

STATE BAR OF MICHIGAN – BUSINESS LAW SECTION

ACTION BY UNANIMOUS WRITTEN CONSENT OF THE COUNCIL

July 31, 2020

Pursuant to Article VI, Section 11 of the Amended and Restated Bylaws of Business Law Section of the State Bar of Michigan (the “**Bylaws**”), the undersigned, being all of the members of the Council of the Business Law Section of the State Bar of Michigan (the “**Section**”), hereby consent to and adopt the following resolutions authorizing action taken without a meeting and waive notice and the holding of any meeting, with full force and effect as if adopted by the affirmative vote of the Council at a duly constituted meeting:

WHEREAS, due to COVID-19, the Annual Meeting of the Members of the Section (the “**Annual Meeting**”), that was scheduled to be held during the Business Law Institute on Friday, October 2, 2020 at the JW Marriott Hotel in Grand Rapids, has been cancelled;

WHEREAS, the Council must make alternative arrangements for the Annual Meeting of the Section;

WHEREAS, given the foregoing and the uncertainty created by COVID-19 related to, among other things, the advisability and legality of holding indoor gatherings of a large amount of people, the Council deems it in the best interest of the Section and its members to hold the Annual Meeting virtually; and

WHEREAS, pursuant to Article VIII, Section 1 of the Bylaws, the time and place of the Annual Meeting shall be determined by the Council at least 60 days prior to the meeting.

NOW, THEREFORE, IT IS HEREBY

RESOLVED, that the Annual Meeting shall be held on Thursday, October 1, 2020 at 3:30 P.M. via teleconference; and it is

FURTHER RESOLVED, that the Section Administrator be and hereby is authorized and directed, for and on behalf of the Section and in its name, to give notice of the Annual Meeting to the members of the Section in accordance with Article VIII, Section 1 of the Bylaws; and it is

FURTHER RESOLVED, that any and all acts or deeds heretofore done or taken by any member of the Executive Committee, the Section Administrator or any other authorized agent, for and on behalf of the Council and in its name, in furtherance of the approved resolutions above be and hereby are ratified, approved, adopted and confirmed; and it is

FURTHER RESOLVED, that this action by written consent shall, when executed by the members of the Council, be effective as of the date first set forth above and shall be filed with the records of the Section whereupon it shall constitute the act of the Council.

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IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

MEMBERS OF THE COUNCIL:

Brendan J. Cahill
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Jennifer Consiglio

Julia Ann Dale

Patrick J. Haddad

Bruce W. Haffey

Shane N. Hansen

Mark E. Kellogg

Carrie Leahy

Michael K. Molitor

John T. Schuring

J. Scott Timmer

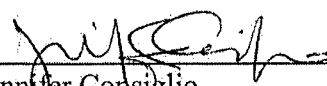
James R. Waggoner

Ian M. Williamson

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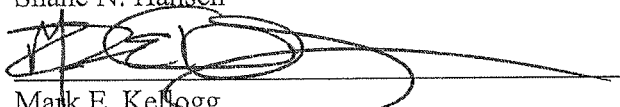
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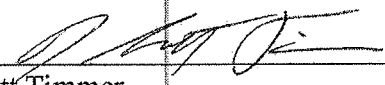
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Christopher P. Yates

Eric A. Zacks

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