

**STATE BAR OF MICHIGAN  
SECTION ANNUAL REPORT**

**BAR YEAR:**

2012-2013

**SECTION NAME:**

Business Law Section

**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	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>
Vice Chair	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>
Treasurer	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>
Secretary	Douglas L. Toering	Toering Law Firm PLLC 888 W. Big Beaver Ste 750 Troy, MI 48084	(248)269-2020	<a href="mailto:dltoering@aol.com">dltoering@aol.com</a>

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Member	Term Expires	Member	Term Expires
Matthew A. Case P34248	2013	Marguerite Donahue P40758	2013
David C.C. Eberhard P53324	2013	Jeffrey J. VanWinkle P40894	2013
Kevin T. Block P56136	2013	Douglas L. Toering P34329	2014
Matthew P. Allen P57914	2014	Jennifer Erin Consiglio P68496	2014
H. Roger Mali II P64617	2014	Christopher C. Maeso P54086	2014
D. Richard McDonald P37220	2015	Thomas R. Morris P39141	2015
Mark W. Peters P48917	2015	James L. Carey P67908	2015
Julia Ann Dale P63904	2015		

**SECTION COMMITTEES:**

Complete contact information for committee chairpersons is available on the Section’s website 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.

**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**

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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 trading of securities. The Committee also supplies a liaison to the Securities Law Advisory Committee of the Michigan Corporations, Securities and Commercial Licensing 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.

### **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

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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 3 to 4 highly productive, time efficient and fun educational events throughout the year. Every event includes a networking portion to mingle with other business professionals.

**SECTION MEMBERSHIP:**

The Section consist of 3,376 members.

**SECTION BYLAWS:**

The Section's Bylaws were last revised on November 18, 2011. A copy of the Bylaws can be found on the Section's website at <http://www.michbar.org/business/pdfs/bylaws.pdf>.

**SECTION 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.

**MEETINGS, ACTIVITIES AND SEMINARS:**

**Council Meeting Schedule:**

Meeting Type	Date	Location
Council	December 1, 2012	Detroit, MI
Council	March 7, 2013	Lansing, MI
Council	June 8, 2013	Grand Rapids, MI
Council and Annual	September 26, 2013	Novi, MI

**Events and/or Seminars:**

Event or Seminar Title	Date	Location
Growing Your Clients' Business and Yours: How to Help You and Your Clients Succeed	October 25, 2012	Troy
Basics of HIPAA for Non-Health Care Lawyers	October 25, 2012	Webcast
An Evening at Angelina's	December 11, 2012	Detroit

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2013 LLC and Business Entity Update	February 5, 2013	Plymouth and Webcast
Best Practices with Business Valuation	February 7, 2013	Plymouth and Webcast
Advising the New Startup Company	April 11, 2013	Detroit and Webcast
Protect Your Client's IP: Strategies for the Business Lawyer	April 11, 2013	Detroit and Webcast
Crain's General and In-House Counsel Summit	April 16, 2013	Detroit
UCC Amendments: Secured Lending and More: How Will These Changes Affect Your Clients?	May 2, 2013	Troy
What U.S. Business Lawyers Need to Know About Canadian Insolvency Proceedings	May 7, 2013	Southfield
25 <sup>th</sup> Annual Business Law Institute	June 7, 2013	Grand Rapids
Business Breakups and Owner Buyouts: Legal, Tax and Accounting Issues	July 16, 2013	Troy

Information concerning future events and seminars is available on the Section's website at: <http://www.michbar.org/business/calendar.cfm>

**SECTION LEGISLATURE AND POLICY:**

The Section was asked by the Government Relations Office of the State Bar of Michigan to comment on the proposed amendment of Rule 2.112 of the Michigan Court Rules concerning business court litigation practice. After review, the Section supported the amendment 10-0-0 with additional suggested comments.

The Section was asked by the Government Relations Office of the State Bar of Michigan to comment on Proposed Administrative Order 2013-X. After review, the Section supported the Administrative Order 10-0-0 with additional suggested changes.

The Corporate Laws Committee reviewed proposed Amendments to the Business Corporation Act. The Section has engaged Karoub Associates to have a bill introduced 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 bill was signed into law in January 2013, and is now contained in Public Act 569 of 2012.

The Nonprofit Corporation Committee has reviewed the 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 has engaged Karoub Associates to have a bill

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introduced as soon as possible in the 2013-2014 legislative session that would implement the BLS requested legislative changes regarding amendments to Michigan's Nonprofit Corporation Act.

### **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 Jeffrey S. Ammon at its Annual Meeting on September 20, 2012, at the Sheraton Detroit Novi. The Award for 2013 will be presented at the Annual Meeting on September 26, 2013 at the Sheraton Detroit Novi.

### **FINANCIAL REPORT:**

General Budget Information: Please see the December 2012 Treasurer's Report at:  
<http://www.michbar.org/business/pdfs/minutes/treasurer1212.pdf>

### **SOCIAL MEDIA:**

Members can follow the Section on LinkedIn.

### **FUTURE GOALS AND ACTIVITIES:**

Please see the Section's Strategic Plan revised in June of 2010 at  
[http://www.michbar.org/business/pdfs/Strategic\\_Plan.pdf](http://www.michbar.org/business/pdfs/Strategic_Plan.pdf).