

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

March 10, 2011

Pursuant to notice duly given, a meeting of the Council of the Business Law Section of the State Bar of Michigan was held at the State Bar of Michigan in Lansing, Michigan on Thursday, March 10, 2011. Council members present were Kevin Block, Judy Calton, James Carey, Matthew Case, Marguerite Donahue, Edwin Lukas, Chris Maeso, D. Richard McDonald, Thomas Morris, Douglas Toering (via telephone), Jeffrey Van Winkle and Robert Wilson. Committee members present were Ann Baker, John Dresser, Jane Forbes, Justin Klimko, Daniel Minkus (via telephone), Jerome Schwartz, and Kim Yapchai. Others present were Russ Brown, Julia Dale, Greg Conyers, Dee Dee Fuller, Michael Khoury, Dan Kopka, Jennifer Powell, and Terri Shoop (via telephone).

1. Call to Order and Determination of Quorum. Section Chairperson, Robert Wilson, called the meeting to order at approximately 3:10 p.m. and determined that a quorum was present.

2. Presentation by the State Bar of Michigan on the Michigan Pledge to Achieve Diversity and Inclusion. Mr. Wilson introduced State Bar of Michigan Director of Diversity, Greg Conyers. Mr. Conyers indicated he was attending the meeting as a follow up to a letter which was distributed to Section Chairs regarding the Michigan Pledge to Achieve Diversity and Inclusion in the profession of law. Mr. Conyers stated that the SBM is seeking signatures to the Pledge from individuals, law firms, bar associations, and other entities. He stated that the profession of law as a whole is not very diverse and the SBM wants to focus efforts on creating more diversity and moving the legal profession forward in Michigan. He indicated that the people lawyers are serving are changing and the Pledge will help move the profession into a more positive position. Mr. Conyers asked the Business Law Section to sign the Pledge. To date, there are 390 signatories to Pledge. He asked that the Section consider putting in place a work group or subcommittee that focuses on diversity. Mr. Conyers thanked the meeting attendees for their time and left the meeting. A lengthy discussion ensued on the topic.

3. Approval of Minutes of December 4, 2010 Council Meeting. Mr. Wilson called for a motion to approve the Minutes of the meeting of the Council from December 4, 2010. Pursuant to motion duly made and seconded, the Minutes were unanimously approved 12-0-0.

4. Treasurer's Report. A written Treasurer's Report is attached to these Minutes. Mr. Van Winkle reported that the Section's finances remain in line with budget. If anyone has questions regarding the budget, please call or email Mr. Van Winkle.

5. Chairperson's Report.

A. Pursuant to Mr. Wilson's challenge regarding specific activities which the Section can do that would be of benefit to businesses in Michigan, Doug Toering prepared

Michigan Revival: Doing Business in Michigan (attached) which he discussed. Mr. Wilson asked others to brainstorm and to bring ideas for discussion to the May Council meeting.

5. Committee/Directorship Reports.

A. Standing Committees.

(i) Commercial Litigation Committee. A written report of the Commercial Litigation Committee is attached to these Minutes. Mr. Toering reported that the Judicial Crossroads Task Force has released a report on a possible business court in Michigan. There is not a proposal to implement at this time, but the Committee will continue to monitor and observe the Task Force's progress.

(ii) Corporate Laws Committee. A written report of the Corporate Laws Committee is attached to these Minutes.

(iii) Debtor/Creditor Rights Committee. A written report of the Debtor/Creditor Rights Committee is attached to these Minutes.

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

(v) In-House Counsel Committee. A written report of the In-House Counsel Committee is attached to these Minutes. Kim Yapchai reported that the Crain's General/In-House Counsel Summit is scheduled for May 3 in Novi.

(vi) Law Schools. A written report of the Law Schools Committee is attached to these Minutes. Dee Dee Fuller planned and coordinated a very successful event on January 11 which was held at Cooley Law School in Grand Rapids. The Committee has decided that its events should be driven by law students. If the students want a BLS member to make a presentation, representatives from the law schools should contact the BLS.

(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.

(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.

B. Ad Hoc Committees.

(i) Bylaws Committee. Mr. Wilson thanked the Committee members, Marguerite Donahue, Dee Dee Fuller and Ann Baker for their hard work on revising the Section Bylaws. An important revision to the Bylaws will be changing the order in which the officers serve. The proposed new order will be Secretary, Treasurer, Vice Chairperson, Chairperson. Mr. Van Winkle has agreed to serve a second term as Treasurer so the Section can make the change as of the 2011-2012 fiscal year. A discussion ensued regarding the proposed changes. The Bylaws will be revised further and a new draft will be presented for discussion at the May Council meeting.

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.

(iii) Programs Directorship. A written report of the Programs Director is attached to these Minutes. Mr. Minkus reported on Business Boot Camp. The program was successful and the Section made a small profit after completion of the series. The Directorship has had conversations with ICLE and would like to do a similar program without the assistance of ICLE for Business Boot Camp II. The program will contain new speakers and new subject matter. Mr. Minkus indicated that the program has the potential to cost the Section between \$4,000 and \$14,000. The Directorship asked for Council approval to proceed with planning and carrying out Business Boot Camp II in November, 2011 in Grand Rapids and in January, 2012 in Plymouth and a motion was duly made to that effect. The motion was seconded and passed unanimously 12-0-0. Mr. Minkus reported that the Business Law Institute is scheduled for May 6-7 in Plymouth and the Annual Meeting is scheduled for September 13 in Novi.

a. Small Business Forum. A written report of the Small Business Forum is attached to these Minutes. Mr. Toering asked that if anyone has suggestions to increase participation by ethnic minorities and women, they would be appreciated.

b. ICLE Liaison. A written report of the ICLE Liaison is attached to these Minutes.

(iv) Publications Directorship. A written report of the Publications Director is attached to these Minutes. Mr. McDonald stated that if anyone would like to submit an article for the next issue of the *Journal*, articles are needed. Mr. McDonald reported on an advertising schedule for the *Journal*. He will work with the Executive Committee on this issue.

(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.

D. Liaisons.

(i) Probate Section. John Dresser reported on Michigan Senate Bill 92, which would amend the Estates and Protected Individuals Code to specify the authority of an attorney-in-fact designated and acting under a durable power of attorney, and require the attorney-in-fact to execute an acceptance of obligations before exercising authority under the durable power of attorney. The bill would apply to durable powers of attorney executed on or after April 1, 2012. There are several exceptions in the bill to the requirement that the attorney-in-fact execute such an acceptance, including an exception for a durable power of attorney that is contained in or part of a loan agreement, security agreement, escrow agreement, joint venture agreement, license agreement, shareholders agreement, operating agreement for a limited liability company, partnership agreement or other agreement that primarily relates to a similar entity.

(ii) Environmental Law Section. No report.

6. Other Business and Announcements. Ann Baker reported that the Michigan Department of Energy, Labor & Economic Growth will change its name to the Department of Licensing and Regulatory Affairs ("LARA") on April 24, 2011.

7. Announcement of March 10, 2011 Council Meeting. The next meeting of the Business Law Section Council will take place on Friday, May 6, 2011 at 11:00 a.m. at the Inn at St. John's in Plymouth.

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 12-0-0, the meeting was adjourned at approximately 4:50 p.m.

Respectfully submitted,

By: _____
Marguerite Donahue, Secretary