

**CORPORATE LAWS COMMITTEE
ANNUAL REPORT PREPARED FOR THE
DECEMBER 4, 2020 COUNCIL MEETING**

Please describe your committee's activities during the 2019-2020 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 and the Business Boot Camp.

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 most recent amendments to the Business Corporation Act were passed and signed into law in 2018. The Committee also convened a study group of individuals from within and outside the committee to study Michigan's oppression statutes to review issues related to oppression and to determine whether to recommend changes to the statutes. The Oppression Study Group did not determine to recommend changes at this time, but has provided a number of articles for the pending issue of the Michigan Business Law Journal, has contributed to the ICLE symposium on shareholder and member oppression and has liaised with business law court judges on the topic.

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 is the committee vice chair. We have promoted committee involvement and have added additional new members to the committee in the course of the year. Requests for participation generally are forwarded to me. Committee membership has expanded 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. Our most recent project relates to the Oppression Study Group described above.

(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. As mentioned above, the Oppression Study Group has also held discussions with business law court judges and offered to address one of their group seminars.

(C) as appropriate, provide amicus curie briefs related to business-related issues being addressed by the courts; and

In the past the committee has taken the lead in preparing amicus briefs on behalf of the Business Law Section, at the request of both the Michigan Court of Appeals and the request of the Michigan Supreme Court.

(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 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 is responsible for the Fall 2020 edition of the Business Law Journal, which contains a number of articles from various contributors and should be published very 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. In addition, in-person social activities have not been possible this year due to the pandemic.

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.

Our goal will be to continue to review and update Michigan corporate law to address issues of which we are aware and to keep up to date with developments in other states and with the Model Business Corporation Act, and generally to make sure Michigan's corporate laws serve the needs of the state's business community and citizens in general.

Justin G. Klimko
Butzel Long
150 West Jefferson, Suite 900
Detroit, Michigan 48226
Telephone: 313-225-7037
Fax: 313-225-7080
e-mail: klimkojg@butzel.com

Michael K. Molitor
Professor
Western Michigan University Thomas M. Cooley
Law School
Grand Rapids, MI
Telephone: 616-301-6800 ext. 6961
e-mail: molitorm@cooley.edu

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