

STATE BAR OF MICHIGAN - BUSINESS LAW SECTION
COUNCIL MINUTES

June 6, 2017

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 Honigman, Miller, Schwartz & Cohn offices in Bloomfield Hills, Michigan on June 6, 2017. Council members present were Kevin Block, Judy Calton, Jennifer Consiglio (via telephone), Shane Hansen, Daniel Morley (via telephone), Mark Peters, John Schuring, Ian Williamson (via telephone), James Waggoner (via telephone), and Christopher Yates (via telephone). In addition, Committee Chairs and Directors present were Celeste Arduino, David Barton (via telephone), D.J. Culkar, Marguerite Donahue, Dee Dee Fuller (via telephone), Justin Klimko, Daniel Minkus, and Douglas Toering. Others present were Laura Johnson, Michael Khoury (via telephone), Terri Shoop, and Laura Vogel.

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

2. Approval of Minutes of March 2, 2017 Council Meeting. Ms. Calton called for a motion to approve the Minutes of the March 2, 2017 Council meeting. A motion was made to approve the Minutes. The motion was seconded and unanimously approved, 10-0-0.

3. Treasurer's Report. A written Treasurer's Report was provided to Council. Mr. Block asked that Committee Chairs and Directors email budget requests to him by August 11. A motion was made to accept the Treasurer's Report. The motion was seconded and unanimously approved, 10-0-0.

4. Chair's Report.

A. Access to Justice Donation. Ms. Calton asked for approval for the Section's annual \$5,000 donation to the Access to Justice Fund through Community Legal Resources. Ms. Calton stated that in fiscal year 2016-2017, the Section will have made a total of two \$5,000 donations as the donation for the 2015-2016 fiscal year was accounted for in the 2016-2017 fiscal year. A motion was made to approve a donation to the Access to Justice Fund through Community Legal Resources in the amount of \$5,000 for fiscal year 2016-2017. The motion was seconded and unanimously approved, 10-0-0.

B. Liaison Definition. Ms. Calton presented the proposed definition of liaison to the Section:

PROPOSED DEFINITION OF LIAISON

The liaison to the _____ is responsible for (a) developing and maintaining bilateral communications between the Business Law Section and _____ on matters of mutual interest and concerns; (b) attending meetings and/or events of _____ as an ambassador from the Business Law Section; (c) reporting to the Business Law Council

about the mutual interests and concerns of the Business Law Section and _____, by written reports and/or attendance at Business Law Council meetings; and (d) planning, organizing, and co-sponsoring joint seminars, programs and events of mutual interest to the Business Law Section and _____.

A motion was made to accept the definition of liaison as presented. The motion was seconded and unanimously approved, 10-0-0.

C. HB 4463. Ms. Calton reported on HB 4463 and a discussion ensued regarding taking a position on the bill. It was determined that the Section will take a position against HB 4463. A motion was made to enter a position against HB 4463. The motion was seconded and unanimously approved, 10-0-0.

D. Membership Recruiting. Ms. Calton reported that the Section is down by 172 members from last year with a total of 3,322 members. A discussion ensued regarding ways to promote the Section, including an introductory rate. If the Section decides to proceed with an introductory rate, the deadline is May 1, 2018.

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 on the successful May 2 seminar co-sponsored with the Michigan Judicial Law Institute.

(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. Ms. Calton reported that two Co-Vice Chairs, Paul Hage and Marc Swanson, were added to the Committee leadership last year. The additions have been terrific and have increased energy and membership.

(v) Financial Institutions Committee. A written report has been provided by the Financial Institutions Committee. Mr. Culkar reported on service of process challenges with financial institutions.

(vi) In-House Counsel Committee. No report.

(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. Mr. Hansen gave an update on proposed securities rules and interactions with the Committee and the Corporations, Securities and Commercial Licensing Bureau.

(xi) Small Business Forum. A written report has been provided by the Small Business Forum.

(xii) 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 the 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. Ms. Fuller is seeking suggestions for Council members and will follow up with the Executive Committee with recommendations.

(iv) Programs Directorship. A written report has been provided by the Programs Directorship. The 2017 Business Law Institute will take place at the Amway Grand Plaza Hotel in Grand Rapids on October 6.

a. ICLE Liaison. A written report has been provided by the ICLE Liaison. Ms. Donahue asked Council for approval to co-sponsor with ICLE, at no cost to the Section, *Nonprofit Corporations (October 2017) and Business Law Entity Update 2018 (June 2018)*. A motion was made to approve co-sponsorship with ICLE of *Nonprofit Corporations (October 2017) and Business Law Entity Update 2018 (June 2018)*. The motion was seconded and unanimously approved, 10-0-0.

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

D. Liaisons.

(i) Probate Section. No report.

(ii) Young Lawyers Section. No report.

6. Other Business and Announcements.

A. Section Service to and Promotion at Michigan Law Schools. Mark Peters discussed the April 3 meeting between Mark Peters, Kevin Block, Mark Kellogg, Eric Zacks (Wayne State University) and Carolyn Noble (Wayne State University) to discuss how the Section can increase its value as a resource to the state law schools and increase awareness, interest and membership in the Section. The intent is to use Wayne State as a test case to explore what services are effective in advancing this goal so that similar services could be offered to other law schools in the state which have an interest. Potential services were discussed and a discussion ensued regarding this matter.

B. Schulman Award. The 2017 recipient of the Schulman Award is John Trentacosta. John is a former Section Chair, member of the UCC Committee, and ICLE speaker.

7. Announcement of October 6 and 7, 2017 Council Meetings. The next Council meeting will occur at the luncheon at the Business Law Institute at approximately 12:00 p.m. [note date and time of both meetings?]

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 4:43 p.m.

Respectfully submitted,

By: _____
Jennifer Consiglio
Secretary