

STATE BAR OF MICHIGAN - BUSINESS LAW SECTION
COUNCIL MINUTES

March 10, 2016

Pursuant to notice duly given, a meeting of the Council of the Business Law Section of the State Bar of Michigan was held at the State Bar of Michigan in Lansing, Michigan on March 10, 2016. Council members present were Kevin Block, Judy Calton, Julia Dale, Shane Hansen, Mark Kellogg, Mark Peters, John Schuring, Aaron Silver (via telephone), Douglas Toering, and James Waggoner. In addition, Committee Chairs and Directors present were David Barton, DJ Culkar, Marguerite Donahue, Jane Forbes, Dee Dee Fuller, Maryann Kanary (via telephone), Richard McDonald (via telephone), Judy Miller (via telephone), Daniel Minkus (via telephone), Dawn Reamer (via telephone), and Seth Drucker. Others present were Brandon Dalziel, Kal Goren, Michael Khoury (via telephone), Dan Kopka, Cami Pendell, Terri Shoop (via telephone), and Sarah Williams.

1. Call to Order and Determination of Quorum. Section Chairperson Douglas Toering called the meeting to order at approximately 3:00 p.m. and determined that a quorum was present.

2. Approval of Minutes of December 5, 2015 Council Meeting. Mr. Toering called for a motion to approve the Minutes of the December 5, 2015 Council meeting. Pursuant to motion duly made and seconded, the Minutes were unanimously approved, 10-0-0.

3. Treasurer's Report. A written Treasurer's Report was provided to Council. Mr. Peters reported that the Section is in a good financial position. The State Bar of Michigan has mandated that expenses of \$5,000 or more must be paid with a vendor check from the State Bar of Michigan and can no longer be expensed. A 2% transaction fee will be charged to the Section for all credit card transactions. In addition, fax and mail credit card transactions will no longer be accepted. All credit card transactions must occur online. A motion was made to accept the Treasurer's report. The motion was seconded and unanimously approved, 10-0-0.

4. Chairperson's Report.

i. Corresponding with Robert Meisner. Mr. Toering discussed the Section's correspondences with Robert Meisner regarding the Nonprofit Corporation Act. It was determined that there is no value in continuing dialog with Mr. Meisner on this topic.

ii. Young Lawyers Sponsorship. Ms. Calton reported that one of the goals of our Section is to increase membership through younger attorneys. The Young Lawyers Section's Annual Summit will take place June 3-4 at the Crowne Plaza Hotel in Novi. Sponsorship in the amount of \$250 includes a table at the event, breakfast and lunch for one person, attendance at the cocktail reception, a copy of the meeting materials, and 50 words in the program. A discussion ensued regarding moving forward with sponsorship of this event. A motion was made to sponsor the 2016 Young Lawyers Annual Summit in the amount of \$250. Judy Calton will coordinate this endeavor and enlist volunteers for the table. The motion was seconded and passed unanimously, 10-0-0.

A motion was made to authorize Terri Shoop to order giveaways for the Section's various events. The motion was seconded and passed unanimously, 10-0-0.

iii. BLS Goals/Strategic Plan. Mr. Toering reiterated that one of goals of the Section is to get more involvement from attorneys in the Section. Mr. Toering discussed different approaches to make this happen. Mr. Toering suggested inviting former Chairs to the June Council meeting and dinner and encouraging them to be involved and to encourage younger attorneys at their firm to be involved. Mr. Toering stated that revising the Strategic Plan was a major accomplishment of Ms. Fuller and her committee during her tenure as Chair. A goal of the Strategic Plan is to revisit it every 5 years and a committee is needed to do so. A motion was made to revisit the Strategic Plan. Ms. Fuller will Chair the Committee. The motion was seconded and passed unanimously, 10-0-0. Mr. Block, Ms. Calton, Ms. Donahue and Mr. Peters will be on the Committee. If anyone has an interest in assisting the Committee with this project, please contact Ms. Fuller.

