

**STATE BAR OF MICHIGAN  
SECTION ANNUAL REPORT**

**Bar Year: 2011-2012**

**Section Name: Business Law Section**

**Mission Statement:** The mission of the Business Law Section is to foster the highest quality of professionalism and practice in business law and to enhance the legislative and regulatory environment for conducting business in Michigan. To fulfill this mission, the Section shall: (1) expand the resources of business lawyers by providing educational, networking and mentoring opportunities; (2) review and promote improvements to Michigan's business legislation and regulations; and (3) provide a forum to facilitate service and commitment and to promote ethical conduct and collegiality within the practice.

**Officers and Council Members:**

Officer	Name	Address	Telephone	Email
Chair	Edwin J. Lukas P47172	Bodman PLC 1901 Saint Antoine St Fl 6, Ford Field Detroit, MI 48226	(313) 393-7523	<a href="mailto:elukas@bodmanlaw.com">elukas@bodmanlaw.com</a>
Vice-Chair	Marguerite Donahue P40758	Seyburn Kahn Ginn Bess & Serlin PC 2000 Town Ctr Ste 1500 Southfield, MI 48075	(248) 351-3567	<a href="mailto:mdonahue@seyburn.com">mdonahue@seyburn.com</a>
Treasurer	Jeffrey J. Van Winkle P40894	Clark Hill, PLC 200 Ottawa Street NW, Ste. 500, Grand Rapids, MI 49503	(616) 608-1113	<a href="mailto:jvanwinkle@clarkhill.com">jvanwinkle@clarkhill.com</a>
Secretary	James L. Carey P67908	Thomas M. Cooley Law School 2630 Featherstone Rd Auburn Hills, MI 48326	(248) 751-7800 ext. 7758	<a href="mailto:careyj@cooley.edu">careyj@cooley.edu</a>

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Member	Term Expires	Member	Term Expires
Judy B. Calton P38733	2012	James L. Carey P67908	2012
Julia Ann Dale P63904	2012	D. Richard McDonald P37220	2012
Thomas R. Morris P39141	2012	Kevin T. Block P56136	2013
Matthew A. Case P34248	2013	Marguerite Donahue P40758	2013
David C.C. Eberhard P53324	2013	Jeffrey J. VanWinkle P40894	2013
Matthew P. Allen P57914	2014	Jennifer Erin Consiglio P68496	2014
Edwin J. Lukas P47172	2014	Christopher C. Maeso P54086	2014
Douglas L. Toering P34329	2014		

**Council Meeting Schedule:**

Meeting Type	Date	Location
Council	December 3, 2011	Bloomfield Hills, MI
Council	March 8, 2012	Lansing, MI
Council	May 4, 2012	Grand Rapids, MI
Council and Annual	September 20, 2012	Novi, MI
Council	December 1, 2012	Detroit, MI

**General Budget Information:** Please see the December 2012 Treasurer's Report at:  
<http://www.michbar.org/business/pdfs/minutes/treasurer1211.pdf>

**Events and/or Seminars:**

Event or Seminar Title	Date	Location
Recent Statutory and Regulatory Update of Matters of Importance to Business Lawyers in Michigan and Introduction to the New Michigan Corporate Tax	September 13, 2011	Novi
Panel Discussion on Stern v. Marshall	September 20, 2011	Southfield
Business Courts in Michigan	October 20, 2011	Troy
313 Project Presentation on various business issues to law students	October 24, 2011	Detroit
Business Boot Camp II	November 7-8, 2011 January 23-24, 2012	Grand Rapids Plymouth
In-House Counsel Cost Management Breakfast	December 8, 2011	Birmingham
Introduction to Copyright Law	December 14, 2011	Webcast

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Twelve Pillars of Success as an Attorney	January 25, 2012	Auburn Hills
Becoming a Successful Attorney	January 31, 2012	Detroit
Representing the New Business Owner	January 31, 2012 February 28, 2012	Detroit Webcast
Securing Your First Job	February 8, 2012	Lansing
2012 LLC and Business Entity Update	February 9, 2012 February 28, 2012	Grand Rapids Plymouth
Helping Your Clients Succeed in a Changing Economy	February 15, 2012	Grand Rapids
Presentation on the Ponzi Book: A Legal Resource for Unraveling Ponzi Schemes	March 21, 2012	Detroit
Business Courts: Past, Present, Future	March 29, 2012	Troy
How LinkedIn Helps In-House Counsel	April 19, 2012	Webinar
Entity Conversions	April 24, 2012	Birmingham
Crain's General and In-House Counsel Summit	April 25, 2012	Plymouth
New Considerations—A Year in the Sudden Development of the Law of Recourse Liability for Non-Recourse Loans	May 1, 2012	Southfield
24 <sup>th</sup> Annual Business Law Institute	May 4-5, 2012	Grand Rapids

Information concerning future events and seminars is available at:

<http://www.michbar.org/business/calendar.cfm>

**Legislative Issues:**

The Commercial Litigation Committee analyzed certain court rules related to service of process (MCR 2.105 and MCR 2.103), and the Section took a position of support regarding the changes.

