgeted Funds during 2024-2025.**

The budgeted funds were used for an MSU School of Law Networking Event and Dinner held on March 20, 2025.

**3. Next Scheduled Meeting of the Committee/Directorship.**

No specific meetings are scheduled. The Committee communicates with members via e-mail to student leaders in the business law societies, their faculty advisors, and attorney liaisons. We expect that programs on practicing business law or the like may be presented at various law schools during the 2025-2026 School Year. That said, the attorney liaisons on the Committee have decided that the law students should drive the events. In other words, the Committee has apprised the students that we have excellent business attorneys available to present on various business-related issues. It then is up to the law students to contact the attorney liaisons or the Committee Chair for their respective schools to arrange the events.

**4. Council Approval.**

No matters require Council approval.

**5. Membership.**

The Committee comprises student representatives from the business law societies at most of the law schools in Michigan, their faculty advisers, and members of the Business Law Section (including the Chair and attorney-liaisons who have been appointed to each of the law schools). We need to find more liaisons.

**6. Accomplishments Toward Committee/Directorship Objectives.**

The Committee is achieving its goals. We are increasing awareness of the Section among law students and promoting the benefits of Section membership, both now and following graduation. At many events, we have enjoyed good participation by minorities and women.

**7. Meetings and Programs.**

The Committee hopes to resume various panel discussions, presentations, and similar activities with Wayne State Law School, University of Detroit Mercy Law School, and Michigan State University College of Law, and looks to expand these activities with other law schools in the State on an annual basis.

**8. Publications.**

We have published no articles.

**9. Methods of Monitoring Legislative/Judicial/Administrative Developments and Recommended Action**

We do not regularly monitor court decisions or activities in the Michigan legislature or the U.S. Congress.

**10. Miscellaneous.**

Report Submitted By:

Mark E. Kellogg, Committee Chair  
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Date of Report: September 13, 2025

**LLC & PARTNERSHIPS COMMITTEE**  
**REPORT PREPARED FOR THE SEPTEMBER 13, 2025 COUNCIL MEETING**

**1. 2025-2026 Budget Request and Anticipated Use of Funds.**

\$6,000. We anticipate using these funds for the matters described in No. 7.

**2. Use of Budgeted Funds during 2024-2025.**

\$6,000 was approved for our Committee during this period. These funds were used to co-sponsor a program held in Troy on shareholder litigation, business succession planning, and the largest transfer of wealth in history.

**3. Next Scheduled Meeting of the Committee/Directorship.**

No formal meetings scheduled at this time, however, various committee members do connect from time to time to discuss the matters described in No. 7.

**4. Council Approval.**

The Committee does not request Council approval of any matters at this meeting.

**5. Membership.**

The Committee remains open to any Business Law Section members who wish to participate. The Committee has several members on its roster. The Committee has reached out to members on its roster to update the same with Business Law Section members who remain interested in actively participating in the Committee.

**6. Accomplishments Toward Committee/Directorship Objectives.**

Among other matters, the Committee seeks to promote improved legislation and regulation for non-corporate business entities. The Committee generally seeks to keep Michigan entity law competitive with the business law of other states, as well as seeking out opportunities to educate and inform Michigan lawyers, judges, regulators and businesspeople about various entity law matters. See also No. 5.

**7. Meetings and Programs.**

The Committee is evaluating proposed amendments to be recommended to the legislature for the Michigan Limited Liability Company Act. Professor Eric Zacks from Wayne State University Law School has agreed to be the reporter to assist with the process. The Committee has sought feedback and invites further feedback from members of the Committee and other members of the Business Law Section.

Additionally, the Committee is evaluating sponsoring another program on shareholder litigation, business succession planning, and the largest transfer of wealth in history. This program would be held in Grand Rapids.

**8. Publications.**

The Committee procured and edited articles in the Summer 2025 issue of the Michigan Business Law Journal.

**9. Methods of Monitoring Legislative/Judicial/Administrative Developments and Recommended Action**

Committee members will review and discuss various developments in connection with updates prepared by the Business Law Section and the materials made available by the State of Michigan. See also No. 5.

