

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

**March 3, 2005**

This 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 3, 2005 at 4:15 p.m. pursuant to notice duly given. Council members present: John Dresser, David Foltyn, Dee Dee Fuller, Mark High, Michael Khoury, Paul Marcela, Patrick Mears, Paul Rentenbach, and Richard Sundquist. Committee members present: Jeffrey Ammon, James Breay, Timothy Damschroder, Justin Klimko, Daniel Minkus, and Mark Peters. Others present: Robert Engle, Tom James, Elizabeth Jamieson, Angela Krohn, Robb Smith, Terri Shoop, Tom Skuzinski, Elliot Spoon, David Stegman, and Bill Witbeck.

1. Call to Order and Determination of Quorum. The Section Chairperson, David Foltyn, called the meeting to order at approximately 4:15 p.m. and determined that a quorum existed.

2. MSU Law Students. Mr. Foltyn indicated that Professor Elliot Spoon and several MSU laws students were in attendance at the meeting. Professor Spoon, Robert Engle, Tom James, Angela Krohn, Robb Smith, Tom Skuzinski, and David Stegman introduced themselves. Professor Spoon discussed the Business Law Society which is the largest student group on the MSU campus. Robb Smith spoke about the Business Law Society and an upcoming conference at which they would like members of the Business Law Section to speak. Tom James, Editor of MSU's Business and Securities Law Journal, spoke about the new publication. He indicated that approximately 25 students are currently participating in Journal activities, that they will be creating a website, and that they are currently looking for authors.

3. Presentation by Elizabeth Jamieson. Elizabeth Jamieson introduced herself as the Section's liaison, a member of the Board of Commissioners, and a member of the Representative Assembly. Ms. Jamieson discussed the history of the Representative Assembly and stated that it is made up of 150 attorneys from around the state who represent all Michigan attorneys. It is the final policy making body for the State Bar of Michigan and they meet three times each year in January, April and at the State Bar's annual meeting.

Ms. Jamieson reported that there will be a meeting on April 16 to address the rules of professional conduct. She stated that the proposed rules which are before the Michigan Supreme Court are very different than the rules as they stand today. Some differences include client obligations, ownership of attorney files and records, transition provisions, fee agreements, and sanctions. Ms. Jamieson stated that the Representative Assembly was granted an extension until January 1, 2006 to comment on the revised Rules. She stressed that the proposed changes could be drastic, but that the Supreme Court is listening to comments. She urged Section members to participate and give feedback as individuals and as a Section. Panel discussions will be held in Grand Rapids on March 10 at 12:00 p.m., in Detroit on March 16 at 3:30 p.m., in Oakland County on March 24 at 12:00 p.m., in Flint on March 28 at 12:00 p.m., and in Ann Arbor on a

date and time to be determined. You can visit the Assembly's website ([www.michbar.org](http://www.michbar.org) - see Representative Assembly page) to review the topics and to participate in the discussion board.

Ms. Jamieson reported that several awards are given by the State Bar of Michigan and encouraged Section members to participate.

4. Report of Judge Witbeck. Bill Witbeck, Chief Judge of the Court of Appeals, spoke regarding the court of appeals system. He stated that the Court has made significant changes to better serve the Section's needs. The changes were all driven internally and they include:

- a. Upgrading facilities and moving three of its four locations;
- b. Reducing the time it takes to get opinions out of the Court by 25%; and
- c. Technology. The Court is currently engaged in a test regarding e-filing. If the system works, filings will be able to take place electronically by the end of the year.

Judge Witbeck asked the Section to consider participating in a program of improvement at the Court. He stated that he is not making a suggestion, but rather asking for proposals for the improvement of operations. If the Section or a Section member would like to make a proposal, it should be done in the following manner:

- a. Describe what is being proposed;
- b. Describe the result that the proposal would achieve if implemented;
- c. Describe how the result can be measured; and
- d. How much will it cost (the Court will determine this amount)?

Proposals should be submitted to Judge Witbeck by June. Proposals will be considered by a panel, possibly made up of non-court personnel.

5. Approval of Minutes of December 4, 2004 Council Meeting. Tim Damschroder requested that the minutes be revised to add the names of all of the members of the Strategic Planning Committee. Mr. Foltyn called for a motion to approve the Minutes of the December 4, 2004 Meeting of the Council after Mr. Damschroder's change is made. Pursuant to motion duly made and seconded, the Minutes were unanimously approved.

6. Treasurer's Report. A written Treasurer's Report is attached to these Minutes. Mark High discussed the Report and its attachments in detail. He stated that Section membership is down by 6.5%.

7. Chairperson's Report. Mr. Foltyn stated the Section should help with Judge Witbeck's proposal request. Mr. Damschroder will pass the project on to Diane Akers.

Business Boot Camp. Tim Damschroder, Jeff Ammon and Shel Stark met regarding Business Boot Camp. Mr. Stark did a survey of major law firms who have participated in Business Boot Camp in the past and received positive responses. Based on the responses, the Section and ICLE will move forward with the program this Fall. The format will be the same as in the past, generally, including a party at the end of the program.

8. Committee/Directorship Reports.

A. Standing Committees.

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

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

(iii) Corporate Laws Committee. A written report of the Corporate Laws Committee is attached to these Minutes. Justin Klimko reported that the Corporate Laws Committee has met and recommends the additional proposed changes to the Business Corporation Act as outlined in the Committee's report. Section 131 will remain as is. Mr. Klimko asked the Council to approve endorsement of the revised Act as it stands. He stated that the Committee's intention is to get to common ground with the Department. After significant discussion, a motion was made to approve the proposal. The motion was seconded and unanimously approved.

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

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

(vi) In-House Counsel Committee. A written report of the In-House Counsel Committee is attached to these Minutes.

(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. The written report of the Regulation of Securities Committee also serves as the report of the Uniform Securities Act of 2002 and 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.

(iii) Programs Directorship. A written report of the Programs Director is attached to these Minutes.

(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. No report.

9. Liaison Reports. No reports.

10. Other Business and Announcements.

Strategic Planning Committee. An ad hoc committee has been assembled consisting of Ann Baker, Tim Damschroder, David Foltyn, Mike Khoury, Roger Mali, Paul Marcela, and Paul Rentenbach. Paul Rentenbach has put together a draft of the plan. The committee is addressing technology issues such as ways to tie the membership database to the website.

11. Announcement of June 4, 2005 Meeting. The next meeting of the Business Law Section Council will be held on Saturday, June 4, 2005 at 7:00 a.m. at Soaring Eagle Casino & Resort in Mt. Pleasant, Michigan.

12. Adjournment. There being no further business to come before the Council of the Business Law Section, upon motion duly made, seconded, and unanimously approved, the meeting was adjourned at approximately 6:00 p.m.

Respectfully submitted,

By \_\_\_\_\_  
Michael S. Khoury  
Secretary