

STATE BAR OF MICHIGAN - BUSINESS LAW SECTION
COUNCIL MINUTES

June 16, 2020

Pursuant to notice duly given, a meeting of the Council of the Business Law Section of the State Bar of Michigan was held via telephone conference on June 16, 2020. Council members present were Jennifer Consiglio, Julia Dale, Patrick Haddad, Bruce Haffey, Shane Hansen, Mark Kellogg, Michael Molitor, John Schuring, Scott Timmer, Ian Williamson, and Eric Zacks. In addition, Committee Chairs, Directors, and Liaisons present were Celeste Arduino, Amber Beebe, Kevin Block, Judy Calton, Jim Carey, Marguerite Donahue, Loukas Kalliantasis, Michael Khoury, Justin Klimko, Jennifer Oertel, Mark Peters, Jordan Segal, and Douglas Toering. Others present were Terri Shoop.

1. Call to Order and Determination of Quorum. Section Chair Jennifer Consiglio called the meeting to order at approximately 3:35 p.m. and determined that a quorum was present.

2. Approval of Minutes of March 12 Council Meeting and April 7, 2020 Special Meeting of the Council. Ms. Consiglio called for a motion to approve the Minutes of the March 12, 2020 Council meeting. A motion was made to approve the Minutes. The motion was seconded and unanimously approved, 11-0-0. Ms. Consiglio called for a motion to approve the Minutes of the April 7, 2020 Special Meeting of the Council. A motion was made to approve the Minutes. The motion was seconded and unanimously approved, 11-0-0.

3. Treasurer's Report. A written report has been provided by the Treasurer. Mr. Schuring reported that the Section is in a favorable and healthy position. The fund balance at the end of May was approximately \$250,000. The financials reflect an amount of \$9,400 in sponsorships. This number is incorrect. \$6,400 was incorrectly allocated to sponsorships, but should properly be allocated to charitable contributions - \$6,000 of which is allocated to Access to Justice. The sponsorships which were supported were the MSU Midwest Securities Institute and the Better Legal Drafting Seminar. The funds will be reallocated on the next report.

4. Chair's Report. Ms. Consiglio announced that the Executive Committee met about the Schulman Award. The Committee feels that if the in person Annual Meeting and Business Law Institute are cancelled, we would not be able to appropriately honor a Schulman Award recipient. The Committee has opted to delay the potential naming of a Schulman Award recipient for 2020 until we are certain of our plans for the Annual Meeting and Business Law Institute.

Ms. Consiglio reported that the Section participated in the State Bar of Michigan's Task Force to make recommendations to the Governor's office for re-opening law offices. There was participation on behalf of the Section and Ms. Consiglio thanked Mr. Williamson for his efforts.

Ms. Consiglio reported that two sponsorships were approved at the March Council meeting for (a) Women Lawyers Association of Michigan's 102nd Annual Meeting, and (b) the Young Lawyers Summit. Both events have been postponed and the approved sponsorships have not been paid.

5. Committee/Directorship Reports.

A. Standing Committees.

(i) Business Courts Committee. A written report has been provided by the Business Courts Committee.

(ii) Commercial Litigation Committee. A written report has been provided by the Commercial Litigation Committee.

(iii) Corporate Laws Committee. A written report has been provided by the Corporate Laws Committee.

(iv) Debtor/Creditor Rights Committee. No written report.

(v) Financial Institutions Committee. No written report.

(vi) In-House Counsel Committee. No written report. The Committee held a virtual meeting on March 18 that was well attended.

(vii) Law Schools Committee. A written report has been provided by the Law Schools Committee. The March and April events were cancelled, but the Committee looks forward to re-engaging with the law schools at a later date.

(viii) LLC & Partnership Committee. A written report has been provided by the LLC & Partnership Committee.

(ix) Nonprofit Corporations Committee. A written report has been provided by the Nonprofit Corporations Committee. Ms. Oertel reported that new members have been added to the Committee. A Webex meeting is scheduled for June 18 at 4 p.m.

(x) Regulation of Securities Committee. No written report. The Committee did not meet in the Spring. A Fall meeting will be scheduled in October using Webex or a similar format. Mr. Hanson reported that HB 5131 to amend the Michigan Uniform Securities Act is now before the House Ways and Means Committee, but has not advanced.

(xi) Small Business Forum. A written report has been provided by the Small Business Forum. Mr. Haffey reported that the Forum typically holds programs in the Spring and Fall. The Committee did not hold a program in the Spring but looks forward to a Fall event.

(xii) Uniform Commercial Code Committee. No written report. Ms. Consiglio reported that Darrell Pierce resigned as Chair of the Committee.

B. Directorships.

(i) Communication & Development Directorship. A written report has been provided by the Communication & Development Directorship.

(ii) Diversity & Inclusion Directorship. A written report has been provided by the Diversity & Inclusion Directorship. Ms. Beebe reported that a Committee meeting which included a speaker was planned, however it was cancelled due to COVID. A virtual meeting will be scheduled. Mr. Peters reported that the SBM is beginning to organize a group to try to plan Bar efforts regarding addressing systemic racism. Several Sections members will be participating.

(iii) Legislative Review Directorship. A written report has been provided by the Legislative Review Director.

(iv) Nominating Directorship. A written report has been provided by the Nominating Director. Please let Ms. Fuller know if you have suggestions for Council members. She will be scheduling a time to meet with the Executive Committee to work on nominations.

(v) Programs Directorship. A written report has been provided by the Programs Directorship. Mr. Schuring reported that the Directorship has been having planning calls with ICLE. Discussions have taken place regarding what the program might look like in a COVID environment and whether it is appropriate to take a year off. ICLE is currently checking with the hotel on the cancellation policy and costs. The Directorship will revisit whether or not to proceed. The Directorship would like to hold the event if possible. Art Prize is cancelled.

a. ICLE Liaison. A written report has been provided by the ICLE Liaison.

(vi) Publications Directorship. A written report has been provided by the Publications Directorship.

C. Liaisons.

(i) Probate Section. No written report.

(ii) Young Lawyers Section. No written report.

6. Other Business and Announcements. None.

7. Announcement of October 2, 2020 Annual Meeting, October 2, 2020 Council Meeting, and October 3, 2020 Council Meeting. The upcoming Council meetings and Annual Meeting will be confirmed as soon as possible.

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 4:05 p.m.

Respectfully submitted,

By: _____
Mark Kellogg
Secretary