

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

**December 8, 2001**

This meeting of the Council of the Business Law Section of the State Bar of Michigan was held at the Embassy Suites in Livonia, Michigan, on December 8, 2001 at 10:00 a.m., pursuant to notice duly given.

PRESENT: Tracy T. Larsen, Timothy R. Damschroder, G. Ann Baker, David Foltyn, Eric I. Lark, Diane L. Akers, Richard Sundquist, Vicki Martin Anderson, Judy B. Calton, David D. Joswick, Dan Kopka, Arthur Dudley, Dee Dee Fuller, Justin G. Klimko, Cyril Moscow, Mark R. Lezotte, John Dresser, Michael Khoury, Fred Miller, and Laura Jones.

1. Call to Order and Determination of Quorum. Section Chairperson, Tracy T. Larsen, called the meeting to order at 10:00 a.m., and determined with the other officers present that a quorum existed.
2. Approval of Minutes of Meeting of September 12, 2001. Mr. Larsen called for a motion to approve the Minutes of the Council Meeting held on September 12, 2001. Pursuant to motion duly made and seconded, the Minutes were unanimously approved.
3. Treasurer's Report. Mr. Foltyn reported that the Section continues to be financially sound and has a surplus of approximately \$193,000.00. Committee budgets for the 2001/02 year will be the same as last year unless a request to change a budget is submitted. Budgets will be discussed and voted on at the March 7, 2002 meeting.
4. Chairperson's Report.
  - a. Chairman Larsen indicated that the Section was asked if we would be interested in participating in the electronic filing program. The Section elected to pass.
  - b. Access to Justice Campaign. Chairman Larsen proposed that Section continue to contribute to the ATJ Campaign. Chairman Larsen proposed that we make the same contribution as last year (\$5,000.00).
  - c. Stephen H. Schulman Memorial. The Section made a contribution to Wayne State University Law School via the Stephen H. Schulman Memorial Fund. Cyril Moscow reported that our contribution may have been used to purchase corporate/security books for the Stephen H. Schulman Memorial Room in the WSU Law School Library. Mr. Lark noted that the Section was listed in the General Donor section of a report he received from WSU. Chairman Larsen opened a discussion as to whether the Section would like to make another contribution this year. Chairman Larsen noted that last year's contribution was a one-time gift with future gifts being left to the discretion of council vote. Mr. Moscow indicated that the library's budget is very tight. Mr. Joswick indicated that whatever we do we must designate that it go to the Schulman Fund. Ms. Baker will review the letter that was sent to WSU at the time of the gift.

d. **Committee Development.** Chairman Larsen would like the focus of our group to be to attract and engage members into committees. Section is woefully represented outside the Detroit and Grand Rapids areas. Last year the officers tried to generate committee interest from within their own firms, but it didn't really go anywhere. Chairman Larsen asked each committee to come up with a plan to encourage participation taking geography into consideration. Once a member becomes a committee chair, he/she seems to remain in that capacity forever. A discussion ensued as to whether we should consider term limits. Mr. Klimko suggested that committee chairs stay because no one else wants to do it. Mr. Dresser reported that this issue will be discussed at the SBM's Committee Summit in Feb. 2002. The President wants to look at the way our committees communicate with SBM staff and how information gets passed down. The SBM has eliminated some of its committees. If term appointment, more likely to dive in, go hard, and finish up. Whereas, if lifetime appointment, don't put the commitment into it that is necessary. Chairman Larsen asked members to share their views with the officers by e-mail on this sensitive subject. Mr. Dresser indicated that what he hears in the southern area of the state is that there are a number of business lawyers who don't do \$50 million dollar transactions that would like to get involved but wonder why they should. Perception that it is all Wayne, Oakland and Macomb lawyers. Mr. Damschroder suggested that some committees don't really meet, they just do seminars. It is not necessarily the function of this Section to mandate meetings. Mr. Foltyn suggested that perhaps the best approach is to form a subcommittee to determine the Section's objectives, impediments, outreach, etc. to analyze this issue. Mr. Damschroder indicated that Section Development is finalizing a survey that will be sent out to the section to determine member practice areas. Preliminary results/lists will be distributed at March meeting. Committee chairs could use lists to get mailings out.

e. **Business Law Journal.** Dan Kopka of ICLE indicated that the BLJ looks great. Future issues will not be as thick. Mr. Larsen indicated that the partnership with ICLE is wonderful and the BLJ will be well received.

5. Committee/Directorship Reports.

A. **Standing Committees**

1. **Agricultural Committee - No report.**
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 - A written report of this Committee is attached to these Minutes.

8. Regulation of Securities - No report.

9. Uniform Commercial Code - A written report of this Committee is attached to these Minutes.

10. Unincorporated Enterprises - A written report of this Committee is attached to these Minutes.

B. Ad Hoc Committees. ABA set of guidelines have been revised.

C. Directorship Reports.

1. Legislative Review - A written report is attached to these Minutes.

2. Programs - A written report is attached to these Minutes. An Outline for the Mid-Year Meeting is attached.

3. Publications - A written report is attached to these Minutes. Great job on BLJ. Ms. Baker indicated that she agreed to do the "*Did You Know*" column for this issue and the next, but need volunteers for the summer and fall issues. Ms. Calton asked if committees still responsible for theme issues. Mr. Larsen indicated that they are not theme issues as in the past but committees will still be solicited for articles.

4. Section Development - A written report is attached to these Minutes. If anyone knows of a member who is interested in becoming more involved in committee work, please pass the names along. We know of two openings already for next year in Legislative Review and Programs.

5. Technology - A written report is attached to these Minutes. If committees have upcoming activities, please let him know. We need content for the website. Will work with Dan Kopka (ICLE) to get BLJ articles onto the website. Discussion ensued regarding institution of a cyber court. Constitutional issues with first bill. Current bill indicates that you can only practice in cyber court if you are admitted to practice in Michigan. It will not be an internet court; more for corporate disputes. Mr. Dresser indicated that draft court rules are being written now for a cyber court in Washtenaw.

6. Liaison Reports. None.

7. Other Business and Announcements. None.

8. Announcement of December Meeting. The March meeting will be held on March 7, 2002 at the State Bar of Michigan's Offices in Lansing, Michigan.

9. 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