iv. Location for June Dinner. Locations were discussed for the Annual Council dinner. A motion was made to approve the June Annual Council dinner at Meriwether's in Southfield. The motion was seconded and passed unanimously, 10-0-0.

v. Responsibilities of Liaisons. Mr. Toering reported that the officers have discussed having liaisons to other sections. The Section currently has a liaison to the Probate Section, John Dresser. A discussion ensued regarding whether the role of the liaison should be defined, what the responsibilities should be, etc. The Strategic Plan Committee will work on defining the role of the liaisons.

vi. Free Membership for Law Students and Law Grads. A discussion ensued regarding offering free membership in the Section to law students. Free membership is offered to law students by many other Sections. A motion was made that law students and law grads that have not yet passed the Bar will get free membership in the Section. The motion was seconded and passed unanimously, 10-0-0.

vii. Tax Section Boot Camp. Mr. Toering reported that James Toth contacted him for information about a Tax Section Boot Camp. He wanted information about how we execute Business Boot Camp. Dan Minkus has spoken to Mr. Toth on this topic. Mr. Toering discussed with Mr. Toth a joint program with Tax Section, but nothing is planned. Mr. Toering will follow-up with Mr. Toth.

viii. Bar Leadership Forum Attendance. The SBM offers a bar leadership forum at Mackinac to officers of sections. Two people from any section can attend. In the past, the Section has paid travel expenses for the Forum. It was agreed by those who have attended that the Forum is well worth the dollars spent. Ms. Calton and Mr. Peters volunteered to attend on behalf of the Section in 2016. A motion was made to approve Ms. Calton and Mr. Peters attending the Bar Leadership Forum on behalf of Section and that the Section will reimburse their expenses in connection with attendance at the Forum. The motion was seconded and passed unanimously, 10-0-0.

Mr. Toering reported that the 21st Century Task Force has asked for input from the Section and the Litigation Section regarding proposed modification to court rules and administrative procedures to further promote mediation and alternative dispute resolution. The Commercial Litigation Committee reviewed the issue and received feedback from Committee members. Based on the feedback, there is no consensus. The Section is unable to provide a recommendation to the SBM.

The ABA will host Business Law leadership in Chicago on May 19-20. Mr. Toering will attend the dinner on May 19 and the Bar Business Leaders Conference on May 20.

Mr. Toering reported that Jim Cambridge and Jim Alexander were recognized as two of the 30 leaders in the law by *Michigan Lawyers Weekly*.

5. Committee/Directorship Reports.

A. Standing Committees.

(i) Business Courts Committee. A written report has have been provided by the Business Courts Committee. Round two of Business Courts and Early ADR Seminar is being planned.

(ii) Commercial Litigation Committee. A written report has been provided by the Commercial Litigation Committee.

(iii) Corporate Laws Committee. A written report has been provided by the Corporate Laws Committee.

(iv) Debtor/Creditor Rights Committee. A written report has been provided by the Debtor/Creditor Rights Committee. The Committee Chairs have been working on securing additional and successor leadership. Seth Drucker and Paul Hage have agreed to serve as Vice Co-Chairs. The Committee requests approval to advocate amendments to Michigan's exemptions which apply outside of bankruptcy for retirement savings and college savings accounts. MCL 600.60231(k) and (l), as currently drafted, exempt only "a" plan or "an" account – interpreted as just one plan or account being exempted. The proposed amendments would exempt all tax qualified amounts deposited in such plans or accounts more than 720 days before the collection activity, plus capped amounts deposited more recently, and college savings accounts for up to all of the debtor's children, step-children, grandchildren and step-grandchildren. The proposed language was adopted from language to that effect in the Bankruptcy Code and Internal Revenue Code. A motion was made to allow the Debtor/Creditor Rights Committee to advocate for amendment to MCL 600.60231(k) and (l) as presented in the Debtor/Creditor Rights Committee Report prepared for the March 10, 2016 Council meeting in substantially the same form. The motion was seconded and passed unanimously, 10-0-0.

