

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

**December 6, 2014**

Pursuant to notice duly given, a meeting of the Council of the Business Law Section of the State Bar of Michigan was held at Clark Hill, PLC in Birmingham, Michigan on Saturday, December 6, 2014. Council members present were Kevin Block, Judy Calton, Marla Carew, James Carey, Julia Dale, Shane Hansen, Mark Kellogg, Richard McDonald, Thomas Morris, Mark Peters, Gail Straith, and Douglas Toering. Committee Chairs and Directors present were Jane Forbes (via telephone), Dee Dee Fuller, Patrick Haddad, Mark High, Justin Klimko, Daniel Minkus, and Darrell Pierce. Others present were Ann Baker and Terri Shoop.

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

2. Approval of Minutes of September 11, 2014 Council Meeting. Mr. Carey called for a motion to approve the Minutes of the September 11, 2014 Council meeting. Pursuant to motion duly made and seconded, the Minutes were unanimously approved 12-0-0.

3. Treasurer's Report. A written Treasurer's Report and proposed Budget is attached to these Minutes. After discussion regarding the budget a motion was made to approve the Treasurer's Report and Budget. The motion was seconded and unanimously approved 12-0-0.

Mr. Carey asked the Council to consider some kind of project the Section could undertake using some amount of the Section's reserve (maybe approximately \$30,000) that would give value to the members.

Ms. Calton reminded Committee Chairs and Directors that when seeking reimbursement for food expenses, a sign in sheet is required.

The Section is not able to provide anything at no cost to non-members of the Section. If the Section has an event where non-members are included, a fee must be paid by the non-member. We are able to underwrite an event that loses dollars.

The State Bar of Michigan needs detailed invoices for all expenses. The Section is tax exempt. Efforts should be made to use a vendor that will accept the Section's tax exempt status when possible. Terri Shoop has a copy of the Certificate of Tax Exemption.

The State Bar of Michigan issues checks once each week on Fridays.

4. Chairperson's Report. Mr. Carey reported that the e-newsletter is back and will be distributed each month. Please provide Terri Shoop with information about any events being

held by Committees or Directorships to allow the information to be added to the Section's calendar.

No update is available on the mandatory vs. voluntary bar issue.

Ann Baker is retiring from the State of Michigan as of January 31, 2015. Mr. Carey and others thanked Ms. Baker for her exceptional service both as a public servant and Section member.

The Section's new website is up and running with new discussion features. Daily emails will be distributed to members.

The LinkedIn group is doing well with 410 members.

5. Committee/Directorship Reports.

A. Standing Committees.

(i) Commercial Litigation Committee. A written report was provided by the Commercial Litigation Committee. Mr. Toering reported that the Commercial Litigation Committee, In-House Counsel Committee, and Small Business Forum hosted a seminar entitled *Governmental and Internal Investigations: What In-House and Outside Counsel Need to Know* on November 20 in Troy. The seminar was well attended and received positive reviews.

Mr. Toering provided a report on the business courts. Judge Foster of Macomb County believes there is a need for amendments as jurisdiction is being applied differently in the courts. New Business Court judges are being appointed in Wayne and Kalamazoo Counties.

(ii) Corporate Laws Committee. A written report was provided by the Corporate Laws Committee. Mr. Klimko reported that the Committee made a budget request of \$5,000 to engage a lobbyist with respect to amendments to the Business Corporation Act.

(iii) Debtor/Creditor Rights Committee. A written report was provided by the Debtor/Creditor Rights Committee. Ms. Calton reported that the U.S. Trustee (EOUST) has proposed a new rule in the Federal Register to require the monthly operating reports filed by Chapter 11 debtors to be in a data-enabled smart form so the EOUST can better analyze the information provided. The deadline for public comment is January 9, 2015. The co-chairs are concerned about the technological task lawyers and debtors will incur in trying to comply. The Committee intends to survey its members and if the membership agrees, the Committee will want to comment and will need Council approval for such public comment.

Proposed revisions in the Federal Rules of Bankruptcy Procedure and Official Forms are out for public comment, with the comments due by February

17, 2015. The Committee will discuss the proposed rules at its January 14, 2015 meeting. If the Committee wants to comment, it will need Council approval before the February 17 deadline.

It was determined that the Executive Committee has the authority to provide such approvals.

(iv) Financial Institutions Committee. No report.

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

(vi) Law Schools. A written report was provided by the Law Schools Committee. Mr. Kellogg reported that the Section sponsored and presented a panel luncheon entitled “Metro-Area Business Courts” on November 11.

(vii) LLC & Partnership Committee. A written report was provided by the LLC & Partnership Committee. Mr. Minkus is resigning as Chair of the Committee and suggests Marla Carew as the new Chair of the Committee. Mr. Carey thanked Mr. Minkus for his service and appointed Marla Carew as the Chair of the Committee.

(viii) Nonprofit Corporations Committee. A written report was provided by the Nonprofit Corporations Committee. Ms. Forbes reported on a new bill that is currently moving through the legislature regarding provisions under the Nonprofit Corporation Act that could potentially create challenges for non-profit corporations with respect to privacy issues of members. Ms. Forbes indicated that an additional budget request may arise as a result of this legislation depending on its outcome.

(ix) Regulation of Securities Committee. A written report was provided by the Regulation of Securities Committee. Mr. Hansen reported that the Bureau has finished a draft of the securities rules and a conference call is scheduled tomorrow to discuss the draft. Comments on the draft are due the first week in January.

(x) Small Business Forum. A written report was provided by the Small Business Forum.

(xi) Uniform Commercial Code Committee. A written report was provided by the Uniform Commercial Code Committee.

B. Directorship Reports.

(i) Communication & Development Directorship. A written report was provided by the Communication and Development Directorship. The Directorship sponsored A (Habeas) Chorus Line event on November 8. The event went over well and it was suggested that this might be a good annual event.

(ii) Legislative Review Directorship. A written report was provided by the Legislative Review Director.

(iii) Nominating Directorship. A written report was provided by the Nominating Director.

(iv) Programs Directorship. A written report was provided by the Programs Directorship. Mr. Minkus reported that Business Boot Camp II in November in Grand Rapids was successful. The program is dependent upon firm sponsorships and this year we had participation from 17 firms. The program is an inexpensive way for firms to provide training for its associates. Several Section members are speakers at the program. A discussion ensued regarding Business Boot Camp III or taking a year off and repeating Business Boot Camp I.

The 2015 Business Law Institute will be held September 25 at the Amway Grand Plaza Hotel in Grand Rapids during Art Prize. The Institute will be a one-day event with the Annual Meeting and Schulman Award presentation occurring during lunch. The Institute would be followed by a reception and offsite social event. The Council meeting will take place on Saturday morning. Committee meetings in connection with the BLI will not be a requirement. A discussion ensued regarding the events. The Directorship will begin planning the program next week. If anyone has thoughts for topics or speakers, please let one of the Directors know.

a. ICLE Liaison. A written report was provided by the ICLE Liaison.

(v) Publications Directorship. A written report was provided by the Publications Director. It was suggested that editions of the *Journal* prior to 2001 be copied and posted on our webpage. Mr. Carey will explore accomplishing this objective.

C. Liaisons.

(i) Probate Section. No report.

7. Other Business and Announcements. None.

8. Announcement of March 12, 2015 Council Meeting. The next meeting of the Business Law Section Council will take place on March 12, 2015 at 3:30 p.m. at the State Bar of Michigan in Lansing.

9. 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 12-0-0, the meeting was adjourned at approximately 11:50 a.m.

Respectfully submitted,

By: \_\_\_\_\_  
Mark Peters  
Secretary