

STATE BAR OF MICHIGAN - BUSINESS LAW SECTION
COUNCIL MINUTES

December 1, 2018

Pursuant to notice duly given, a meeting of the Council of the Business Law Section of the State Bar of Michigan was held at Kerr Russell in Detroit, Michigan on December 1, 2018. Council members present were Kevin Block, Brendan Cahill, Jennifer Consiglio, Julia Dale, Bruce Haffey, Shane Hansen (via telephone), Mark Kellogg, Michael Molitor, John Schuring (via telephone), James Waggoner, Ian Williamson (via telephone), and Christopher Yates (via telephone). In addition, Committee Chairs, Directors and Liaisons present were Celeste Arduino (via telephone), Judy Calton, Donald DeLong, Loukas Kalliantasis, Justin Klimko, Priya Marwah, Daniel Minkus, Mark Peters, and Douglas Toering (via telephone). Others present were Katya Adamkiewicz, Alexis Chadderdon (via telephone), and Terri Shoop

1. Call to Order and Determination of Quorum. Section Chair Kevin Block called the meeting to order at approximately 10:00 a.m. and determined that a quorum was present.

2. Approval of Minutes of October 5, 2018 and October 6, 2018 Council Meetings. Mr. Block called for a motion to approve the Minutes of the October 5, 2018 and October 6, 2018 Council meetings. A motion was made to approve the Minutes. The motion was seconded and unanimously approved, 12-0-0.

3. Treasurer's Report. A written Treasurer's Report was provided to Council. The Section has a surplus for programs and other things beneficial to Section membership.

4. Position on SB 1182 and SB 1183 Regarding Award of Attorney Fees. Mr. Toering reported on SB 1182 and SB 1183 which were introduced two weeks ago and are on the fast track, including a hearing before the Judiciary Committee on December 4. The Commercial Litigation Committee has opposed the bills, however there is not a unanimous position from the Committee members regarding the reason to oppose. The Committee would like to oppose the bills but to not state a reason for opposition. Judge Yates added that he believes these are bad bills that should be opposed for timing and procedural reasons. A discussion ensued on this topic. A motion was made to oppose SB 1182 and SB 1183 with an explanatory note referencing substantive and procedural concerns voiced by Section members. The motion was seconded and passed unanimously, 12-0-0.

5. Chair's Report.

A. Committee Chair Approvals.

(i) In-House Counsel Committee. Mr. Block introduced Priya Marwah for consideration as Co-Chair of the In-House Counsel Committee. Mr. Block indicated he has spoken with current Co-Chair Kym Kinchen and she is not interested in continuing as Co-Chair of the Committee. Kevin is attempting to reach Jon Canty, Co-Chair, as well to determine if he is interested in continuing with the Committee. A motion was made to appoint Priya

Marwah as Chair or Co-Chair of the In-House Counsel Committee. The motion was seconded and passed, 12-0-0.

(ii) LLC and Partnership Committee. Mr. Block reported that James Carey is resigning as Chair of the Committee. Mr. Carey has suggested Donald DeLong and Loukas Kalliantasis as Co-Chairs of the Committee. A motion was made to appoint Donald DeLong and Loukas Kalliantasis as Co-Chairs of the LLC and Partnership Committee. The motion was seconded and passed, 12-0-0.

(b) Michigan Law Schools Initiative Update. Mr. Block reported that discussions were under way with University of Detroit Mercy Law School and Wayne State University Law School regarding panel discussions or speaking events at those law schools.

6. Committee/Directorship Reports.

A. Standing Committees.

(i) Business Courts Committee. Written reports have been provided by the Business Courts Committee.

(ii) Commercial Litigation Committee. Written reports have been provided by the Commercial Litigation Committee.

(iii) Corporate Laws Committee. Written reports have been provided by the Corporate Laws Committee. Mr. Toering reported that amendments to the Michigan Court rules are being considered and have published by the Supreme Court for comment.

(iv) Debtor/Creditor Rights Committee. Written reports have been provided by the Debtor/Creditor Rights Committee. Ms. Calton reported that the Committee has been working on an amendment to the Uniform Commercial Real Estate Receivership Act to make it apply to practically all kinds of receiverships. The work is almost complete. A current draft of the amendment showing the changes was distributed to Council. The Committee is seeking Council approval once it completes review of the amendment. After discussion, a motion was made to support the amendment of the Uniform Commercial Receivership Act to have it apply to other state court receivership actions. The motion was seconded and approved, 12-0-0.

(v) Financial Institutions Committee. No reports.

(vi) In-House Counsel Committee. No reports.

(vii) Law Schools Committee. Written reports have been provided by the Law Schools Committee.

(viii) LLC & Partnership Committee. Written reports have been provided by the LLC & Partnership Committee.

(ix) Nonprofit Corporations Committee. Written reports have been provided by the Nonprofit Corporations Committee.

(x) Regulation of Securities Committee. Written reports have been provided by the Regulation of Securities Committee.

(xi) Small Business Forum. Written reports have been provided by the Small Business Forum.

(xii) Uniform Commercial Code Committee. No reports.

B. Ad Hoc Committees:

(i) Ad Hoc Committee on Legal Opinions. No written report. Mr. Klimko reported the Section's endorsement of the Statement of Opinion Practice and the Core Opinion Principles has been reported to the ABA Joint Committee.

C. Directorship Reports.

(i) Communication & Development Directorship. Written reports have been provided by the Communication & Development Directorship.

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

(iii) Nominating Directorship. Written reports have been provided by the Nominating Director.

(iv) Programs Directorship. Written reports have been provided by the Programs Directorship.

a. ICLE Liaison. Written reports have been provided by the ICLE Liaison.

(v) Publications Directorship. No reports.

D. Liaisons.

(i) Probate Section. No written report.

(ii) Young Lawyers Section. No written report.

7. Other Business and Announcements. Ms. Dale discussed the COFS system one year later.

8. Announcement of March 7, 2019 Council Meeting. The next Council meeting will take place on March 7, 2019 at 3:30 p.m. at the State Bar 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 11:15 a.m.

Respectfully submitted,

By: _____
John T. Schuring
Secretary