

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

December 5, 2009

Pursuant to notice duly given, a meeting of the Council of the Business Law Section of the State Bar of Michigan was held at Bodman LLP in Detroit, Michigan on Saturday, December 5, 2009. Council members present were Judy Calton, James Carey, Marguerite Donahue, David Eberhard, Dee Dee Fuller, Edwin Lukas, D. Richard McDonald, Thomas Morris, Douglas Toering and Robert Wilson. Committee members present were Diane Akers, Ann Baker, Timothy Damschroder, Jane Forbes, Mark High, Justin Klimko, Daniel Minkus, Jerome Schwartz and Jay VandeWyngearde. Others present by invitation Julia Dale, Dan Kopka and Terri Shoop.

1. Call to Order and Determination of Quorum. Section Chairperson, Dee Dee Fuller, called the meeting to order at approximately 10:16 a.m. and determined that a quorum was present.

2. Approval of Minutes of September 24, 2009 Council Meeting. Ms. Fuller called for a motion to approve the Minutes of the Meeting of the Council from September 24, 2009. Pursuant to motion duly made and seconded, the Minutes were unanimously approved 10-0-0.

3. Treasurer's Report. A written Treasurer's Report is attached to these Minutes. Ms. Donahue reported that the *Business Law Journal* is the most significant expense of the Section. Semi-annual payments are due to ICLE this year, and three issues will be published. Ms. Donahue believes that advertising would assist the Section in offsetting publication expenses. A proposed budget was previously prepared and circulated. Committees and Directorships were asked to be judicious with their spending. In light of recessionary economic pressures, the Section anticipates a decrease in revenues associated with membership dues. Section development, therefore, must remain a high priority. Pursuant to motion duly made and seconded, the 2009-2010 Budget was unanimously approved 10-0-0.

4. Chairperson's Report.

(a) Strategic Plan. Ms. Fuller reported that a committee has been established to review and recommend revisions to the Strategic Plan. The Committee conducted several conference calls to discuss the Plan and decided to survey the Section membership regarding the Plan. The Committee then developed survey questions that will be distributed by the State Bar of Michigan to Section members within the next week. Section members will have one week to complete the survey, although a one-week extension will be given. The State Bar of Michigan will compile the information and provide it to the Committee. The Committee will then work to update the Plan.

(b) Council Listserv. Ms. Fuller inquired whether the Council is interested in establishing a listserv for communications among Council members. A discussion ensued on the

topic, including whether such listserv should be an announcement only list or a list with dialog. The issue will be reconsidered at the March meeting.

(c) Requests for Funds by Committees and Directorship. Ms. Fuller clarified for meeting participants that when a committee or directorship submits a budget request and the committee or directorship is granted such funding as part of the Section's budget, those funds are available to the committee or directorship during that budget year only. If the funds are not used during that budget year, the budgeted amount does not carryover for use in the next budget year. Budget requests must be made and approved annually.

(d) Advertising in the *Business Law Journal*. Ms. Fuller raised the issue of advertising in the *Business Law Journal* as a potential revenue source. A discussion ensued regarding the identity of potential advertisers in the *Journal*. Current sponsors of the Business Law Institute, as well as service providers and law firms, were identified as potential sponsors. The group also discussed delegating to a committee the authority to approve advertising. The group acknowledged that advertising in the *Journal* would likely assist with Business Law Institute sponsorship by packaging advertising opportunities, but that the Section must ascertain whether the State Bar of Michigan and ICLE would permit advertisements. Ms. Fuller agreed to lead a committee to investigate this topic.

(e) Outreach. The group discussed the need to promote Section development events. Ms. Fuller recommended that the Section utilize descriptive and plain English names for events. Ms. Fuller asked the group to give thought to the topic and email her with suggestions.

(f) Access to Justice. The Section will continue to support the Access to Justice Program.

5. Committee/Directorship Reports.

a. Standing Committees.

(i) Commercial Litigation Committee. A written report of the Commercial Litigation Committee is attached to these Minutes.