**10. Miscellaneous.**

N/A

Respectfully submitted,

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**NONPROFIT CORPORATIONS COMMITTEE  
CO-CHAIRS: CELESTE ARDUINO AND JENNIFER OERTEL**

***REPORT PREPARED FOR THE SEPTEMBER 13, 2025 COUNCIL MEETING***

**1. 2025-2026 Budget Request and Anticipated Use of Funds.**

The Committee requests a budget of \$5,000 for potential lobbying expenses. The Probate Law Section's Charitable Organizations Committee plans to undertake some efforts to amend the Michigan Nonprofit Corporations Act and other Michigan laws relating to nonprofits and tax-exempt organizations. Although that committee is expected to incur most or all of the lobbying expenses, we may be asked to contribute.

**2. Use of Budgeted Funds during 2024-2025.**

The Committee did not incur any expenses during 2024-2025. We had requested a budget for lobbying expenses, but the Probate Law Section's efforts to amend the nonprofit laws were delayed.

**3. Next Scheduled Meeting of the Committee/Directorship.**

Next scheduled meeting of the Committee/Directorship:  
The Committee plans to hold its next meeting in Q4 of 2025.

**4. Council Approval.**

N/A

**5. Membership.**

The Committee consistently seeks out new members, and has been successful in recruiting members from various backgrounds (government, private practice, foundations, and educational institutions).

Committee Co-Chairs provide updates to members periodically on new newsworthy developments in the law related to nonprofit corporations and exempt organizations between meetings.

**6. Accomplishments Toward Committee/Directorship Objectives.**

In addition to updating members on significant developments in the law, Committee Co-Chairs respond to practice questions from members and judges.

**7. Meetings and Programs.**

The Committee meetings generally begin with the Co-Chairs providing an overview of noteworthy legal developments relating to nonprofit corporations and tax-exempt organizations. The meetings then transition to more of an open forum where members are welcome to bring forward any questions/issues that they would like to raise with the group.

**8. Publications.**

N/A

**9. Methods of Monitoring Legislative/Judicial/Administrative Developments and Recommended Action**

The Co-Chairs monitor publications that provide news of such developments and alert Committee members of significant developments, either at a meeting or via email between meetings.

**10. Miscellaneous.**

N/A

**PRIVATELY HELD BUSINESSES FORUM**  
*a Committee of the State Bar of Michigan Business Law Section*

**REPORT PREPARED FOR THE SEPTEMBER 13, 2025 COUNCIL MEETING**

**1. 2025-2026 Budget Request and Anticipated Use of Funds.**

The PHBF has previously requested, and informally been approved, for up to a \$10,000 contribution from the BLS toward the production of the 8<sup>th</sup> Annual Business Law Symposium. This contribution is consistent with the contribution made toward the 7<sup>th</sup> Annual Symposium, in February 2025, and past contributions.

The budgeted use of said funds is anticipated to be consistent with the budget of the 7<sup>th</sup> Annual Symposium, which attached for convenience hereto. As shown therein, the PHBF sold \$6,055 in tickets, received a generous gift from the Miller Law firm of \$3,000, which, along with the \$10,000 contribution from the BLS covered the costs of the program, which we expect to be similar to last year, because we are holding it at the same location: The Little Gem Theatre in Detroit, which integrates all the necessary amenities, including food and beverage service, audio-visual production, and staging. We are in the process of finalizing the terms of the contract, and the costs are very similar, except that we are adding valet parking this year, as the parking structure can be difficult.

A deposit is presently due and the PHBF is working with BLS and SBM to have the contract for the location approved and said deposit made.

**2. Use of Budgeted Funds during 2024-2025.**

All Budgeted Funds will be allocated toward the 8<sup>th</sup> Annual Business Law Symposium referenced above, and it is expected that they will all be used.

**3. Next Scheduled Meeting of the Forum.**

The next scheduled meeting of the PHBF will be in Q1 2026 – exact time, date and place TBD.

The 2024 Annual Meeting of the Forum was held on Thursday, August 7, 2025 at the offices of Rossman, P.C. where a Quorum was convened and various matters voted upon, including approvals associated with Symposium logistics and the establishment of a Quarterly Publication called the PHBF Quarterly, which will first publish in January 2026.

