

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

December 4, 2010

Pursuant to notice duly given, a meeting of the Council of the Business Law Section of the State Bar of Michigan was held in the offices of Clark Hill, PLC in Lansing, Michigan on Saturday, December 4, 2010. Council members present were Kevin Block, Judy Calton, Matthew Case, Marguerite Donahue, David Eberhard, Edwin Lukas, D. Richard McDonald, Thomas Morris, Douglas Toering, Jeffrey Van Winkle and Robert Wilson. Committee members present were Ann Baker, John Dresser, Mark High, Justin Klimko, Daniel Minkus, Theresa Orr, Mark Peters, Jerome Schwartz, Dan Sharkey, and Kim Yapchai. Others present were Julia Dale, Dee Dee Fuller, Dan Kopka, Jim Mauro, Zan Nicolli, Jennifer Powell, and Terri Shoop.

1. Call to Order and Determination of Quorum. Section Chairperson, Robert Wilson, called the meeting to order at approximately 10:05 a.m. and determined that a quorum was present.

2. Approval of Minutes of September 23 2010 Council Meeting. Mr. Wilson called for a motion to approve the Minutes of the Meeting of the Council from September 23, 2010. Pursuant to motion duly made and seconded, the Minutes were unanimously approved 11-0-0.

3. Treasurer's Report. A written Treasurer's Report and a proposed Budget are attached to these Minutes. Mr. Van Winkle reported the Section did well last year in part because of sponsorship dollars. Dues have held steady and we should encourage lawyers to join the Section to increase dues revenue. Committee and Directorship budgets, in some instances, are lower than requested. These amounts were reduced to be in line with events that are likely to take place, amounts spent in prior years, and the rationale for the proposed expenditure. Mr. Van Winkle suggested that if further funds are needed, Committees and Directorships can come back to Council to request additional funds. Consideration should be given to charging fees for attendance at events to offset costs. Pursuant to motion duly made and seconded, the Budget was unanimously approved 11-0-0.

4. Chairperson's Report.

(i) Mr. Wilson reported that the annual reports submitted by committees and directorships were very satisfactory and were not found to be onerous. Ms. Fuller believes we have accomplished the reporting objective required by the Strategic Plan.

(ii) Mr. Wilson informed the Council of two matters for which the Executive Committee took action since the last meeting of the Council:

(a) The Executive Committee authorized \$500 for Karoub & Associates to work on HB 6454; and

(b) The Executive Committee authorized \$2,500 to print the report of the Ad Hoc Committee on Legal Opinions to be distributed with the *Michigan Business Law Journal*.

Pursuant to motion duly made and seconded, the above acts of the Executive Committee were unanimously approved by Council 11-0-0.

(iii) Mr. Wilson reported that the Bylaws need amending. Specific areas of concern are (a) payment of funds to Council members, (b) clarification of "Chair Elect", (c) succession for committee chairpersons, and (d) succession among officers. Bylaw amendments must be in place 90 days before the next annual meeting. Mr. Wilson asked for volunteers to help with the amendments to the Bylaws. Dee Dee Fuller, Marguerite Donahue, Ann Baker and Bob Wilson will work on this project.

5. Committee/Directorship Reports.

A. Standing Committees.

(i) Commercial Litigation Committee. Written reports of the Commercial Litigation Committee are attached to these Minutes. Mr. Sharkey reported that the Committee is working on articles for the 2/12 issue of the *Michigan Bar Journal* and the 3/12 issue of the *Michigan Business Law Journal*.

(ii) Corporate Laws Committee. Written reports of the Corporate Laws Committee are attached to these Minutes.

(iii) Debtor/Creditor Rights Committee. Written reports of the Debtor/Creditor Rights Committee are attached to these Minutes.

(iv) Financial Institutions Committee. Written reports of the Financial Institutions Committee are attached to these Minutes.

(v) In-House Counsel Committee. Written reports of the In-House Counsel Committee are attached to these Minutes. Ms. Yapchai and Ms. Orr reported that *Crain's* is creating an awards program for the best general and in-house counsel in the State of Michigan and they have asked for the Section's help. This event is scheduled for May 3, 2011. The Section would be responsible for placing three ads in the *Michigan Bar Journal* which will cost \$2,800. The Section would also place one ad in the *Michigan Business Law Journal*. The Section will benefit from the exposure it will receive by being part of this event. This event will also help with Committee membership. The event will include entertainment and a high end speaker such as Rick Snyder or the CEO of GM. The Section will have the opportunity to be a running sponsor year after year. The Section will be featured in all ads by *Crain's* regarding the event which will provide increased visibility. The Section will have a booth at the event. After discussion, a motion was made to approve the Section acting as a sponsor of the

Crain's Best General and In-House Counsel awards program. The motion was seconded and unanimously approved 11-0-0.

(vi) Law Schools. Written reports of the Law Schools Committee are attached to these Minutes. An event is being held on January 11, 2011 at Cooley Law School in Grand Rapids.

(vii) Nonprofit Corporations Committee. Written reports of the Nonprofit Corporations Committee are attached to these Minutes.

(viii) Regulation of Securities Committee. Written reports of the Regulation of Securities Committee are attached to these Minutes.

(ix) Uniform Commercial Code Committee. Written reports of the Uniform Commercial Code Committee are attached to these Minutes.

(x) Unincorporated Enterprises Committee. Written reports of the Unincorporated Enterprises Committee are attached to these Minutes. Mr. Minkus reported that the LLC Act amendments have passed the legislature.

B. Ad Hoc Committees.

(i) 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. Written reports of the Nominating Director are attached to these Minutes.

(iii) Programs Directorship. Written reports of the Programs Director are attached to these Minutes. The Business Law Institute is being planned with ICLE and will be held in Plymouth. The 2010 Annual Meeting included a substantive program which was well received. A substantive program will be included in the 2011 Annual Meeting.

a. Small Business Forum. Written reports of the Small Business Forum are attached to these Minutes. Three events were held in 2010 and the Forum plans to hold three events in 2011. The Forum is considering holding the Leadership seminar which was held in November in Troy on the west side of the State in 2011.

b. ICLE Liaison. A written report of the ICLE Liaison is attached to these Minutes. Ms. Donahue reported that she attended the recent

ICLE Advisory Board meeting where ICLE unveiled their new film studio. ICLE will now be holding studio seminars. Ms. Donahue encouraged everyone to view the newly designed ICLE website.

(iv) Publications Directorship. Written reports of the Publications Director are attached to these Minutes. Mr. McDonald suggested that the *Journal* list all committees and their activities.

(v) Section Development. Written reports of the Section Development Director are attached to these Minutes. The Directors met to talk about 2011 plans and divided the State into four regions. Each Director will work on one event.

(vi) Technology. Written reports of the Technology Director are attached to these Minutes. Mr. Van Winkle asked that information regarding all events be sent to him and Terri Shoop.

D. Liaisons.

(i) Probate Section. Mr. Dresser reported that six years ago revision began on the Uniform Trust Code. The goal was to enhance Michigan law, not change it. The Michigan Trust Code law will be released in 2011. These changes will enhance Trust law.

(ii) Environmental Law Section. No report.

6. Other Business and Announcements. Ann Baker reported on happenings at the State of Michigan.

7. Announcement of March 10, 2011 Council Meeting. The next meeting of the Business Law Section Council will take place on Thursday, March 10, 2011 at the State Bar of Michigan in Lansing.

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 11-0-0, the meeting was adjourned at approximately 11:30 a.m.

Respectfully submitted,

By: _____
Marguerite Donahue, Secretary