

**CORPORATE LAWS COMMITTEE
ANNUAL REPORT PREPARED FOR THE
DECEMBER 6, 2014 ANNUAL MEETING**

Please describe your committee's activities during the 2013-2014 year toward achievement of the goals outlined in the Section's Strategic Plan. Each question below corresponds to a specific Section of the Plan, a copy of which is attached and to which reference may be made for further guidance in providing responses. If the question is not applicable to your particular committee or directorship, please note as such.

1. Sponsorship of programs for Continuing Legal Education via a means accessible to Section Members, including holding at least one program yearly (Article I, 3, of the Strategic Plan).

We have not held a committee program but various committee members have participated in Section programs. The Committee was responsible for the Fall 2014 edition of the Business Law Journal, which is about to be published as of the date of this report. Justin Klimko and Jim Carey also co-authored an article on the 2013 amendments to the Business Corporation Act for the Wayne Law Review.

2. Addressing substantive legal issues for committee members, including holding regular committee meetings (at least once a year) and reporting on the meetings to the Council (Article I, 4).

We have been meeting for some time to develop the next round of amendments to the Business Corporation Act. Meetings are held in person with provisions for telephone participation.

3. Promoting involvement in the committee and making the committee more responsive to members including the designation of a contact person (Article I, 5).

We have promoted committee involvement and have added several new members to the committee in the course of the year. Requests for participation generally are forwarded to me.

4. (A) monitoring and raising awareness of laws or developments in laws that affect Michigan businesses and, when appropriate, making recommendations for updates and improvements;

Monitoring matters relating to the Michigan Business Corporation Act is a core function of the Corporate Laws Committee, as is drafting proposed amendments. The committee prepared amendments that were adopted as PA 569 of 2012 and became effective January 2, 2013. The next round of BCA amendments is in process. Committee members also participated, at the request of the Michigan Supreme Court, in the preparation of an

amicus brief filed in December, 2013 in the case of Madugula v Taub. The Supreme Court's opinion in that case (496 Mich 685, 853 NW2d 75) was issued in July, 2014 and adopted virtually all of the positions taken in the amicus brief.

(B) providing assistance to appropriate state government personnel with respect to business-related legislation and rule making;

The committee regularly interacts with the Corporations Division of the Department of Licensing and Regulatory Affairs and with members of the legislature in terms of interpreting existing provisions of the Business Corporation Act and introducing new amendments. The Committee worked with Sen. Mike Kowall and his staff on the 2013 BCA amendments.

(C) as appropriate, providing amicus curiae briefs related to business-related issues being addressed by the courts, and

In the past decade the committee has twice taken the lead in preparing amicus briefs on behalf of the Business Law Section, once at the request of the Michigan Court of Appeals and once at the request of the Michigan Supreme Court. As mentioned above, committee members participated in the preparation of an amicus brief in the case of Madugula v Taub.

(D) educating Michigan businesses, their owners and employees about changes to Michigan's laws in order to maintain Michigan's ability to attract and retain new business enterprises and enable existing businesses to remain competitive. (Article II, 1).

The Committee publishes articles regarding changes in law and also works at the request of business owners on issues that may require amendment of the Business Corporation Act. The Committee was responsible for the Fall 2014 issue of the Business Law Journal which is about to be published as of the date of this report, and generated a number of articles for that issue.

5. Please comment on your plan regarding succession (Article III, 5).

We do not presently have a specific succession plan. However, given the composition and size of the committee, I am confident that we will have no issues with leadership succession. We are exploring the idea of appointing a committee vice chair who would likely be successor chair.

6. Please list your Committee's goals and objectives for the next 12 to 24 months and whether you will require additional support from the Section to achieve these goals (Article III, 5).

Our goals and objectives in the near term include finalizing the next round of amendments to the Business Corporation Act and working to get them introduced into and approved by

the legislature, continuing to monitor developments in the corporate laws of other states, evaluate potential changes to the Business Corporation Act and explore opportunities for presenting educational programs

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