

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 March 6, 2025 pursuant to notice duly given. Council members present were Bruce Courtade (Zoom), Patrick Haddad (Zoom), Laura Johnson (Zoom), Loukas Kalliantasis, Carrie Leahy (Zoom), Alexis Lupo, Michael Molitor, Ryan Opel, Lita Popke (Zoom), Victoria Valentine (Zoom), and Ian Williamson. Committee Chairs, Directors and Liaisons present were Brendan Cahill (Zoom), Judy Calton, James Carey, Jennifer Consiglio (Zoom), Mark Kellogg, Isra Khuja (Zoom), Justin Klimko (Zoom), Mark Rossman (Zoom), Douglas Toering (via Zoom), and Sarah Williams (Zoom). Others present were Lisa Geherin (Zoom), and Terri Shoop (Zoom).

1. Call to Order and Determination of Quorum. Section Chair, Ian Williamson, called the meeting to order at approximately 3:38 p.m. and determined that a quorum was present.

2. Approval of Minutes of December 5, 2024 Council Meeting. A motion to approve the Minutes of the December 5, 2024 Council meeting was made, seconded and passed unanimously, 11-0-0.

3. Treasurer's Report. A written report was provided by the Treasurer. Ms. Leahy stated that she has reminded the State Bar of our dues increase. She discussed the net financial position of the Section which is \$100,000 down from last year. She believes this is a timing issue related to the *Journal*.

4. Chair's Report.

a. Business Law Institute. Mr. Williamson reported that planning is underway for the Business Law Institute. The event will be held earlier than usual this year, on September 12. The BLI has been held in Grand Rapids for some time. The Section must consider either keeping the event in Grand Rapids or moving it to different locations within the state. Ms. Geherin provided statistics on past events. A discussion ensued regarding thoughts on event locations, reflections on the past, and events held by other sections. It was decided that we should attempt to have the event in Grand Rapids during Art Prize. Ms. Williams and Ms. Geherin will go ahead and proceed with finding a date and location for 2026.

b. Business Boot Camp. Mr. Williamson reported on another successful year with Business Boot Camp. The event attracted fewer participants than in the past. The attendees were engaged, positive feedback was received at the event, and the evaluations were very positive.

c. Other Events. Mr. Williamson reported on another successful event for the Privately Held Business Forum, Mediation Mastery. The LLC & Partnership Committee, Commercial Litigation Committee, and Corporate Laws Committee will hold an event on succession planning on April 10.

d. Sponsorship of Young Lawyers Section's ZooLAWgical event. Mr. Williamson reported that last year the Section sponsored the Young Lawyers Section's ZooLAWgical event and we've been asked to do so again this year in the amount of \$1,000. Ms. Khuja reported that the event last year was attended by 35 participants. People came with their children and attended as a summertime activity. After discussion, it was decided to table this issue for now. Mr. Williamson is waiting for additional information from the Young Lawyers Section. We will make a determination on the merits of sponsorship after we receive the requested information and if necessary, we will hold a special counsel meeting to approve sponsorship.

e. Mission Point Resort. Mr. Williamson reported that Mission Point Resort has contacted the Section asking to be kept in mind for the annual meeting. He told them we hold our annual meeting at the Business Law Institute, but will keep them in mind for future events.

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. The April 10 succession planning seminar was discussed. The seminar will be held in Grand Rapids later this year.

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

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

(v) Financial Institutions Committee. No report.

(vi) In-House Counsel Committee. No report. We are looking for a Chair for the Committee.

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

(viii) LLC & Partnership Committee. A written report has been provided by the LLC & Partnership Committee. The Committee will hold a business succession planning program on April 10, 2025. Last week the Committee met with Mr. Klimko and Mr. Molitor regarding their experience updating the Business Corporation Act. The Committee wants to update the LLC Act.

(ix) Nonprofit Corporations Committee. A written report has been 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. A written report was provided by the Regulation of Securities Committee. Mr. Haddad discussed the Committee's brief filed with the Michigan Supreme Court. The Court followed the Committee's position on the issues in the amicus brief and the matter is concluded now.

(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. The directorship has no members.

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

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

(v) Programs Directorship. A written report was provided by the Programs Directorship. There is a correction to the written report. As we recently concluded Business Boot Camp 2, we will take 2025-2026 off and pick up with Business Boot Camp 1 in 2026-2027. The Directorship may rethink the structure of the program and will work to improve attendance.

(vi) Publications Directorship. A written report was provided by the Publications Director. The paper used in the *Journal* was recently switched to less expensive paper and there seems to be no difference in quality.

C. Liaisons.

(i) ICLE Liaison. A written report was provided by the ICLE Liaison. New version of report.

(ii) Young Lawyers Section Liaison. Ms. Khuja reported the Young Lawyers Section is interested in collaborating with the Section. They would like a member of the Section to present on a topic of their choice.

6. Other Business and Announcements. Ms. Lupo and Mr. High discussed corporate transparency.

7. Announcement of June 5, 2025 Council Meeting. The next meeting of the Business Law Section Council will be held on June 5, 2025 at 3:30 p.m. at Clark Hill in Birmingham. Dinner will follow at Fleming's Prime Steakhouse & Wine Bar.

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, 11-0-0. The meeting was adjourned at 4:30 p.m.

Patrick Haddad
Secretary