**4. Council Approvals and Communications.**

***Symposium Funding.*** The Forum is presently scheduling and organizing the logistics of the 8<sup>th</sup> Annual Business Law Symposium, and, within the next 2 months, will be entering into contracts for location, catering, and audio-visual in advance of the

February 12, 2026 event date. Accordingly, the Forum formally requests an appropriate budget so that when initial expenses and deposits need to be paid, the funds are immediately available. As stated, last year, the BLS committed \$10,000. The Forum requests the same commitment to funding this year. The initial commitment really helps in putting the early location logistics in place.

**5. Membership.**

As of the date of this submission, the membership of the Forum is at 59 members, as reflected on the rolls of the Forum.

**6. Accomplishments Toward Forum Objectives.**

The PHBF's principal objectives and efforts to achieve them consist of the following:

*Production of various programs throughout the year concerning different facets of law and its application in the context of privately held businesses.*

- a. On February 13, 2025, the PHBF put on its 7<sup>th</sup> Symposium concerning business law. The program drew over 100 attendees and participants.
- b. The 8<sup>th</sup> Annual Symposium, working title: "The Business Lawsuit", will be held on Thursday, February 12, 2026.

**7. Methods of Monitoring Legislative/Judicial/Administrative Developments and Recommended Action**

The PHBF does not monitor or report on developments in the law.

**8. Miscellaneous.**

The PHBF has convened a Committee consisting of Mike Hamblin and Mark Rossman to create and publish a quarterly pamphlet for the PHBF on various matters concerning and touching upon the business of privately held businesses.

**{Signatures on Following Page}**

Respectfully submitted,

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Co-Chair PHBF

**Report Date: August 31, 2025**



## PRIVATELY HELD BUSINESS FORUM

STATE BAR OF MICHIGAN BUSINESS LAW SECTION COMMITTEE

Re: *7<sup>th</sup> Annual State Bar of Michigan Business Law Section Symposium*  
*Final Program Accounting*

Date: March 4, 2025

### PROGRAM EXPENSES:

| <u>VENDOR:</u>                        | <u>COST:</u>              |
|---------------------------------------|---------------------------|
| Gem Theatre                           | \$15,207.50               |
| Graphic Design – Sarah Bommer         | \$563.50                  |
| Printing – Maple Press                | \$280.90                  |
| Advertising – Michigan Lawyers Weekly | \$2,500.00                |
|                                       |                           |
|                                       | <b>TOTAL: \$18,551.90</b> |

### PROGRAM REVENUE:

| <u>SOURCE:</u>            | <u>CONTRIBUTION:</u>      |
|---------------------------|---------------------------|
| <b>Sponsors:</b>          |                           |
| Miller Law                | \$3,000                   |
|                           |                           |
| <b>Ticket Sales:</b>      | \$6,055                   |
| <b>SBM – BLS Section:</b> | \$10,000                  |
|                           |                           |
|                           | <b>TOTAL: \$19,055.00</b> |

Profit Generated: \$503.10 (to be deducted from BLS contribution of \$10,000)

## **BUSINESS LAW SECTION**

### **LEGISLATIVE REVIEW DIRECTORSHIP REPORT**

**Prepared for the September 13, 2025 Council Meeting**

(Report as of September 2, 2025)

#### **I. PUBLIC ACTS**

A. Public Acts 31 and 32 of 2022. Public Acts 31 and 32 amend the Michigan Limited Liability Company Act and the Michigan Business Corporation Act, respectively, to do the following:

- Allow one or more individuals licensed to engage in the practice of chiropractic medicine to organize a professional limited liability company (PLLC) or a professional corporation (PC), as applicable, with one or more other individuals licensed in the practice of chiropractic medicine, the practice of medicine, the practice of osteopathic medicine and surgery, or the practice of podiatric medicine and surgery.
- Allow one or more individuals licensed to engage in the practice of chiropractic medicine to organize a PLLC or a PC with one or more licensed physician assistants.
- Prohibit one or more physician assistants from forming a PLLC or a PC with a chiropractic physician unless a physician licensed to engage in the practice of medicine or osteopathic medicine and surgery is also a member.

(HB 5295 and HB 5296; Effective: 3/15/2022).

