

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 via Zoom on December 4, 2025 pursuant to notice duly given. Council members present were Bruce Courtade, Patrick Haddad, Laura Johnson, Loukas Kalliantasis, Carrie Leahy, Sharan Levine, Alexis Lupo, Michael Molitor, Ryan Opel, Rebecca Papi, Lita Popke, and Victoria Valentine. Committee Chairs, Directors and Liaisons present were Brendan Cahill, Judy Calton, James Carey, Jennifer Consiglio, Paul Hage, Mark Kellogg, Isra Khuja, Justin Klimko, Mark Rossman, Douglas Toering, and Sarah Williams. Others present were Lisa Geherin, and Terri Shoop.

1. Call to Order and Determination of Quorum. Section Chair, Michael Molitor called the meeting to order at approximately 11:01 a.m. and determined that a quorum was present.

2. Approval of Minutes of September 12 and September 13, 2025 Council Meetings. There is a typo in the September 13, 2025 Minutes in paragraph 5 where in-house “council” is spelled incorrectly and should be changed to in-house “counsel”. A motion to approve the Minutes of the September 12 and September 13, 2025 Council meetings, after correction of the typo in the September 13 minutes, was made by Mr. Haddad, seconded by Ms. Levine, and passed unanimously, 12-0-0.

3. Treasurer's Report. A written report was provided by the Treasurer. Mr. Haddad reported on the financial status of the Section. Compared to December of 2024, dues revenue was higher increasing the fund balance because of the dues increase. A discussion ensued regarding the fund balance and spending, including current and historical information. The Section’s fund is stabilized. It’s up to the committees or membership in general to come up with ideas for programming. A motion to approve the Treasurer’s Report was made by Mr. Courtade and seconded by Ms. Levine. The motion passed 12-0-0.

4. Chair's Report.

a. House Bill 4840. Mr. Molitor reported that the Bill has advanced through the House and is currently in the Senate. The Section is supporting the Bill and we hope our support will help with its passage.

b. Diversity & Inclusion Directorship. Mr. Molitor reported that the Committee has not had a Chair for 1.5 years. At the Business Law Institute, Mike met Aretha Glover-Bohannon and he’d like the Section to appoint her to the Directorship. Ms. Glover-Bohannon is a partner and practice group leader at Lewis & Mundy and she’s been an attorney for 20+ years. The first order of business for the Directorship is to give away two scholarships. Mike is willing to serve as a Co-Director. Cooley students will not be eligible to participate this year. A motion to appoint Aretha Glover-Bohannon and Michael Molitor as Co-Directors of the Diversity & Inclusion Directorship was made Ms. Levine and seconded by Ms. Johnson. The motion passed 11-0-1 with Mr. Molitor abstaining.

c. In-House Counsel Committee. Mr. Molitor reported that the Chair position for the In-House Counsel Committee has been vacant for four years. He stated that there was a movement to think about whether or not in-house counsel wanted to form their own section. Darrin Day of the SBM reported to Mr. Molitor that there has been no movement to have in-house counsel form their own section at this time. Gerard Mantese has expressed interest in being nominated as Chair. The unusual thing about this request is that he is not in-house counsel, he's in private practice. Mr. Mantese would only serve for brief period of time. He is currently the Co-Chair of the LLC & Partnership Committee and that Committee has a program for in-house counsel and hopefully we will be able to identify people for the Committee through that event.

Mr. Mantese reported that in April of 2025, the LLC & Partnership Committee had a program on succession planning. 155 people attended. This year the Committee is developing a seminar on working with in-house counsel on cutting edge issues. He believes we have untapped potential to grow the Section and the Committee. He wants to be appointed Chair so he can publicize the seminar with credibility. He thinks he can bring energy and help to attract in-house lawyers to the Section. He believes the seminar is a good way to draw people in. He would like to be Chair for a year.

A discussion ensued regarding appointing Mr. Mantese as Chair. A motion to appoint Gerard Mantese as Chair of the In-House Counsel Committee for a period of one year beginning December 24, 2025, with a view to transitioning leadership of the Committee to one or more in-house counsel attorneys in the future, was made by Ms. Popke. The motion was seconded by Mr. Haddad and passed unanimously 12-0-0.

d. Possible Amicus Brief in *FCA US v Kamax*. Mr. Molitor reported that the Michigan Supreme Court has invited the Section to submit amicus briefs on two issues: (1) whether a written contract for 65-100% of a buyer's requirements satisfies UCC Article 2's statute of frauds, and (2) whether *Cadillac Rubber & Plastics, Inc. v Tubular Metal Systems* remains good law after *MSSC, Inc. v Airboss Flexible Products Co*. An Amicus Committee has been formed. Members of the Committee are Michael Molitor, Justin Klimko, Jim Carey, Doug Toering, Jennifer Consiglio, Bill Horton, Mable Martin-Scott (Cooley), and Michael Khoury. The Committee had a meeting yesterday about what position our might be. The Committee likely believes Cadillac Rubber was a badly decided case. If the Committee were to prepare a brief, it would require Council to take a public policy position with a roll call vote. A lengthy discussion ensued on this topic including its importance in the business community and a need for clarification.

