

STATE BAR OF MICHIGAN - BUSINESS LAW SECTION
COUNCIL MINUTES

June 2, 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 offices of Jaffe, Raitt, Heuer & Weiss in Southfield, Michigan on June 2, 2016. Council members present were Kevin Block, Judy Calton, Jennifer Consiglio, Julia Dale (via telephone), Shane Hansen, Mark Kellogg (via telephone), Daniel Morley, Mark Peters, John Schuring, Aaron Silver (via telephone), Douglas Toering, and Christopher Yates (via telephone). In addition, Committee Chairs and Directors present were James Carey, DJ Culkar, Marguerite Donahue, John Dresser, Dee Dee Fuller, Patrick Haddad (via telephone), Bruce Haffey, Mark High, Richard McDonald, Judy Miller, Daniel Minkus, and Jennifer Oertel (via telephone). Others present were Donald DeLong, Austin Hirschhorn, Laura Johnson, Michael Khoury, Sara MacWilliams, Wendy Richards, Jerome Rock, Terri Shoop, Peter Sugar, and Laura Vogel.

1. Call to Order and Determination of Quorum. Section Chairperson Douglas Toering called the meeting to order at approximately 3:30 p.m. and determined that a quorum was present.

2. Approval of Minutes of March 10, 2016 Council Meeting. Mr. Toering called for a motion to approve the Minutes of the March 10, 2016 Council meeting. Pursuant to motion duly made and seconded, the Minutes were unanimously approved, 12-0-0.

3. Treasurer's Report. A written Treasurer's Report was provided to Council. Mr. Peters reported that revenue is down due to a reduction in dues revenue and lack of Business Boot Camp last year. Budget requests should be sent to Mr. Peters by August 10, 2016. A motion was made to accept the Treasurer's report. The motion was seconded and unanimously approved, 12-0-0.

4. Chairperson's Report.

i. Solo & Small Firm Institute. The Section will be a sponsor in the amount of \$2,500 at the Solo & Small Firm Institute in Grand Rapids in September. Dee Dee Fuller, John Schuring, Christopher Yates and Laura Vogel will coordinate and staff the table at the event.

ii. Young Lawyers Summit Sponsorship. The Section is a \$250 sponsor at the Young Lawyers Section Annual Summit which will take place June 3-4 at the Crowne Plaza Hotel in Novi. Ms. Calton reported that staffing for the event has been confirmed.

iii. Update of Strategic Plan. Ms. Fuller reported that the Strategic Plan Committee has had its first conference call and that subsequent conference calls will take place on the second and fourth Wednesdays of each month. The Committee is currently working on a survey. Ms. Calton will draft survey questions. The State Bar of Michigan will help with the questionnaire.

iv. 21st Century Practice of Law Report. The Report was distributed to Council. Mr. Toering went through important points with respect to the Report.

v. Newsletters. Mr. Toering reported that he will restart the e-newsletter. For the time being, he will prepare the e-newsletters.

vi. Letter From National Lifers of America Inc. at Chippewa Correctional Facility. Mr. Toering reported on a letter he received from David Austin which was distributed to Council. Mr. Austin is seeking skilled professionals to present at the prison. Please let Mr. Toering know if you are interested in this opportunity.

vii. Schulman Award. It was announced that Timothy Damschroder is the recipient of the Schulman Award for 2016 after unanimous approval by the Executive Committee. A public announcement will be made at the Annual Council dinner at Meriwether's tonight.

5. Committee/Directorship Reports.

A. Standing Committees.

(i) Business Courts Committee. A written report has have been provided by the Business Courts Committee. Judge Yates discussed proposed amendments regarding Business Courts. He stated that the revisions are minor changes to the jurisdictional statutes and are not controversial. Judge Yates also discussed the issue of heavy workloads of the Business Court Judges.

(ii) Commercial Litigation Committee. A written report has been provided by the Commercial Litigation Committee. Mr. Toering reported that the ADR Section is recommending a statewide roster of mediators. This would eliminate the requirement that the prospective mediator submit an application to each circuit court. The Committee supports this principle, but would want to examine the specific language before fully supporting the proposal. The Committee requests Council approval to support in principle the ADR Section's request. A motion was made that the Section would support in principle a statewide roster of mediators. The motion was seconded and passed unanimously 12-0-0.

(iii) Corporate Laws Committee. A written report has been provided by the Corporate Laws Committee. A discussion ensued regarding HB 5710. Mr. Hansen will contact Mr. Klimko regarding this issue.

(iv) Debtor/Creditor Rights Committee. A written report has been provided by the Debtor/Creditor Rights Committee. Ms. Calton reported on a recent ruling upholding MCR 2.622. Ms. Calton also reported on the SCAO forms worked on by the Committee, four of which were approved.

(v) Financial Institutions Committee. No report.

(vi) In-House Counsel Committee. A written report has been provided by the In-House Counsel Committee.

(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. Carey reported that the *Allard* opinion was received. The Court agreed with the Committee on all points.

(ix) Nonprofit Corporations Committee. A written report has been provided by the Nonprofit Corporations Committee. Jane Forbes is retiring after serving the Committee for more than 3 decades. A motion was made to appoint Celeste Arduino to serve as Co-Chair of the Committee with Jennifer Oertel. The motion was seconded and passed unanimously, 12-0-0. A motion was made to honor Jane Forbes for her years of service to the Committee. Jane will be presented with a certificate of appreciation and gift at the Business Law Institute. The motion was seconded and passed unanimously, 12-0-0.

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

(xi) Small Business Forum. A written report has been provided by the Small Business Forum. Global Business Coming Local-Helping Foreign Business Locate in Michigan will be presented in Troy on June 23.

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

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. Please contact Ms. Fuller with nominations for Council.

(iv) Programs Directorship. A written report has been provided by the Programs Directorship. Mr. Minkus reported that the Business Law Institute will be held on October 7, 2016 at the Amway Grand Plaza Hotel in Grand Rapids. It is being held in connection with ArtPrize. The Friday evening event will be a high-end food pairing. Business Boot Camp I will be held November 3-4, 2016 in Grand Rapids and January 30-31, 2017 in Plymouth. Mr. Minkus will be contacting Section members at large firms seeking firm level support.

a. ICLE Liaison. A written report has been provided by the ICLE Liaison.

(v) Publications Directorship. A written report has been provided by the Publications Director. Mr. McDonald reported that the Fall Issue of the *Journal* is assigned to the Financial Institutions Committee. The Committee is light on articles. If you have an article to contribute, please contact Mr. McDonald. The due date is July 31.

C. Liaisons.

(i) Probate Section. No report.

A motion was made to approve all oral and written reports of the Committees and Directorships. The motion was seconded and passed unanimously, 12-0-0.

6. Other Business and Announcements. Ms. Dale reported on the new LARA online filing system . Testing on the new system is underway and there were more issues than anticipated. There is no estimated release date.

7. Announcement of October 7, 2016 Annual Meeting and October 7 and 8, 2016 Council Meetings. The Annual Meeting of the Section will take place on October 7, 2016 at 11:45 a.m. at the Amway Grand Plaza Hotel in Grand Rapids. The next meeting of the Business Law Section Council will take place on October 7, 2016 at the Amway Grand Plaza Hotel in Grand Rapids immediately following the Annual Meeting. A further meeting of the Business Law Section Council will take place on October 8, 2016 at the Amway Grand Plaza Hotel in Grand Rapids at 9 a.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 12-0-0, the meeting was adjourned at approximately 5:30 p.m.

Respectfully submitted,

By: _____
Kevin Block
Secretary