B. Public Act 131 of 2022. Public Act 131 amends the Act that governs local hospital authorities, to do the following:

- Delete a provision requiring the articles of incorporation of a nonprofit corporation, and the contractual arrangements between a hospital authority and the nonprofit corporation, to prohibit a nonprofit corporation from selling, leasing, or otherwise transferring a hospital without voter approval.
- Allow a nonprofit corporation to sell, lease, or otherwise transfer a hospital on terms and conditions the nonprofit corporation considered reasonable if the sale, lease, or other transfer is approved by the hospital authority.
- Delete a provision requiring the articles of incorporation of a nonprofit corporation, and the contractual arrangements between a hospital authority and the nonprofit corporation, to require a nonprofit corporation to adopt and carry out policies designed to ensure that hospital care is provided to a reasonable degree to indigent people in its hospital service area free of charge and that patients not be denied appropriate care on the basis of source of payment.

- Allow a hospital board, by a majority vote of the board, to provide for the dissolution of a hospital authority if the authority has completed the purposes for which it was organized.

(HB 5876; Effective: 6/29/2022).

- C. Public Act 137 of 2022. Public Act 137 amends the Michigan Limited Liability Company Act to modify the definition of "person" to include a nonprofit corporation, and in effect, allows nonprofit corporations to organize an LLC. (SB 926; Effective: 7/20/2022).
- D. Public Act 132 of 2023. Public Act 132 amends the Uniform Securities Act to extend the sunset of several applications, renewals, and filing fees paid by individuals for professional registrations regulated under the Act. (HB 4994; Effective: 9/29/2023).
- E. Public Acts 133, 134 and 135 of 2023. Public Acts 133, 134 and 135 amend the Michigan Business Corporation Act, the Nonprofit Corporation Act, and the Limited Liability Company Act, respectively, to extend the sunset date on certain filing fees, including the fees for filing an annual report under the Business Corporation Act and the Nonprofit Corporation Act, and the fee for filing an annual statement of resident agent under the Limited Liability Company Act. (HB 4995, HB 4996 and HB 4997; Effective: 9/29/2023).
- F. Public Acts 118 and 119 of 2024. Public Act 118 amends the Income Tax Act to define certain terms for research and development (R&D) tax credits and is part of a broader effort to encourage R&D activities by providing clearer tax credit guidelines for corporations engaged in such activities. Public Act 119 requires the Michigan Department of Treasury to submit a report on the R&D tax credit program in collaboration with the Michigan Strategic Fund. (HB 4368 and HB 5102; Effective 10/20/2024).
- G. Public Acts 174, 175, 176, and 177 of 2024. Public Act 174 amends 1183 PA 129, which regulates the organization of telephone and messenger companies, to add a new section to allow a telephone corporation formed under the act to convert into a domestic LLC if the corporation satisfies the requirements applicable to a "business organization" as defined under the Michigan Limited Liability Company Act. Public Act 175 amends the Michigan Limited Liability Company Act to include telephone corporations formed under 1883 PA 129 in the definition of "business organization." Public Act 176 amends the Business Corporation Act to provide that the act does not prevent a telephone corporation from converting into a domestic LLC. Finally, Public Act 177 amends the Income Tax Act to provide that a telephone corporation that is converted into a domestic LLC is treated as a corporation for state income tax purposes, unless the entity is a disregarded entity, and the owner is treated as a corporation for state and federal tax purposes. (SB 0982, SB 0983, SB 0984, and SB 1050; Effective 4/01/2025).
- H. Public Acts 188, 189, and 190 of 2024. Public Act 188 amends the Michigan Strategic Fund Act to require the Michigan Strategic Fund (MSF) to create the Michigan Innovation Fund Program to provide support in Michigan for investments in qualified evergreen venture funds, qualified emerging evergreen funds, qualified venture capital funds, and qualified start-up support services, and to provide that money deposited in the 21<sup>st</sup> Century Jobs Trust Fund has to be spent by the MSF to support the program, among

other provisions. Public Act 189 amends the Michigan Early Stage Venture Investment Act to extend the Michigan Early Stage Venture Investment program and requires that \$60 million from the program's investment funds be deposited into the 21<sup>st</sup> Century Jobs Trust Fund. Public Act 190 amends the Michigan Trust Fund Act to create the Michigan Innovation Fund program, which is administered by the MSF, to provide grants to certain venture capital funds and nonprofits. (HB 5651, HB 5652, and HB5653; Effective 4/01/25).

