

STATE BAR OF MICHIGAN - BUSINESS LAW SECTION
COUNCIL MINUTES

June 11, 2019

Pursuant to notice duly given, a meeting of the Council of the Business Law Section of the State Bar of Michigan was held at Jaffe Raitt Heuer & Weiss PC in Southfield, Michigan on June 11, 2019. Council members present were Kevin Block, Brendan Cahill (via telephone), Jennifer Consiglio, Bruce Haffey, Shane Hansen, Mark Kellogg (via telephone), Carrie Leahy, John Schuring, Scott Timmer (via telephone), James Waggoner, Ian Williamson, Christopher Yates (via telephone), and Eric Zacks. In addition, Committee Chairs, Directors, and Liaisons present were Jeffrey Ammon, Amber Beebe, Judy Calton, Marguerite Donahue, Dee Dee Fuller (via telephone), Mark High, Loukas Kalliantasis, Michael Khoury, Justin Klimko, Judith Greenstone Miller, Daniel Minkus, Jennifer Oertel (via telephone) Mark Peters, Jordan Segal, and Douglas Toering. Others present were James Carey, Alexis Derrassett, and Terri Shoop.

1. Call to Order and Determination of Quorum. Section Chair Kevin Block called the meeting to order at approximately 3:35 p.m. and determined that a quorum was present.

2. Approval of Minutes of March 7, 2019 Council Meeting. Mr. Block called for a motion to approve the Minutes of the March 7, 2019 Council meeting. A motion was made to approve the Minutes. The motion was seconded and unanimously approved, 13-0-0.

3. Treasurer's Report. A written Report has been provided by the Treasurer.

4. Chair's Report.

A. Law School Outreach. Mr. Block reported on recent and past outreach initiatives with law schools. On March 27, 2019, Kevin Block, Marguerite Donahue, Celeste Arduino, and Mark Kellogg presented as part of a panel discussion at Wayne State University Law School organized by Professor Choike. Discussions are currently taking place with Alexander Choi, a law student at University of Detroit Mercy School of Law, regarding a panel discussion which would take place in the Fall of 2019. Discussions are also underway to support the Wayne State University Law School's *Journal of Business Law's* inaugural symposium to be held on February 7, 2020.

B. Proposal for Awards for 2019 Wayne State Law School Transaction Competition. Mr. Block proposed that the Section support the 2019 Wayne State University Law School Transactional Law Competition as done in 2018. The proposal is as follows:

That each of the first place winners (4 students) in negotiations be awarded the following from the Section:

A. Cash award of \$200 each.

B. Complimentary registration at the next upcoming Business Boot Camp I and Business Boot Camp II.

C. Complimentary registration at the next Business Law Institute.

There are also two teams of two (2) students (one team for buyer's counsel, one team for seller's counsel) that are awarded first place for drafting, for a total of four (4) students.

Propose that each of the first place winners (4 students) in drafting be awarded the following from the Section:

A. Complimentary registration at the next upcoming Business Boot Camp I and Business Boot Camp I.

B. Complimentary registration at the next Business Law Institute.

A discussion ensued on this topic. It was proposed that the drafting winners also receive a cash award of \$200 each.

A motion was made to approve participation in the 2019 Wayne State University Law School Transactional Law Competition as outlined below:

That each of the first place winners in negotiations and drafting (8 students) be awarded the following from the Business Law Section:

A. Cash award of \$200 each.

B. Complimentary registration at the next upcoming Business Boot Camp I and Business Boot Camp II.

C. Complimentary registration at the next Business Law Institute.

The motion was seconded and passed unanimously, 13-0-0.

C. Sponsorships/Support of Programs.

(i) Half Day Seminar on Friday, October 11 at the WMU-Cooley's non-profit Kimble Center for Legal Drafting. Mr. Ammon was asked to participate in a half-day seminar on October 11, 2019 at the Kimble Center for Legal Drafting which is a non-profit affiliated with the WMU-Cooley Law School. Its mission is to produce and make available—to attorneys and consumers—legal documents that are clear and easily understandable. Mr. Ammon will speak at the event with two other presenters on good drafting practices. Mr. Ammon requested that the Section sponsor the event in the amount of \$500. The dollars will be used for the Center, there are no speaker fees, and the Section would be allowed to display signage and be onsite. The event will take place in Lansing at the WMU-Cooley Law School campus. The seminar will be provided by video to other Cooley campuses. This event would help with the Section's outreach to Cooley Law School. A motion was made to support the October 11, 2019 legal drafting half-day seminar at the WMU-Cooley's non-profit Kimble Center for Legal Drafting and to provide notice to Section members of the event. The motion was seconded and passed unanimously, 13-0-0. Later in the meeting a motion was made to

increase sponsorship of the legal drafting half-day seminar at the WMU-Cooley's non-profit Kimble Center for Legal Drafting to \$1,500. The motion was seconded and passed unanimously, 13-0-0.

(ii) Midwest Securities Law Institute. Mr. Block reported that the Section has traditionally supported the Midwest Securities Law Institute at some level. Mr. Schuring reported that he and Mr. Hanson have spoken with Elliott Spoon regarding sponsorship opportunities. Sponsorship of this event will help us with outreach to Michigan State Law School students. A motion was made to sponsor the Midwest Securities Law Institute in the amount of \$1,500 and to provide a giveaway at the event in the form of sponsorship for a student to attend the Business Law Institute in 2021, including payment of the seminar fee and hotel. The motion was seconded and passed unanimously, 13-0-0.

