

**CORPORATE LAWS COMMITTEE
ANNUAL REPORT PREPARED FOR THE
DECEMBER 2, 2017 ANNUAL MEETING**

Please describe your committee's activities during the 2016-2017 year toward achievement of the goals outlined in the Section's Strategic Plan. Each question below corresponds to a specific Section of the Plan to which reference may be made for further guidance in providing responses.

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 participated in Section programs, including the Business Law Institute. The Committee is responsible for the Fall 2017 edition of the Business Law Journal, which has not been published as of the date of this report but for which the Committee has arranged numerous articles.

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

We completed the next round of amendments to the Business Corporation Act, which were re-introduced in the Michigan Senate in June 2017 as SB 442, approved by the full Senate, and sent to the House Committee on Commerce and Trade. A committee hearing on the bill is scheduled for November 28, 2017, at which I expect to testify briefly. The Committee worked with the sponsors of benefit corporation legislation in 2016. We have been told to expect a new bill on this topic also, but to our knowledge that has not yet happened.

3. Committees chaired by one chair should add a co-chair or vice-chair. Committee leadership to report on growth in committee membership, and active involvement by existing and prospective members, in quarterly and annual reports to the Council. (Article I, 5 of the Strategic Plan).

We do not yet have a co-chair or vice-chair, but are working on this. 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. Committee membership has expanded throughout the year but the number of active participants has not grown significantly.

4. (A) monitor and raise awareness of laws or developments in laws that affect Michigan businesses and, when appropriate, make 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 regularly reviews and recommends amendments to the BCA. As noted above, we developed the next round of BCA amendments currently pending in the Michigan legislature.

(B) provide assistance to appropriate 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.

(C) as appropriate, provide amicus curie 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. Most recently, this involved participation by committee members in the preparation of an amicus brief in the case of Madugula v Taub, in which the Supreme Court substantially adopted the positions urged by the Section's amicus brief.

(D) educate and seek input from Michigan businesses, their owners and employees, and Michigan attorneys 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 of the Strategic Plan).

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 edition of the Business Law Journal. The Committee is also responsible will be the Fall 2017 issue. We have generated a number of articles from various sources for that issues, which has not been published as of the date of this report but should be published soon.

5. Include social activities as an element of Section activities and educational programs. (Article IV, 1 of the Strategic Plan).

We have not sponsored or included social activities as a Committee, inasmuch as most of our meeting participation has been by remote means.

Justin G. Klimko, Chair
Butzel Long
150 W. Jefferson, Suite 150
Detroit, MI 48226
313-225-7037
klimkojg@butzel.com

November 20, 2017