- I. Public Act 198 of 2024. Public Act 198 amends the Michigan Energy Assistance Act, the enabling act for the Michigan Public Service Commission, to require the Department of Health and Human Services to notify Michigan Energy Assistance Program participants of their eligibility for other services under the program, including energy waste reduction products and services offered by an energy provider or a home weatherization assistance program. (SB 353 and HB 6075; Effective 4/02/25).
- J. Public Acts 201 and 202 of 2024. Public Act 201 repealed the Michigan Economic and Social Opportunity Act. Public Act 202 establishes the Bureau of Community Action and Economic Opportunity Act to (1) establish the Bureau of Community Action and Economic Opportunity within the Department of Health and Human Services to serve as an advocate for social and economic opportunities for low-income individuals and (2) establish the Commission on Community Action and Economic Opportunity. (HB 5060 and HB 5523; Effective 4/01/2025).
- K. Public Act 216 of 2024. Public Act 216 amends the Income Tax Act to change provisions relating to the flow-through entity tax, including the conditions under which penalties and interest are not assessed and the date on which a taxpayer must elect to pay the tax. (HB 5022; Effective 4/01/2025).
- L. Public Act 1 of 2025. Public Act 1 amends the Improved Workforce Opportunity Act to make changes regarding the minimum wage in Michigan and changes the department responsible for enforcement under the act from the Department of Licensing and Regulatory Affairs to the Department of Labor and Economic Opportunity. (SB 0008; Effective 2/21/2025).
- M. Public Act 2 of 2025. Public Act 2 amends the Earned Sick Time Act (ESTA) to modify the terms under which employers are required to provide paid sick time to employees. All Michigan employers are now required to provide employees with paid sick time. Specifically, the ESTA requires that employers provide Michigan-based hourly employees with 1 hour of paid sick time for every 30 hours worked up to 72 paid hours per year (or for employers with fewer than 10 employees, up to 40 hours of sick time per year would be paid and up to 32 hours would be unpaid). The ESTA provides that salaried employees are generally assumed to work 40 hours per week for the purpose of determining paid sick time. (HB 4002; Effective 2/21/2025).
- N. Public Act 9 of 2025. Public Act 9 amends the Michigan Liquor Control Code to permit arrangements where two or more distillers and two or more mixed spirit manufacturers take turns using the same space and equipment to manufacture spirits and mixed drinks. Public Act 9 also authorizes private label manufacturing arrangements between suppliers

and retailers, subject to certain regulatory requirements. (HB 4403; Effective 4/1/2026).

## **II. NEW BILLS AND STATUS OF PENDING BILLS**

- A. Senate Bill 92 of 2025. The Bill would amend 1951 PA 51 to establish a program to reimburse businesses for revenue losses due to prolonged road construction, with grants up to \$15,000, funded by a newly created state treasury fund. The Bill was introduced by Senator Sarah Anthony and referred to the Committee on Appropriations on 2/19/2025.
- B. Senate Bill 134 of 2025. The Bill would amend the Michigan Consumer Protection Act to treat the unfair or deceptive provision of goods and services to nonprofit corporations, small businesses, and for the purpose of enhancing an individual's livelihood as a violation of the Act. The Bill prescribes specific fines for violations of the Act that targeted individuals 80 years old or older and vulnerable adults. Additionally, the Bill would allow the Attorney General or prosecuting attorney to serve a written demand to a person suspected of having information related to a violation of the Act before bringing an action in court. Finally, the Bill would create the Consumer Protection and Antitrust Revolving Enforcement and Education Fund and require the costs and proceeds from proceedings under the Act to be deposited into the Fund. The Bill was passed by the Senate and referred to the House Committee on Judiciary on 6/10/2025.
- C. Senate Bill 209 of 2025. The Bill would amend the Michigan Income Tax Act to allow taxpayers to deduct certain broadband expansion grants from their taxable income. The Bill was introduced by Senator Edward McBroom and referred to the Committee on Regulatory Affairs on 4/16/2025.
- D. Senate Bill 359 of 2025. The Bill would enact the "Personal Privacy Data Act" to establish consumers' rights related to the collection and use of personal data in the course of business. The Bill establishes requirements for collectors and processors of personal data, such as the requirement to obtain consent from a consumer before processing the consumer's personal data and the requirement to provide a privacy notice concerning the purpose of such data processing. The Bill would allow the Attorney General and consumers to initiate civil actions for violations of the Act. The Bill was introduced by Senator Rosemary Bayer and referred to the Committee on Finance, Insurance, and Consumer Protection on 6/05/2025.
- E. House Bill 4170 of 2025. The Bill would amend the Income Tax Act to reduce the individual income tax rate from 4.25% to 4.05%. The Bill would impact pass through business entities whose income flows through to owners' personal tax returns. The Bill was introduced by Representative Kathy Schmaltz on 3/05/2025. The Bill was passed by the House and referred to the Senate Committee on Finance, Insurance, and Consumer Protection on 3/20/2025.
- F. House Bill 4186 of 2025. The Bill would amend the Michigan Business Tax Act to increase the income tax rate from 4.95% to 30%. Additionally, the Bill would allow taxpayers to forgo any certificated credits to which they are entitled and switch to the Corporate Income Tax. The Bill was introduced by Representative Steve Carra on 3/06/2025. The Bill was passed by the House and referred to the Senate Committee on