Mr. Block reported that the Section's Annual Report has been submitted to the State Bar of Michigan.

Mr. Block reported that the Section's second of two \$5,000 contributions to Access to Justice for the FYE September 30, 2019 will be made in June to account for missing the normal \$5,000 Access to Justice payment for the FYE September 30, 2018. These contributions had been approved at the Council Meeting of October 6, 2018 and are reflected in the minutes from such meeting.

5. Committee/Directorship Reports.

A. Standing Committees.

(i) Business Courts Committee. A written report has been provided by the Business Courts Committee. Mr. Toering reported that Oakland County Business Court Judge Alexander has agreed to join the Committee.

(ii) Commercial Litigation Committee. A written report has been provided by the Commercial Litigation Committee. Mr. Toering reported that a program on proposed amendments to the Michigan Court Rules is being considered. The changes will be significant and Judge Yates and Judge Alexander would present at the seminar.

(iii) Corporate Laws Committee. A written report has been provided by the Corporate Laws Committee. Mr. Klimko reported that the Committee is continuing to look at the shareholder oppression statute. There has been healthy debate, but no consensus at this time.

(iv) Debtor/Creditor Rights Committee. A written report has been provided by the Debtor/Creditor Rights Committee. Ms. Miller reported that the Committee will host a seminar on July 24, 2019 on healthcare restructuring. The panel for the seminar is remarkable and she encouraged spreading the word.

(v) Financial Institutions Committee. No report.

(vi) In-House Counsel Committee. A written report has been provided by the In-House Counsel Committee. Mr. Segal reported that the Committee will be working on a periodic e-newsletter to Committee members. The Committee will meet for the first time in several years at the end of July or in early August.

(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. Mr. Kalliantasis reported that the Committee is actively soliciting articles for the *Business Law Journal* with a deadline date of June 30, 2019.

(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. Mr. Hansen reported that July 3, 2019 will be the effective date for the new administrative rules under the Michigan Uniform Securities Act. Mr. Hansen spoke about the bad actor disqualification rule.

(xi) Small Business Forum. A written report has been provided by the Small Business Forum. Mr. Haffey reported that a seminar on drafting tips will take place in Grand Rapids on June 19, 2019 and in Troy on June 26, 2019.

(xii) Uniform Commercial Code Committee. A written report has been provided by the Uniform Commercial Code Committee.

B. Directorships.

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

(ii) Diversity & Inclusion Directorship. A written report has been provided by the Diversity & Inclusion Directorship. Mr. Peters reported that the Directorship is seeking approval of Amber Beebe as Chair of the Directorship. A motion to approve Amber Beebe as Chair of the Diversity & Inclusion Directorship was made, seconded and approved, 13-0-0.

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

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

(v) Programs Directorship. A written report has been provided by the Programs Directorship. Mr. Peters reported that the Section has some returning

and some new sponsors for the Business Law Institute (“BLI”) including Stout, Charter Capital, Chemical Bank, Comerica Bank, Rehmann (food sponsor), Merrill, and J.P. Morgan. Aon will be attending the BLI this year and would be a good target for future sponsorship. Plante Moran will attend our event to learn about it and consider future sponsorship. Sarah Williams will take over the sponsorships next year. Mr. Minkus reported that the Directorship is actively planning Boot Camp I and he will be reaching out to firms soon hoping for firm sponsorship of the event.

a. ICLE Liaison. A written report has been provided by the ICLE Liaison. Ms. Donahue reported that ICLE is requesting Section co-sponsorship at no cost to the Section of:

- (i) Liquor Licenses 101 scheduled to film July 9, 2019;
- (ii) Winding Down a Closely-Held Business scheduled to film September 17, 2019; and
- (iii) Business Entity Update 2020 scheduled to file June 9, 2020.

A motion was made to co-sponsor at no cost to the Section: Liquor Licenses 101, Winding down a Closely-Held Business, and Business Entity Update 2020. The motion was seconded and passed unanimously, 13-0-0.

(vi) Publications Directorship. No written report.

C. Liaisons.

- (i) Probate Section. No report.
- (ii) Young Lawyers Section. No report.

6. Other Business and Announcements.

(a) Schulman Award. Mr. Block reported that historically a committee would identify candidates for the Award. Last year it was determined that the process would be different with the Executive Committee taking charge of the process and consulting with past recipients of the Award. Ms. Consiglio reported that in May the Executive Committee met and discussed various potential candidates. Mr. Block recused himself from the process. The Executive Committee formed an Ad Hoc Committee consisting of the Executive Committee and Dan Minkus, Jeff Ammon and Dee Dee Fuller. In late May the Committee met and considered nominees. This 2019 Schulman Award recipient is Eric Lark.

7. Announcement of Annual Meeting and Council Meetings. The Annual Meeting will take place on October 4 at 12:30 p.m. with a Council meeting immediately following. An additional Council meeting will take place on October 5, 2019 at 9:00 a.m. The location for the meetings is the Amway Grand Plaza Hotel in Grand Rapids.

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 13-0-0, the meeting was adjourned at 4:35 p.m.

Respectfully submitted,

By: _____
John T. Schuring
Secretary