

STATE BAR OF MICHIGAN

2008-2009 ANNUAL REPORT BUSINESS LAW SECTION

The Business Law Section (“BLS”) remained very active during the year and provided a wide variety of services to BLS members.

ANNUAL MEETING

The BLS held its 2008 Annual Meeting on September 25, 2008 at the Novi Sheraton Hotel in Novi, Michigan. The Section’s 2009 Annual Meeting will be held on September 24, 2009 at 3:00 p.m. at the Novi Sheraton Hotel in Novi, Michigan. Details of the meeting will be posted on the Section’s website.

BUSINESS LAW JOURNAL

The *Business Law Journal* was published three times this year with the assistance of ICLE. The *Journal* is sent to all BLS members by mail and is also available on the Section’s website. The *Journal* offers articles on topics of particular interest to business lawyers, including regular columns such as *Did You Know?* by G. Ann Baker and *Technology Corner* by Michael Khoury.

E-NEWSLETTER

In September 2007, the BLS launched a monthly electronic newsletter, which is published with the assistance of the State Bar of Michigan. The e-newsletter provides information about BLS events and current legal developments of interest to BLS members. The template is being used by other SBM sections as a model for their own electronic newsletters.

BUSINESS LAW INSTITUTE AND MID-YEAR MEETING

The 21st Annual Business Law Institute and Mid-Year Meeting was held on May 8-9, 2009 at the Amway Grand Plaza Hotel in Grand Rapids, Michigan. The 22nd Annual Business Law Institute and Mid-Year Meeting, to be held in 2010, is currently being planned. Details will be available on the Section’s website. In addition to providing a great educational opportunity, this event offers a chance to network and socialize with leading business lawyers, including a Friday evening reception and dinner.

COUNCIL MEETINGS

Council meetings are held every quarter in September, December, March and June. Specific dates, locations and agendas are posted on the BLS website. Please contact any of the Section’s officers if you would like to attend a meeting or become more involved in BLS activities.

STEPHEN H. SCHULMAN OUTSTANDING BUSINESS LAWYER AWARD

The BLS has established the Stephen H. Schulman Outstanding Business Lawyer Award, which was presented for the first time in 2006. The goal of the Award is to recognize BLS members who demonstrate the highest quality of professionalism, foster the highest quality of practice, exemplify service and commitment to the Section and the profession and promote ethical conduct and collegiality within the practice. The honoree for 2008 was G. Ann Baker, who received the Award at the BLS's 2008 Annual Meeting. The 2009 Award will be presented to Justin G. Klimko at the Section's 2009 Annual Meeting.

WEBSITE

The Section's website is filled with up-to-date information of interest to its members. You can visit the website at <http://www.michbar.org/business/> to find information about BLS leadership, upcoming events and activities, registration information for seminars and to view the *Business Law Journal* and e-newsletter.

SECTION OFFICERS

2008-2009 officers are listed below. Contact any of the BLS officers if you are interested in becoming involved in Section activities.

Chair: Diane L. Akers

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Chair Elect: Tania E. (Dee Dee) Fuller

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STANDING COMMITTEES OF THE SECTION

Membership in committees is open to all members of the BLS. Please contact the appropriate committee chairperson(s) if you are interested in participating.

Commercial Litigation Committee. The Commercial Litigation Committee assists litigators as well as business and corporate counsel in addressing issues that may lead to or arise in business-related litigation. The committee sponsors seminars and other programs that address such issues and are designed to enhance the practice of those involved in commercial litigation. The committee is chaired by Daniel N. Sharkey [sharkey@bwst-law.com; 248.971.1712].

Corporate Laws Committee. The Corporate Laws Committee monitors and reviews matters relating to corporate law statutes and developments in the law of corporate governance. The committee also works with the Business Corporation Act Revision Subcommittee, which reviews the Michigan Business Corporation Act for the purpose of keeping it current with developments in corporate law and assists from time to time in drafting and advocating proposed changes in the Act. The committee is co-chaired by Justin G. Klimko [klimkojg@butzel.com; 313.225.7037] and Cyril Moscow [czm@honigman.com; 313.465.7486].

Debtor/Creditor Rights Committee. The Debtor/Creditor Rights Committee focuses on issues of insolvency, such as bankruptcy, state law alternatives to bankruptcy, secured lending (Article 9 of the Uniform Commercial Code) and state law exemptions. The committee is co-chaired by Judy B. Calton [jbc@honigman.com; 313.465.7344] and Judith Greenstone Miller [jmiller@jaffelaw.com; 248.727.1429].

Financial Institutions Committee. The Financial Institutions Committee focuses on legislative, regulatory and judicial developments and issues of interest to financial institutions (primarily banks) and their affiliates. The committee is chaired by James H. Breay [jbrey@wnj.com; 616.752.2114].

In-House Counsel Committee. The In-House Counsel Committee is committed to addressing the professional interests of in-house counsel by sponsoring continuing legal

education programs, informing members about issues of particular interest to them, offering social and professional networking opportunities and serving as liaison to the Association of Corporate Counsel. The committee is chaired by Matthew Case [mcase@bcbsm.com; 313.225.9524].

Law Schools Committee. The Law Schools Committee helps to provide programming and mentoring to students interested in business law and coordinates with business law groups at law schools. The committee hopes to engender greater awareness of new lawyers among BLS members. The committee is chaired by Edwin J. Lukas [elukas@bodmanllp.com; 313.259.7777].