Appropriations on 4/15/2025.

- G. House Bill 4287 of 2025. The Bill would amend the Income Tax Act to allow taxpayers that file under the individual income tax, the corporate income tax, or the flow-through entity tax to deduct, beginning for the 2023 tax year, any grant money received from an eligible grant to the extent such money is included in federal taxable income. “Eligible grant” is defined under the Bill as a grant issued by Michigan, a political subdivision of Michigan, the federal government, or any other state for the purposes of providing, improving, or expanding broadband expansion in Michigan under certain programs outlined in the Bill. The Bill was introduced by Representative Karl Bohnak on 3/25/2025. The Bill was passed by the House and referred to the Senate Committee on Finance, Insurance, and Consumer Protection on 5/29/2025.
- H. House Bill 4324 of 2025. The Bill would amend the Income Tax Act to enhance transparency regarding worker classification by mandating the Michigan Department of Treasury to include clear information in the annual income tax instruction booklet about the criteria distinguishing employees from independent contractors. Additionally, the Bill requires the Michigan Department of Treasury to send notices to individuals who receive Form 1099-MISC explaining these classification guidelines. The notices will also provide contact details for the Michigan Department of Labor and Economic Opportunity’s Wage and Hour Division and the Attorney General’s office, enabling individuals to report misclassifications and payroll fraud. The Bill was introduced by Representative Brenda Carter and referred to the Committee on Economic Competitiveness on 4/16/2025.
- I. House Bill 4387 of 2025. The Bill would amend the Income Tax Act to allow qualified taxpayers to claim an individual income tax credit for qualified expenses incurred during the 2025 tax year to clean up, restore, or rebuild the taxpayer’s property or business located in an emergency area of a qualified declaration. The credit would be equal to the taxpayer’s qualified expenses, up to a maximum of \$5,000, and would be refundable if it exceeded the taxpayer’s liability. The Bill was introduced by Representative John Roth and referred to the Committee on Finance on 4/24/2025.
- J. House Bill 4511 of 2025. The Bill would prohibit state and local governments from banning digital asset ownership or use, and ensure digital assets are taxed no differently than traditional currency. The Bill was introduced by Representative Bryan Posthumus and referred to the Committee on Communications and Technology on 5/21/2025.
- K. House Bill 4512 and 4513 of 2025. House Bill 4512 would amend the Natural Resources and Environmental Protection Act to establish a framework for a new program that allows for the use of abandoned oil and gas wells for bitcoin mining. House Bill 4513 would amend the Income Tax Act to provide income tax deductions for participants of the bitcoin program. The Bills were introduced by Representative Mike McFall and referred to the Committee on Communications and Technology on 5/21/2025.
- L. House Bill 4603 of 2025. The Bill would amend the Income Tax Act to include a corporate income tax surcharge based on the ratio of executive pay to median employee compensation. Companies required to report this pay ratio to the Securities and

Exchange Commission would face surcharges ranging from 5% to 50% depending on the size of the disparity. The surcharge would apply to tax years beginning on or after October 1, 2025. The Bill was introduced by Representative Dylan Wegela and referred to the Committee on Economic Competitiveness on 6/10/2025.

