

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

May 4, 2012

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 Amway Grand Plaza Hotel, Grand Rapids, Michigan on Friday, May 4, 2012. Council members present were Kevin Block, Judy Calton, James Carey, Matthew Case, Jennifer Consiglio (via telephone), Julia Dale, Marguerite Donahue, David Eberhard, Edwin Lukas, Chris Maeso, Thomas Morris (via telephone), Douglas Toering, and Jeffrey Van Winkle. Committee members present were Diane Akers (via telephone), Ann Baker, Jane Forbes (via telephone), Dee Dee Fuller, Mark High, Justin Klimko, Eric Lark, Roger Mali, Mark Peters, Jerome Schwartz (via telephone), and Kim Yapchai (via telephone). Others present were Jeffrey Ammon, Ryan Bailey, Don DeLong, Terri Shoop, Gail Straith, and Robert Wilson.

1. Call to Order and Determination of Quorum. Section Chairperson, Edwin Lukas, called the meeting to order at approximately 11:08 a.m. and determined that a quorum was present.

2. Approval of Minutes of March 8, 2012 Council Meeting. Mr. Lukas called for a motion to approve the Minutes of the meeting of the Council from March 8, 2012. Pursuant to motion duly made and seconded, the Minutes were unanimously approved 13-0-0.

3. Treasurer's Report. A written Treasurer's Report is attached to these Minutes. Treasurer Jeffrey Van Winkle stated that the Section is examining ways to modify the budget for the upcoming fiscal year in order to reconcile budgeted expenses with anticipated revenue that may decline. A preview of next year's budget will be presented at the September meeting

4. Chairperson's Report.

A. Public Relations and Social Media Directorship. Mr. Lukas stated that the Counsel established the Directorship of Member Relations and Social Media at the March meeting. The directorship is responsible for developing a communications strategy and coordinating the distribution of information relating to programming, events and development. The Executive Committee was assigned the task of appointing the initial director, subject to ratification by Council. Mr. Lukas reported that Jennifer Consiglio has agreed to serve as the Director of Member Relations and Social Media. Mr. Lukas made a motion for Council to approve the appointment of Ms. Consiglio as Director of Member Relations and Social Media. The motion was seconded and unanimously approved 13-0-0.

B. Section Development Outstate Representatives. The Executive Committee agreed to work with the Section Development Directorship on appointing liaisons in certain strategic locations throughout the State. A list of contacts and potential candidates in several of the locations has been identified, and efforts continue to secure commitments from participants.

C. The Michigan Exemption Initiative. The Litigation Section sought the Section's consent to reprint an article authored by Tom Morris, *The Michigan Exemption Initiative*, in the Litigation Section Journal. Mr. Morris consented, and the Section provided consent to the Litigation Section.

5. Committee/Directorship Reports.

A. Standing Committees.

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

(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. Committee Chair Judy Calton reported that a committee was formed at the request of the Michigan Supreme Court to draft proposed amendments to MCR 2.621 and MCR 2.622 relating to the appointment and regulation of receivers. The proposed rules were distributed to Council. Ms. Calton reported that the Michigan Supreme Court would like the support of the Business Law Section and other bar groups for the proposed amendments before the Court institutes the formal rule approval process. A motion was made for Council to express its support of the proposed amendments, as presented, to the Michigan Supreme Court. The motion was seconded and passed, 13-0-0.

(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.

(vi) Law Schools. A written report of the Law Schools Committee is attached to these Minutes.

(vii) Nonprofit Corporations Committee. A written report of the Nonprofit Corporations Committee is attached to these Minutes. An Agreement between the Section and Karoub Associates was distributed prior to this meeting for review by Council. Karoub Associates has proposed to assist members of the Nonprofit Corporations Committee in obtaining legislative approval of its amendments at a fee of \$5,000 through 2012. A motion was made to approve the expenditure of \$5,000 and to enter into the Agreement with Karoub Associates for services in connection with legislative changes regarding amendments to Michigan's Nonprofit Corporation Act. The motion was seconded and passed unanimously 13-0-0.

(viii) Regulation of Securities Committee. A written report of the Regulation of Securities Committee is attached to these Minutes. The Committee and the Small Business Forum will present a seminar on the JOBS Act on June 5 in Troy.

(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) Business Courts. A written report of the Business Courts Ad Hoc Committee is attached to these Minutes.

(ii) Diversity. A written report of the Ad Hoc Diversity Committee 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.

a. Small Business Forum. A written report of the Small Business Forum is attached to these Minutes.

b. ICLE Liaison. A written report of the ICLE Liaison is attached to these Minutes. ICLE has asked the Section to co-sponsor the seminars listed below at no cost. Section members will receive registration discounts if the Section co-sponsors these events:

Basics of HIPAA for Non-Health Care Lawyers
Drafting Settlement Agreements & Releases
2013 LLC & Business Entity Update
Best Practices with Business Valuation
Protect Your Client's IP: Strategies for the Business Lawyer
Helping the Start Up Company
Annual Business Law Institute

A motion was made to approve the Section's co-sponsorship of the above seminars. The motion was seconded and passed unanimously, 13-0-0.

(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.

D. Liaisons.

(i) Probate Section. No report.

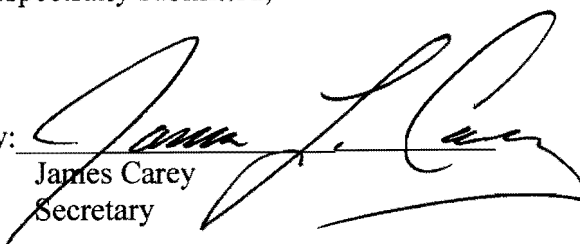
(ii) Environmental. No report.

6. Other Business and Announcements. Past Chair Eric Lark announced that the recipient of the Schulman Award for 2012 is to be Jeffrey Ammon. It is proposed that Mr. Ammon be honored at an award presentation at the Annual Meeting on September 20, 2012. A motion was made to approve Mr. Ammon as the recipient of the Stephen H. Schulman Award for 2012. The motion was seconded and passed unanimously, 13-0-0.

7. Announcement of September 20, 2012 Council Meeting and Annual Meeting. The next meeting of the Business Law Section Council will take place on Thursday, September 20, 2012 at 5:00 p.m. at the Sheraton Detroit Novi in Novi. Reports for the meeting will be due by September 7, 2012.

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 13-0-0, the meeting was adjourned at approximately 12:00 p.m.

Respectfully submitted,

By: 
James Carey
Secretary