

**CORPORATE LAWS COMMITTEE
REPORT PREPARED FOR THE MARCH 10, 2011 COUNCIL MEETING**

1. Next Scheduled Meeting of the Committee.

The Committee most recently met on February 22. At the meeting, we discussed the reporter's latest draft amendments and made a number of determinations and revisions. Bill Clark of the Drinker Biddle firm also participated in the meeting to discuss the concept of public benefit corporations and the proposal to include a new chapter of the Business Corporation Act to allow corporations to designate themselves as public benefit corporations. We are working on revised proposed amendment language. Scheduling of the next committee meeting will await an additional turn of the amendments from the reporter.

2. Council Approval.

The Committee does not request Council approval of any items at this meeting.

3. Membership.

The Committee remains open to participation by any interested parties. The Committee has approximately 30 members on its active roster.

4. Accomplishments Toward Committee Objectives.

The Committee continues to monitor developments in corporate laws throughout the country and to consider changes to the Business Corporation Act. This is an ongoing and continuous process. As noted above, the Committee is in the process of preparing additional possible amendments to the Michigan Business Corporation Act.

5. Meetings and Programs.

No programs are currently scheduled, though the Committee is open to participation in presentations discussing changes to the Act. The Committee anticipates additional meetings in connection with consideration of amendments to the Michigan Business Corporation Act.

6. Publications.

The committee sponsored the fall 2008 issue of the Michigan Business Law Journal. That issue was published and distributed in late 2008 and is also available through the Section's web site. The committee will next be responsible for the fall 2011 issue and is soliciting articles now.

7. Legislative/Judicial/Administrative Developments.

As described above, the Committee is working on additional amendments to the Business Corporation Act and the Professional Services Corporation Act. A list of the topics proposed to be addressed by the amendments was attached to previous committee reports.

The Committee also monitors bills that would affect corporation statutes that are introduced without its input and considers these together with the Bureau of Commercial Services of the Department of Energy, Labor and Economic Growth.

The Committee reviews judicial decisions affecting matters of Michigan corporate law. From time to time the Committee proposes statutory amendments that are intended to address the effects of specific case law. Additionally, the Committee has prepared and filed amicus curiae briefs at the invitation of the Michigan Supreme Court.

8. Analysis of Applicable Strategic Plan Issues.

The activity of the Committee is directly related to the Strategic Plan mission of promoting improved legislation and regulation for business and the goal of reviewing Michigan laws affecting business formation, capital raising, corporate governance and related legal matters. The Committee attempts to keep Michigan corporate law current with national trends and competitive with the business law environments of other jurisdictions.

9. Miscellaneous.

The Committee will continue to accept ideas for technical and other amendments to the Business Corporation Act, which is amended periodically. Suggestions in this regard may be addressed to committee chair, Justin G. Klimko. The Committee also will consult with the Department of Labor and Economic Growth regarding efforts to further streamline corporate filings and information dissemination.

Any questions regarding this report may be directed to me.

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