- M. House Bill 4663 of 2025. The Bill would amend the Michigan Liquor Control Code to allow liquor licensees to donate a portion of the profits generated from their license to an organization that is exempt from taxation as a nonprofit under section 501(c)(3) of the Internal Revenue Code, as long as the licensee's profits are recorded on its financial records before the donation. The Bill was introduced by Representative Curtis VanderWall and referred to the Committee on Regulatory Reform on 6/17/2025.
- N. House Bill 4737 of 2025. The Bill would amend the Income Tax Act to gradually decrease the corporate income tax rate from 6.0% to 4.25% over five years, with the final rate effective October 1, 2030. The Bill was introduced by Representative Steve Carra and referred to the Committee on Finance on 7/15/2025.
- O. House Bill 4745 of 2025. The Bill would amend the Charitable Organizations and Solicitations Act to exempt certain nonprofit corporations from the Act's registration and reporting requirements for charitable organizations. Specifically, the Bill would add nonprofit corporations that are primarily engaged in the collection and distribution of donated food items to the list of exempt entities. The Bill was introduced by Representative Jason Woolford and referred to the Committee on Regulatory Reform on 7/22/2025.

Respectfully submitted as of September 2, 2025:

Eric I. Lark/Danielle M. Love  
Kerr, Russell and Weber, PLC

**NOMINATING DIRECTOR REPORT**  
**Prepared for the September 12, 2025, Annual Meeting and the**  
**Council Meeting following thereafter on September 12 and September 13, 2025**

**1. Director Objective and Meetings**

The Nominating Director's function is to coordinate, with the Nominating Committee, the nomination of people for Business Law Section Council and Section Officer positions as terms expire and vacancies occur. The Nominating Committee consists of the Nominating Director and the Executive Committee of the Council (Bylaws Article III, Section 4). The Executive Committee consists of the Council Officers (Bylaws Article VI, Section 3). Meetings of the Nominating Committee are scheduled on an as needed basis by the Nominating Director.

**2. Current Council Members**

The Section Council is to consist of not less than twelve (12) nor more than fifteen (15) voting members as determined by the Council from time to time. The Section Council currently contains fifteen (15) voting members. All positions have been filled during this past year.

Past Chairpersons of the Section automatically remain as ex-officio members of the Council so long as they maintain membership in the Section. Past Chairpersons are not to be included in determining whether a quorum is present at any Council meeting, and they have no right to vote on matters brought before the Council (Bylaws Article III, Section 1).

The current Council consists of:

| <b><u>Terms Expiring in 2025</u></b> | <b><u>Term</u></b> | <b><u>Geography (Firm)</u></b>                    |
|--------------------------------------|--------------------|---------------------------------------------------|
| Alexis Lupo                          | 0                  | Lansing (Corporations Division State of Michigan) |
| Ian Williamson                       | 3                  | Metro Detroit (Mantese Honigman)                  |
| Hon. Lita Popke                      | 0                  | Metro Detroit (JAMS)                              |
| Eric Zacks                           | 2                  | Metro Detroit (WSU Law School)                    |
| Patrick Haddad                       | 2                  | Metro Detroit (Kerr Russell)                      |
| <b><u>Terms Expiring in 2026</u></b> | <b><u>Term</u></b> | <b><u>Geography (Firm)</u></b>                    |
| Laura Johnson                        | 2                  | Metro Detroit (Butzel)                            |
| Shanna Kaminski                      | 2                  | Metro Detroit (Kaminski Law, PLLC)                |
| Loukas Kaliantasis                   | 1                  | Metro Detroit (Clark Hill)                        |
| Sharan Lee Levine                    | 1                  | Kalamazoo (Levine & Levine)                       |
| Bruce Courtade                       | 1                  | Grand Rapids (Rhoades McKee)                      |
| <b><u>Terms Expiring in 2027</u></b> | <b><u>Term</u></b> | <b><u>Geography (Firm)</u></b>                    |
| Carrie Leahy                         | 3                  | Metro Detroit (Bodman)                            |
| Mike Molitor                         | 3                  | Lansing (Cooley Law School)                       |
| Hon. Victoria Valentine              | 1                  | Metro Detroit (Oakland County Circuit Court)      |
| Ryan Opel                            | 2                  | Lansing (Honigman)                                |
| Patrick Ellis                        | 1                  | Traverse City (Kuhn Rogers)                       |

Note that Council members designated as “Term 0” were elected to fill a partial term (normally because of the resignation of the Council Chairperson). Article III, Section 4 of the Bylaws provides that “No person shall be eligible for election to the Council if he or she has served without interruption two full consecutive terms immediately preceding the term for which the election is held”. Therefore, persons elected to serve only part of a term do not, because of such partial term, impact their eligibility to serve two full terms.

