

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

May 8, 2009

This meeting of the Council of the Business Law Section of the State Bar of Michigan was held at the Amway Grand Plaza Hotel in Grand Rapids, Michigan, on Friday, May 8, 2009, pursuant to notice duly given. Council members present: Diane Akers, Judy Calton, Matthew Case, Marguerite Donahue, David Eberhard, Dee Dee Fuller, Edwin Lukas, Christopher Maeso, D. Richard McDonald, Douglas Toering, and Robert Wilson. Committee members present: Ann Baker, Timothy Damschroder, Agnes Hagerty, Michael Khoury, Justin Klimko, Eric Lark, Roger Mali, Daniel Minkus, Mark Peters, and Jerome Schwartz. Others present: Jeffrey Ammon, Jonathan Berg, James Carey, Paul Marcela, Rick Paige, and Terri Shoop.

1. Call to Order and Determination of Quorum. Section Chairperson, Diane Akers, called the meeting to order at approximately 11:10 a.m. and determined with the other officers present that a quorum existed.

2. Approval of Minutes of March 19, 2009 Council Meeting. Changes were requested to the draft Minutes of the March 19, 2009 Council Meeting, specifically: (1) in the first paragraph on page 1, add David Eberhard to the list of Council members present, remove Michael Khoury from the list of Council members present, and add Michael Khoury to the list of Committee members present; and (2) on page 2, 5.a.(ii), change "April 6" in the third line to "January 6". Ms. Akers called for a motion to approve the Minutes of the Council Meeting from March 19, 2009 with the requested changes. Pursuant to motion duly made and seconded, the Minutes were unanimously approved 11-0-0.

3. Treasurer's Report. A written Treasurer's Report is attached to these minutes. Mr. Lukas reported that the Section's finances are in fine shape.

4. Chairperson's Report.

Ms. Akers reported that the State Bar of Michigan has asked the Section if it would like to increase its dues. The Section's dues will remain the same.

Ms. Akers reported that other Sections have asked us to provide speakers for their events. In particular, the Young Lawyers Section ("YLS") has asked for Section members to speak at their upcoming events. Justin Klimko will speak at a YLS event on June 6 and Tim Damschroder has spoken at a previous YLS event. Ms. Akers suggested using materials that were already presented to other groups. If anyone is interested in presenting at a YLS event, please let Ms. Akers know and she will pass the information along.

Ms. Akers reported that Doug Toering sent her an email regarding good things about Michigan which she distributed to the group.

Ms. Akers reported that she was contacted by the SBM regarding supporting the Solo and Small Firm Institute. Section support of this event was approved by the Executive Committee.

Ms. Akers spoke about the Climate Change Seminar which occurred on April 22. Approximately 85 people attended the event at \$120 per person. No business lawyers spoke at the seminar and speakers consisted mostly of environmental lawyers. Some questions asked at the seminar could not be answered by the environmental lawyers and Ms. Akers suggested that business lawyers need to get in on this work.

5. Committee/Directorship Reports.

a. Standing Committees.

(i) Commercial Litigation Committee. A written report of the Commercial Litigation Committee is attached to these minutes. Rick Paige reported that much litigation right now relates to troubled suppliers.

(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. No report.

(vi) Law Schools Committee. A written report of the Law Schools Committee is attached to these Minutes. The 2nd Annual Spring Fling is expected to be held in the Fall.

(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) Uniform Securities Act (2002). No written report. There will be a seminar at Inn at St. John's on October 1. Cy Moscow and Hugh Makens want the Section to contribute \$8,000 toward publication of a book. The Council will defer a decision on this request until a formal request is made.

(ii) Ad Hoc Committee on Climate Change and Sustainability. A written report of the Ad Hoc Committee on Climate Change and Sustainability is attached to these Minutes.

(iii) Michigan Ad Hoc Committee on Legal Opinions. A written report of the Michigan Ad Hoc Committee on Legal Opinions is attached to these Minutes.

(iv) Stephen H. Schulman Outstanding Business Lawyer Award. The 2009 Schulman Award will be presented to Justin Klimko. The award will be presented after the Annual Meeting and Council Meeting on September 24.

c. Directorship Reports.

(i) Legislative Review Directorship. A written report of the Legislative Review Director is attached to these Minutes. Jonathan Berg was introduced. Mr. Berg has been preparing the Legislative Review Director reports and would like to be involved in Section activities.

(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. The Annual Meeting will be held on September 24 in Novi. There will be an hour long substantive program before the meeting. A discussion ensued regarding ideas for getting more people to our events.

a. Small Business Forum. A written report of the Small Business Forum is attached to these Minutes. Doug Toering reported that a seminar on minority business contracting is being planned for the Fall. Climate change opportunities and the stimulus package are being discussed as program topics.

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.

(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. Michael Khoury asked that information about upcoming events be sent to Michael, Jeff Van Winkle and Terri Shoop for inclusion in the e-newsletter and posting on our website.

6. Other Business and Announcements. None.

7. Announcement of September 24, 2009 Annual Meeting and Council Meeting. The Annual Meeting and next meeting of the Business Law Section Council will take place at 4:00 p.m. at the Sheraton Detroit Novi Hotel in Novi.

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 11:55 a.m.

Respectfully submitted,

By: _____
Robert Wilson, Secretary