

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

May 6, 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 Inn at St. John's in Plymouth, Michigan on Friday, May 6, 2011. Council members present were Kevin Block, Judy Calton, James Carey, Matthew Case, Marguerite Donahue, Edwin Lukas, Christopher Maeso, D. Richard McDonald, Judy Miller, Thomas Morris, Douglas Toering, Jeffrey Van Winkle and Robert Wilson. Committee members and Directors present were Timothy Damschroder, Ann Baker, Dee Dee Fuller, Agnes Hagerty, Mark High, Justin Klimko, Roger Mali, Daniel Minkus, Mark Peters, Jerome Schwartz, and Daniel Sharkey. Others present were Ryan Bailey, Julia Dale, Michael Khoury, Daniel Kopka, Jennifer Powell, and Terri Shoop.

1. Call to Order and Determination of Quorum. Section Chairperson, Robert Wilson, called the meeting to order at approximately 11:18 a.m. and determined that a quorum was present.

2. Approval of Minutes of March 10, 2011 Council Meeting. Mr. Wilson called for a motion to approve the Minutes of the meeting of the Council from March 10, 2011. Pursuant to motion duly made and seconded, the Minutes were unanimously approved 13-0-0.

3. Treasurer's Report. A written report of the Treasurer is attached to these Minutes. Mr. Van Winkle reported that the Section is on track with budget and no group has spent outside budget. Dues will not increase at this time.

4. Chairperson's Report.

A. Mr. Wilson reported that he occasionally receives ideas from Mr. Toering regarding his challenge for specific activities which the Section can do that would be of benefit to businesses in Michigan. Mr. Wilson asked that Section members keep thinking about this topic and bring any ideas to him.

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. Sharkey gave an overview of *Florence Cement Company v Antonio Vettriano, et al.* and a discussion ensued regarding the case. Mr. Sharkey reported that the Committee will present a webinar on May 31 on Joint Defense Agreements.

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

Committee is looking for articles for the Business Law Journal. Please let Mr. Klimko know if you can help.

(iii) Debtor/Creditor Rights Committee. A written report of the Debtor/Creditor Rights Committee is attached to these Minutes. Ms. Calton reported that a program will be held on May 11 where Mr. Minkus will speak on Limited Liability Company Law for the Debtor/Creditor Rights Practitioner. A meeting will be held on June 22 where the Hon. Steven Rhodes will speak on effective legal writing in the electronic age. Mr. Morris distributed The Michigan Exemption Initiative.

(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. The May 3 Crain's General/In-House Counsel Summit was a successful event with 500 attendees. Crain's said they could not have drawn as many people without the support of the BLS. A discussion ensued regarding the event. Mr. McDonald indicated Ms. Yapchai and Ms. Orr were disappointed in the way Crain's dealt with the BLS and that they backed off on some commitments. Further, the Section did not receive the visibility expected. If the Section participates next year, a more clear understanding of our sponsorship must be obtained.

(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.

(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. The Committee will hold a meeting on June 22 which will include an educational presentation on Amendments to the Michigan LLC Act.

B. Ad Hoc Committees.

(i) Bylaws Committee. A written report of the Bylaws Committee is attached to these Minutes. Mr. Wilson reported on changes to the Bylaws. A motion was made to approve the revised Bylaws and submit them to Section members for approval at the Annual Meeting on September 13. Pursuant to motion duly made and seconded, the Minutes were unanimously approved 13-0-0.

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 that registration for the Business Law Institute is down 20-25%. The Directorship believes this a direct result of the May 3 Crain's event. When the Crain's event was approved, it was purely for sponsorship of an awards, networking and social event. However it morphed into a 6-track educational event which competed with the Business Law Institute. A discussion ensued regarding strategies for future Business Law Institutes, future Crain's events, and other events and sponsorships.

The Annual Meeting is scheduled for September 13 in Novi.

Business Boot Camp II will be held in Grand Rapids in November and in Plymouth in January 2012.

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. A motion was made to approve co-sponsorship of the following ICLE seminars:

Dodd-Frank: Top 10 Things Bank Counsel Must Know – Wed. August 31, 2011, ICLE Studio (Webcast Only).

Introduction to Copyright Law – Wed. December 4, 2011, ICLE Studio (Webcast Only).

2012 LLC & Business Entity Update – Thurs., February 9, 2012 in Grand Rapids, Tues. Feb 28, 2012 in Plymouth

24th Annual Business Law Institute, Date & Location TBD (likely May 2012).

Pursuant to motion duly made and seconded, the Minutes were unanimously approved 13-0-0.

(iv) Publications Directorship. A written report of the Publications Director is attached to these Minutes. Mr. McDonald discussed requests he has received from firms who wish to post Business Law Journal articles on their

websites. It was agreed that a link to the Business Law Journal article on the Section website should be posted instead of the article.

(v) Section Development. A written report of the Section Development Director is attached to these Minutes. Mr. Mali has planned an educational event on June 3 with the Grand Traverse Bar Association on *Acquiring Distressed Assets*. Mr. High is planning an event in Kalamazoo.

(vi) Technology. A written report of the Technology Director is attached to these Minutes.

D. Liaisons.

(i) Probate Section. No report.

(ii) Environmental Law Section. No report.

6. Other Business and Announcements. Mr. Carey asked the Council to consider sponsoring the Council on Legal Education Opportunity's ("CLEO") Summer Institute. CLEO was founded as a non-profit project of the ABA Fund for Justice and Education to expand opportunities for minority and low-income students to attend law school. Congress passed the Higher Education Amendments Act, creating the Thurgood Marshall Legal Educational Opportunity Program, which they deemed be administered by CLEO. CLEO is committed to diversifying the legal profession by expanding legal education opportunities to minority, low-income and disadvantaged groups. The program is geared toward university sophomores and is held at Cooley Law School. Funding for this program was cut in 2011 and Mr. Carey has asked the Section to consider being a one-time sponsor of the event by contributing \$1,250 or more to the program. The Young Lawyers Section has contributed \$1,250 and law firms are also sponsoring the program. A discussion ensued regarding the matter and whether or not it is in line with the goals and objectives of the Section. Mr. Carey feels that supporting the program is in line with the Section's goals and objectives as it addresses the issue of diversity in the legal profession. In addition, the Section would be recognized and gain exposure through participation. The members discussed holding a panel discussion or similar event in connection with the program to gain visibility. A motion was made to provide funds to support the CLEO College Prelaw Summer Institute in the amount of \$1,250. This is a one time contribution and the Section will hold a panel discussion or similar event in connection with the Institute. The motion was seconded and passed unanimously, 13-0-0.

7. Announcement of September 13, 2011 Annual Meeting and Council Meeting. The Annual Meeting and the next meeting of the Business Law Section Council will take place on Tuesday, September 13, 2011 at the Sheraton Detroit Novi 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 13-0-0, the meeting was adjourned at approximately 12:17 p.m.

Respectfully submitted,

By: _____
Marguerite Donahue, Secretary