

**STATE BAR OF MICHIGAN
BUSINESS LAW SECTION
COUNCIL MEETING MINUTES**

September 12, 2001

This meeting of the Council of the Business Law Section of the State Bar of Michigan was held at the Lansing Center, in Lansing, Michigan, on September 12, 2001 at 10:00 a.m., pursuant to notice duly given.

- I. Call to Order and Determination of Quorum. Section Chairperson, Daniel H. Minkus, called the meeting to order at 10:00 a.m., and determined with the other officers present that a quorum existed.
- II. Approval of Minutes of Meeting of May 19, 2001. Mr. Minkus called for a motion to approve the Minutes of the Council Meeting held on May 19, 2001. Pursuant to motion duly made and seconded, the Minutes were unanimously approved.
- III. Nomination of Officers. The following persons were presented for nomination by the Executive Committee: Tracy T. Larsen as Section Chairperson, Timothy R. Damschroder as Vice-Chairperson, G. Ann Baker as Secretary, and David Foltyn as Treasurer.
- IV. Election of Officers. Pursuant to motion duly made, no second being required, the nominations of the Officers (as stated above Item III) were unanimously approved.
- V. Incoming Chairperson's Report. Mr. Larsen thanked Daniel Minkus for his successful term as Section Chairperson. Mr. Larsen hopes to continue the momentum from Mr. Minkus' term. His priorities for the upcoming year include: (1) continuing to focus on committee activity (educational and legislative programs), and (2) increasing member participation at the committee level.
- VI. Council Approval of Committee Chair Appointments. A request was made for a motion to approve the extension of current Committee Chairpersons' terms. Pursuant to a motion duly made and seconded, it was unanimously approved. There were no Directorship appointments or extensions necessary as all current Directors are serving the second of their two-year terms.
- VII. Committee/Directorship Reports.
 - A. Standing Committees:
 1. Agricultural Committee - A written report of this Committee is attached to these Minutes.
 2. Commercial Litigation - A written report of this Committee is attached to these Minutes.

3. Corporate Laws - A written report of this Committee is attached to these Minutes.
4. Debtor/Creditor Rights - A written report of this Committee is attached to these Minutes.
5. Financial Institutions - A written report of this Committee is attached to these Minutes.
6. In-House Counsel - No report.
7. Nonprofit Corporations - No report.
8. Regulation of Securities - No report.
9. Uniform Commercial Code - A written report of this Committee is attached to these Minutes.
10. Unincorporated Enterprises - No report.

B. Ad Hoc Committees - No reports.

C. Directorship Reports

1. Legislative Review - A written report is attached to these Minutes.
2. Publications - No report.
3. Technology - No report.
4. Programs - A written report is attached to these Minutes. Mr. Larsen directed anyone with suggestions for the Mid-Year Meeting to see either Eric Lark or Mark Aiello. Mr. Larsen thanked Mr. Lark and Mr. Aiello for the tremendous amount of work they do.
5. Section Development - No report.

VIII. Liaison Reports. No reports.

IX. Other Business and Announcements. Justin Klimko reported that the Chief Clerk of the Court of Appeals inquired as to the Section's interest in filing an amicus brief in the case of *Estes v Idea Engineering*, now under reconsideration by a special panel of the Court of Appeals. He explained that the special panel was convened to determine the correct interpretation of §489 of the BCA; and to reconcile the original *Estes* opinion with the earlier Court of Appeals holding in *Baks v Maroun*. Discussion followed and it was noted that the Section is required, prior to submitting any such filing, to confirm with the State Bar of Michigan that there is no conflicting stance taken by another section or the Bar itself. It was also noted that the issue of the filing such a brief as Section action had not been noticed in connection with the meeting; Mr. Klimko thereupon requested the council to authorize the Corporate Laws Committee to file such a brief on its own behalf. Upon motion duly made and seconded, it was

RESOLVED that the Corporate Laws Committee of the Section be authorized and directed to prepare and file an amicus brief in the Estes case, subject to confirmation by the Chairman that there would be no conflict with any position taken by the Bar or another section. Mr. Klimko will work with Cyril Moscow on the preparation and filing of the brief and will consult with the Chairman prior to filing.

- X. Announcement of December Meeting. Notification of the December meeting will be forthcoming. It will most likely be held in the Livonia, Michigan area.
- XI. Meeting Adjournment. There being no further business to come before this meeting of the Council of the Business Law Section of the State Bar of Michigan, upon a motion duly made and seconded, and unanimously approved, the meeting was adjourned.

Respectfully submitted,

By: 

G. Ann Baker
Secretary of the Business Law Section