

**CORPORATE LAWS COMMITTEE
ANNUAL REPORT PREPARED FOR THE
DECEMBER 1, 2018 ANNUAL MEETING**

Please describe your committee's activities during the 2017-2018 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 was responsible for the Fall 2017 edition of the Business Law Journal, was published in early 2018.

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).

Our amendments to the Business Corporation Act were passed and signed into law as PA 85 of 2018 and became effective in June. The Committee has also convened a committee of individuals from within and outside the committee to study Michigan's oppression statutes to determine whether to recommend changes.

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).

Professor Michael Molitor of Western Michigan University Cooley Law School has been appointed as committee vice chair. 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 BCA amendments that became law in 2018.

(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 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 2017 edition of the Business Law Journal, which contained a number of articles from various contributors.

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
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November 20, 2018