The Section was invited by the SBM to take a position on Senate Bill 0707. The Commercial Litigation Committee reviewed the legislation, and the Section took the position of support on Senate Bill 0707.

Mike Gadola, Director of Legal Affairs for Governor Snyder, contacted Section leadership for the purpose of seeking the Section's support for business court legislation. The Section revived its Business Court Ad Hoc Committee to analyze the legislation. The committee was tasked with

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recommending revisions to the legislation and proposing to the Section's Council the specific position to be taken on behalf of the Section with respect to the legislation. Following the Council's analysis of the recommendations, the Section took a position of support for the revised legislation.

The Commercial Litigation Committee reviewed additional proposed court rule changes related to electronic records, access and reproduction fees, as well as certain garnishment proceedings. The Section supported the proposed amendments.

The Corporate Laws Committee reviewed proposed Amendments to the Business Corporation Act. The Section engaged Karoub Associates to foster introduction of a bill in the 2011-2012 legislative session that would implement the Section's requested legislative changes regarding amendments to the Michigan Business Corporation Act and Professional Service Corporation Act.

The Nonprofit Corporation Committee reviewed proposed amendments to the Nonprofit Corporation Act and the amendments to the related statutes. The Section supports the proposed amendments and related states. The Section engaged Karoub Associates to foster introduction of a bill in the 2011-2012 legislative session.

### **Committee Information:**

Complete contact information for committee chairpersons is available at:  
<http://www.michbar.org/business/leaders.cfm#council>

### **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 that are designed to enhance the practice of those involved in commercial litigation.

### **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 which assists from time to time in drafting and advocating proposed changes to the Act.

### **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.

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### **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.

### **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, and offering social and professional networking opportunities.

### **Law Schools Committee**

The Law Schools Committee is designed to promote an interest in business law among students at each of the law schools located in Michigan. The Committee represents a collaborative effort between the Section and the business law societies at the University of Michigan Law School, Michigan State University College of Law, University of Detroit Mercy School of Law, Wayne State University Law School, and Thomas M. Cooley Law School. The Committee supports programs initiated by the business law societies within the law schools and provides a forum for networking among law students and members of the Section.

### **Nonprofit Corporations Committee**

The Nonprofit Corporations Committee's principal responsibility is to review and update laws relating to the organization of nonprofit corporations in Michigan. The principal focus has been on the Nonprofit Corporation Act, but it 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.

### **Regulation of Securities Committee**

The Regulation of Securities Committee is concerned with federal and state laws and regulations relating to the offer, sale and distribution of securities. The Committee also supplies a liaison to the Securities Law Advisory Committee of the Michigan Corporation & Securities Bureau. Activities are designed to inform members of current developments and issues and provide input to appropriate administrative and legislative bodies.

### **Uniform Commercial Code Committee**

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.

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### Unincorporated Enterprises Committee

The Committee remains active in conducting seminars regarding unincorporated enterprises, focusing principally on limited liability companies. The Committee has also assisted in informing members of the bar from other sections as to legislation affecting unincorporated enterprises. Membership in the Committee is open to all members of the Business Law Section. The focus of the Committee's activities has been to present seminars in conjunction with ICLE and the Business Law Section. Membership and the opportunity to play a significant role in the Committee's activities is and will continue to be open to all members of this Section. As with most other committees, the Unincorporated Enterprises Committee schedules meetings primarily in the Western region of the Detroit metropolitan area. It is hoped that continued efforts to attract interest to the Committee will be successful.

### Small Business Forum

The Small Business Forum, established by the Business Law Section of the State Bar of Michigan in 2006, specifically caters to business owners, attorneys, accountants, and other professionals who work with closely held businesses. The Forum hosts three or four highly productive, efficient and fun educational events throughout the year. Every event includes a networking portion to interact with other business professionals.

### Awards: Stephen H. Schulman Outstanding Business Lawyer Award

The Section established the Stephen H. Schulman Outstanding Business Lawyer Award in 2006, to be presented annually. The award honors Michigan business lawyers who consistently exemplify the characteristics the Business Law Section seeks to foster and facilitate: the highest quality of professionalism, the highest quality of practice, an unwavering dedication to service, ethical conduct, and collegiality within the practice of law. The Section honored James R. Cambridge at its Annual Meeting on September 13, 2011, at the Sheraton Detroit Novi. The Award for 2012 will be presented at the Annual Meeting on September 13, 2012 at the Sheraton Detroit Novi.

**Publications:** The *Michigan Business Law Journal* is published three times per year and is sent to members via U.S. mail and electronically. The *Journal* is posted on the Section's website.

The Section distributes a monthly e-newsletter. The e-newsletter is also published on the Section website.

**Social Media:** Members can follow the Section on Facebook and LinkedIn.