Nonprofit Corporations Committee. The Nonprofit Corporations Committee's primary responsibility is to review and update laws relating to the organization of nonprofit corporations in Michigan. The principal focus has been the Nonprofit Corporation Act, but the committee also reviews other legislation, such as bills regulating the solicitation of contributions by charities. The committee also assists with sponsoring continuing legal education programs directed at nonprofit organization issues. The committee is co-chaired by Jane Forbes [jforbes@dykema.com; 313.568.6792] and Agnes D. Hagerty [hagertya@trinity-health.org; 248.489.6764].

Regulation of Securities Committee. The Regulation of Securities Committee is concerned with federal and state laws and regulations relating to the offer, sale and trading of securities. The committee also supplies a liaison to the Securities Law Advisory Committee of the Michigan Department of Energy, Labor and Economic Growth. Activities are designed to inform members of current developments and issues and provide input to appropriate administrative and legislative bodies. The committee is chaired by Jerome M. Schwartz [jschwartz@dickinsonwright.com; 313.223.3500].

Uniform Commercial Code. The Uniform Commercial Code Committee monitors developments and issues under all Articles of the UCC and related commercial statutes. In October of each year, the committee presents a seminar on recent developments in commercial law. Additionally, the committee prepares an annual survey of case law involving the UCC and commercial law. The committee is chaired by Patrick E. Mears [patrick.mears@btlaw.com; 616.742.3930].

Unincorporated Enterprises Committee. The Unincorporated Enterprises Committee remains active in conducting seminars regarding unincorporated enterprises and focusing on the statutory revisions regarding limited liability companies and general and limited partnerships. The committee has also assisted in informing members of other Sections of the SBM regarding legislation affecting unincorporated enterprises. The focus of the committee's activities has been to present seminars in conjunction with ICLE. The committee is chaired by Daniel H. Minkus [dminkus@clarkhill.com; 248.642.9692].

DIRECTORSHIPS OF THE SECTION

Legislative Review Director. Eric I. Lark [eil@krwplc.com; 313.961.0200] serves as the Director of Legislative Review and is responsible for reviewing proposed legislation and advising BLS leadership of matters of substantive law that may be of interest or concern to business lawyers in Michigan.

Nominations Director. G. Ann Baker [abaker@michigan.gov; 517.241.6420] serves as Nominations Director and is responsible for presenting nominations for Council, Officer and Directorship positions at BLS Annual Meetings.

Programs Directors. Tania E. (Dee Dee) Fuller [fuller@fullerlaw.biz; 616.837.0022], Eric I. Lark [eil@krwplc.com; 313.961.0200], Christopher C. Maeso [cmaeso@dickinsonwright.com; 248.433.7501] and Daniel H. Minkus [dminkus@clarkhill.com; 248.642.9692] are Program Co-Directors. They are responsible for programs at both the BLS's Annual Meeting and Business Law Institute.

Small Business Forum. Cynthia L. Umphrey [cynthia.umphrey@kkue.com; 248.528.1111] is a Program Co-Director and Chair of the Small Business Forum, which focuses on matters of importance to BLS members who represent small, closely held and family businesses. The Forum holds quarterly seminars on both sides of the state. Still in its infancy, the Forum has provided a great introduction to Section activities to an underserved area of the BLS membership.

Publications Director. D. Richard McDonald [drmcDonald@dykema.com; 248.203.0859] is the Director of Publications and is responsible for the publication of the *Business Law Journal*.

Section Development Directors. Timothy R. Damschroder [tdamschroder@bodmanllp.com; 734.930.0230] and H. Roger Mali [rmali@honigman.com; 313.465.7536] are Co-Directors of Section Development.

Technology Director. Michael S. Khoury [mkhoury@jaffelaw.com; 248.351.3000] is the Director of Technology. He is responsible for developing the Section's website and, along with the Section's Webmaster, for bringing opportunities to the Section to enhance the website and other forms of electronic communication with BLS members.

AD HOC COMMITTEES

From time to time, the BLS establishes ad hoc committees to address issues of importance to Section members. In 2008-2009, active ad hoc committees included the Ad Hoc Committee on Climate Change and Sustainability, chaired by Diane L. Akers [dakers@bodmanllp.com; 313.259.7777] and the Ad Hoc Committee on Legal Opinions, chaired by Justin G. Klimko [klimkojg@butzel.com; 313.225.7037].

LIAISONS

Commissioner Liaison. The Commissioner Liaison is Francine Cullari [cullarilaw@sbcglobal.net; 810.695.7400].

ICLE Liaison. The ICLE Liaison is Marguerite Donahue [mdonahue@seyburn.com; 248.351.3567].

Probate Section Liaison. The Probate Section Liaison is John R. Dresser [jdresser@dresserlaw.com; 269.651.3281].

CHAIRPERSON'S 2008-2009 INITIATIVE

At the Section's 2008 Annual Meeting, BLS Chair Diane L. Akers identified climate change and sustainable business development as an area of focus for her year as chair and created an Ad Hoc Committee on Climate Change and Sustainability. On Earth Day 2009, the Committee presented a comprehensive program entitled *Climate Change, Business and the Law: What Business Lawyers Need to Know Now*. Because the program was both well-attended and well-received, the Committee plans to make this an annual Earth Day event.

Submitted by

Diane L. Akers
Chair, 2008-2009
July 13, 2009