Five of the Council member’s terms will expire at the September 2025 Annual Meeting. Current chair Ian Williamson will complete his term both as Chair and as a Council Member. As he is not being nominated for an officer position, his Council position will need to be filled as part of those five.

### 3. **Council Nominations/Requests for Section Approval**

| <b><u>Terms Expiring in 2028</u></b> | <b><u>Term</u></b> | <b><u>Geography (Firm)</u></b>                    |
|--------------------------------------|--------------------|---------------------------------------------------|
| Alexis Lupo                          | 1                  | Lansing (Corporations Division State of Michigan) |
| Jovan Dragovic                       | 1                  | Metro Detroit (Dykema)                            |
| Hon. Lita Popke                      | 1                  | Metro Detroit (JAMS)                              |
| Rebecca Papi                         | 1                  | Metro Detroit (Dickinson Wright)                  |
| Patrick Haddad                       | 3                  | Metro Detroit (Kerr Russell)                      |

Article III Section 4 of the Bylaws provides that “if the Nominating Committee ... shall nominate a person who would otherwise be ineligible for election to the Council under this Section to the office of Treasurer, Secretary, Chairperson or Vice-Chairperson, then such person shall be eligible for nomination and election to the Council for an additional term of three years”. Having served two consecutive terms on the Council, Patrick Haddad would normally be ineligible for another term, However, he is being nominated for a Bylaw listed officer position, he is eligible for additional terms on the Council.

### 4. **Current Officers**

| <b><u>Officer</u></b> | <b><u>Office</u></b> | <b><u>Geography (Firm)</u></b>   |
|-----------------------|----------------------|----------------------------------|
| Ian Williamson        | Chair                | Metro Detroit (Mantese Honigman) |
| Mike Molitor          | Vice Chair           | Lansing (Cooley Law School)      |
| Carrie Leahy          | Treasurer            | Metro Detroit (Bodman)           |
| Patrick Haddad        | Secretary            | Metro Detroit (Kerr Russell)     |

Officers of the Section are elected by the Council (Bylaws Article IV, Section 1). Recommendations for Officer positions are contained in this Report for the Council meeting to be held immediately following the Annual Meeting.

### 5. **Officer Nominations/Requests for Council Approval**

| <b><u>Officer</u></b> | <b><u>Office</u></b> | <b><u>Geography (Firm)</u></b>   |
|-----------------------|----------------------|----------------------------------|
| Mike Molitor          | Chair                | Grand Rapids (Cooley Law School) |
| Carrie Leahy          | Vice Chair           | Metro Detroit (Bodman)           |
| Patrick Haddad        | Treasurer            | Metro Detroit (Kerr Russell)     |
| Laura Johnson         | Secretary            | Metro Detroit (Butzel)           |

On behalf of the Council, I would like to thank each of the officers for their service. We especially appreciate the service of Ian Williamson who is concluding his term as Chairperson of the Section. Thank you for your many years of work on the Council. Your labor has benefited the Section greatly and we hope you remain active with the Section.

**6. Accomplishments toward Directorship Objectives.**

All positions on the Council and all officer positions are filled. All Officers, Committee Chairs, and others who have suggestions as to who should be considered to represent the Section on the Council, please send your recommendations to the Nominating Director before June 15, 2026.

**7. Meetings and Programs**

As a directorship, there are no meetings or programs. This directorship solicited suggestions for Council members from committee chairs and existing Council members for the last council and officer election. A conference call will be scheduled with the officers to discuss nominations in the summer of 2026 for the 2026 Annual Meeting.

**8. Publications**

The Nominating Director has not provided any publications or written communication for general distribution.

**9. Methods of Monitoring Legislative/Judicial/Administrative Developments and Recommended Action**

State government is not monitored because it is not expected to impact this subject area.

**10. Budget**

The Nominating Directorship did not seek any budgeted funds for the 2024/2025 year and did not spend any section monies during that time. The Nominating Director is not requesting any budgeted funds for the 2025/2026 year.

Report submitted by:  
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August 21, 2025