A motion was made to ratify the formation and purpose of the committee. The purpose of the committee is to explore filing an amicus brief in *FCA US v Kamax*. Committee members are Michael Molitor, Justin Klimko, Jim Carey, Doug Toering, Jennifer Consiglio, Bill Horton, Mable Martin-Scott (Cooley), and Michael Khoury. The Committee will report back to Council. Positions would come back to council for approval. The motion was made by Ms. Lupo, seconded by Mr. Haddad, and passed unanimously, 12-0-0.

Mr. Molitor asked to please let him know as soon as possible if anyone learns of any issues regarding this matter.

e. 2026 Business Law Institute Date – 10/9/26. The date for the 2026 Business Law Institute has changed to October 9, 2026. The date was changed to the holiday schedule.

5. Committee/Directorship Reports.

A. Standing Committees.

(i) Business Courts Committee. Written reports were provided by the Business Courts Committee. Mr. Toering reported that HB 4840 has passed in the House with a 99-1 vote. It now moves to the Senate. Mr. Toering discussed in detail the clarifying amendments.

(ii) Commercial Litigation Committee. Written reports were provided by the Commercial Litigation Committee. The Committee is planning a program in Grand Rapids next year.

(iii) Corporate Laws Committee. A written report was provided by the Corporate Laws Committee. Mr. Klimko is making traction getting potential sponsors for amendments.

(iv) Debtor/Creditor Rights Committee. A written report was provided by the Debtor/Creditor Rights Committee. Mr. Hage reported that the Committee's last meeting was terrific. The materials were great and it was a well-received meeting. The next meeting is scheduled for January 29.

(v) Financial Institutions Committee. No report.

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

(vii) Law Schools Committee. No report was provided by the Law Schools Committee.

(viii) LLC & Partnership Committee. Written reports were provided by the LLC & Partnership Committee. The Committee is planning a seminar in Grand Rapids in mid-May. Mr. Kalliantasis is heading the LCC Act Amendment Subcommittee. In the submitted report, the Committee requested approval of \$8,000 from the budgeted amount of \$6,000. The increase in the budgeted amount is related to expenses related to lobbying and the venue for the seminar. A motion was made by Mr. Opel to increase the budgeted amount for the Committee from \$6,000 to \$8,000. The motion was seconded by Mr. Courtade and passed unanimously, 12-0-0.

(ix) Nonprofit Corporations Committee. Written reports were provided by the Nonprofit Corporations Committee.

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

(xi) Regulation of Securities Committee. No report.

(xii) Uniform Commercial Code Committee. Written reports were provided by the Uniform Commercial Code Committee.

B. Directorships.

(i) Communication & Development Directorship. Written reports were provided by the Communication & Development Directorship. The Directorship did not have a budget request, however there is a desire to have funds available in the event they are needed. The Directorship will come back to Council if there's a need for funds.

(ii) Diversity & Inclusion Directorship. No report.

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

(iv) Nominating Directorship. Written reports were provided by the Nominating Director. All Council positions are filled. There will likely be two positions available next year. Please reach out to Mr. Carey before June 15 if you know of candidates.

(v) Programs Directorship. Written reports were provided by the Programs Directorship. Ms. Williams reported that there was a decline in the number of registrants at the Business Law Institute. In addition, attendance at dinner was poor. The Directorship is considering whether they want to restructure the BLI and the social aspect of the event by moving the dinner to Thursday evening. Moving venues every other year is also being considered. Ms. Gehrin stated that we have not yet signed a contract for 2026. We need a decision in the next couple of weeks. A discussion ensued about locations, a Thursday meeting, and a reception date. The EC will approve any changes without Council approval.

(vi) Publications Directorship. A written report was provided by the Publications Director. Ms. Calton reported difficulty in getting authors. For our next meeting, she would like to discuss how to get more authors.

C. Liaisons.

(i) ICLE Liaison. No written report.

(ii) Young Lawyers Section Liaison. No written report.

6. Other Business and Announcements. None.

7. Announcement of March 5, 2026 Council Meeting. The next meeting of the Business Law Section Council will be held on March 5, 2026 at 3:30 pm at the State Bar in Lansing. Dinner will follow the meeting.

8. Meeting Adjournment. There being no further business to come before the Council of the Business Law Section, upon motion duly made by Ms. Lupo and seconded by Ms. Leahy, the motion passed unanimously, 12-0-0. The meeting adjourned at 12:26 pm.

Laura Johnson
Secretary