(ii) Corporate Laws Committee. A written report of the Corporate Laws Committee is attached to these Minutes. Mr. Klimko reported that the Committee is in the process of considering another round of amendments to the Business Corporation Act.

(iii) Debtor/Creditor Rights Committee. A written report of the Debtor/Creditor Rights Committee is attached to these Minutes. The Committee is attempting to influence the Michigan legislature to update the exemption schedule. Karoub & Associates has not been able help the Committee to get a bill before the State legislature. The Committee is exploring alternate approaches.

(iv) Financial Institutions Committee. A written report of the Financial Institutions Committee is attached to these Minutes.

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

(vi) Law Schools. A written report of the Law Schools Committee is attached to these Minutes. Mr. Lukas reported that there was a very nice event in Royal Oak in October with 50-60 people in attendance. The Committee expects to have an event in Lansing in the Winter or Spring for the students in that area. The Committee will try to split events between the Metro Detroit and Lansing areas.

(vii) Nonprofit Corporations Committee. A written report of the Nonprofit Corporations Committee is attached to these Minutes.

(viii) Regulation of Securities Committee. A written report of the Regulation of Securities Committee is attached to these Minutes. Michigan has adopted the Uniform Securities Act (2002). This Act replaced the then-existing Michigan Securities Act and became effective October 1, 2009. A seminar on the new Act was held in October, and Jerry Schwartz and Cy Moscow were speakers.

(ix) Uniform Commercial Code Committee. A written report of the Uniform Commercial Code Committee is attached to these Minutes.

(x) Unincorporated Enterprises Committee. A written report of the Unincorporated Enterprises Committee is attached to these Minutes. The Committee is responsible for the June 2010 *Journal*. If anyone is interested in writing an article, there are 60 days to submit one to the Committee.

b. Ad Hoc Committees.

(i) Ad Hoc Committee on Climate Change and Sustainability. No written report. Ms. Akers reported that the annual Earth Day conference is being planned with Craig Hupp, the Environmental Law Section's liaison to the Section.

(ii) Michigan Ad Hoc Committee on Legal Opinions. A written report of the Michigan Ad Hoc Committee on Legal Opinions is attached to these Minutes.

c. Directorship Reports.

(i) Legislative Review Directorship. A written report of the Legislative Review Director is attached to these Minutes.

(ii) Nominating Directorship. A written report of the Nominating Director is attached to these Minutes. If anyone has suggestions for Council members or officers, please contact Ms. Baker.

(iii) Programs Directorship. A written report of the Programs Director is attached to these Minutes. Mr. Minkus reported that the Business Law Institute will take place on May 21 and 22 in Grand Rapids, and speakers have been

selected. The price of attendance is an all inclusive price that will include dinner. The Directorship thinks that including the dinner in the price will make the event more attractive.

a. Small Business Forum. No written report. Mr. Toering reported that the major objective of the Forum is to increase diversity. A seminar is planned for January or February from 5:30-7:30 p.m. in Troy on alternative energy and women in minority owned businesses.

b. ICLE Liaison. A written report of the ICLE Liaison is attached to these Minutes. Upcoming seminars are highlighted in the Report. Ms. Donahue reported that a meeting of the ICLE Advisory Board was held in October. It was a good meeting where trends, practices, and the newly revised ICLE website were discussed.

(iv) Publications Directorship. A written report of the Publications Director is attached to these Minutes.

(v) Section Development. A written report of the Section Development Director is attached to these Minutes.

(vi) Technology. A written report of the Technology Director is attached to these Minutes.

6. Other Business and Announcements. Ann Baker has been named the Deputy Director of the Bureau of Commercial Services. Julia Dale of the Bureau was introduced. Julia is conducting a policy review, and she may be contacted at 517-241-6463. Ms. Baker discussed the Michigan Business One Stop changes.

7. Announcement of May 21, 2010 Council Meeting. The next meeting of the Business Law Section Council will take place on Thursday, March 18, 2010 at the State Bar of Michigan in Lansing. Dinner will follow the meeting.

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 11:50 a.m.

Respectfully submitted,

By: _____
Edwin J. Lukas, Secretary