(v) Financial Institutions Committee. No written report.

(vi) In-House Counsel Committee. A written report has been provided by the In-House Counsel Committee. Ms. Reamer reported on the May 17 Crain's General & In-House Counsel Summit. A motion was made to approve the agreement submitted by Crain's and approved by the SBM. The motion was seconded and passed unanimously, 10-0-0. Mr. Silver reported that GM has suggested putting together a fall program. The program in mind is an automotive based conference to occur in fall with focus on autonomous vehicles, the technology, and where we are going in the autonomous world. GM is looking for commitment and support from the Section. GM's legal team is available for support. GM would use connections in Michigan and Washington DC, and would discuss the difficulties of legislating autonomous vehicles. The idea would be to bring all of the experts together for a fall automotive focused conference to occur at the Renaissance Center with support and leadership from GM legal staff. The seminar would be open to everybody. Attendees would pay to attend. There is no financial commitment from GM. A motion was made that the Section express its general support with respect to a conference on autonomous vehicles with a Steering Committee selected by the In-House Counsel Committee. The motion was seconded and passed, 10-0-0.

(vii) Law Schools Committee. A written Report has been provided by the Law Schools Committee.

(viii) LLC & Partnership Committee. A written report has been provided by the LLC & Partnership Committee.

(ix) Nonprofit Corporations Committee. A written report has been provided by the Nonprofit Corporations Committee.

(x) Regulation of Securities Committee. A written report has been provided by the Regulation of Securities Committee.

(xi) Small Business Forum. No written report.

(xi) Uniform Commercial Code Committee. No written report.

A motion was made to approve all oral and written reports of the Committees. The motion was seconded and passed unanimously, 10-0-0.

B. Directorship Reports.

(i) Communication & Development Directorship. A written report has been provided by Communication & Development Directorship.

(ii) Legislative Review Directorship. A written report has been provided by the Legislative Review Director.

(iii) Nominating Directorship. A written report has been provided by the Nominating Director.

(iv) Programs Directorship. A written report has been provided by the Programs Directorship. The Business Law Institute has been scheduled for October 7, 2016 at the Amway Grand Plaza Hotel in Grand Rapids. The event will include presentation of the Schulman Award at lunch, and a strolling wine tasting and food pairing event in the evening. Business Boot Camp I will be held November 3-4 in Grand Rapids and January 30-31, 2017 in Plymouth.

a. ICLE Liaison. A written report has been provided by the ICLE Liaison. Ms. Donahue reported that ICLE requests the Council's approval for the following programs for fiscal 2017 (July 2016 – July 2017):

- Negotiating and Drafting Promissory Notes (September 2016)
 - Liquor Licenses (January 2017)
- Valuation of the Family Business in a Divorce (March 2017)
 - LLC Update (April 2017)

A motion was made to approve co-sponsorship of the seminars listed above. The motion was seconded and passed unanimously, 10-0-0.

(v) Publications Directorship. A written report has been provided by the Publications Director.

A motion was made to approve all oral and written reports of the Directorships. The motion was seconded and passed unanimously, 10-0-0.

C. Liaisons.

(i) Probate Section. No report.

6. Other Business and Announcements. Ms. Dale reported on the new LARA online filing system which is scheduled to go live on May 25.

7. Announcement of June 2, 2016 Council Meeting. The next meeting of the Business Law Section Council will take place on June 2, 2016 at Jaffe Raitt Heuer & Weiss in Southfield at 3:30 p.m.

8. Meeting Adjournment. There being no further business to come before the Council of the Business Law Section, upon motion duly made, seconded, and unanimously approved 10-0-0, the meeting was adjourned at approximately 5:25 p.m.

Respectfully submitted,

By: _____
Kevin Block
Secretary