

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

**September 24, 2009**

The Annual Meeting of the Business Law Section of the State Bar of Michigan was held at the Sheraton Detroit Novi in Novi, Michigan on September 24, 2009, pursuant to notice duly given.

1. Call to Order and Determination of Quorum. Section Chairperson, Dee Dee Fuller, called the meeting to order at approximately 4:45 p.m. and determined with the other officers present that a quorum existed.

2. Approval of Minutes of May 8, 2009 Council Meeting. Ms. Fuller called for a motion to approve the Minutes of the Meeting of the Council from May 8, 2009. Pursuant to motion duly made and seconded, the Minutes were unanimously approved.

3. Nomination of Officers. The following persons were presented for nomination by G. Ann Baker: Dee Dee Fuller, as Chairperson; Robert Wilson, as Vice Chairperson; Edwin Lukas as Secretary; and Marguerite Donahue, as Treasurer.

4. Election of Officers. Pursuant to motion duly made and seconded the nominations of the Officers, as stated above in item 3, were unanimously approved.

5. Incoming Chairperson's Report. Ms. Fuller stated that she has three initiatives for the upcoming year:

(a) Strategic Plan. Ms. Fuller will revisit the Strategic Plan which was revised in 2005. Some of the goals of the Strategic Plan have been accomplished, but some have not. Some new ideas were tried and are working, while others are not going anywhere. Ms. Fuller will put together a committee to revise the Section's Mission Statement and Strategic Plan to develop new, well-timed goals, and acquire new Section members.

(b) Website. Ms. Fuller will review the website to identify and update inconsistencies and errors. She will also review the posted documents to ensure they are flawless.

(c) Promotion. Ms. Fuller will work to promote the Section through outreach to other sections and bar associations.

Ms. Fuller stated that anyone wishing to participate in the above projects should email her regarding their interest. Most meetings will take place by telephone. Input may be solicited from Section Committees and Directorships and others.

6. Council Approval of Committee Chair and Directorship Appointments. Ms. Fuller introduced the Chairs of the Section's Committees and Directorships:

- a. Standing Committees
  - i. Commercial Litigation – Dan Sharkey
  - ii. Corporate Law – Cy Moscow and Justin Klimko
  - iii. Debtor/Creditor Rights – Judy Calton and Judy Miller
  - iv. Financial Institutions – Jim Breay
  - v. In-House Counsel – Matt Case
  - vi. Law Schools – Ed Lukas
  - vii. Nonprofit Corporations – Jane Forbes and Agnes Hagerty
  - viii. Regulation of Securities – Jerry Schwartz
  - ix. Uniform Commercial Code – Pat Mears
  - x. Unincorporated Enterprises – Dan Minkus
  
- b. Ad Hoc Committees
  - i. Ad Hoc Committee on Climate Change and Sustainability – Diane Akers
  - ii. Michigan Ad Hoc Committee on Legal Opinions – Justin Klimko
  
- c. Directorships
  - i. Legislative Review – Eric Lark
  - ii. Nominating – G. Ann Baker
  - iii. Programs – Dan Minkus, Eric Lark, Dee Dee Fuller, Chris Maeso, Mark Peters
    - (a) Small Business Forum – Cyndi Umphrey, Doug Toering
    - (b) ICLE Liaison – Marguerite Donahue
  - iv. Publications – Rick McDonald
  - v. Section Development – Tim Damschroder, Roger Mali, Justin Peruski, Ed Lukas, and Mark High
  - vi. Technology – Jeff VanWinkle

A motion was made to approve the above persons as Chairs of the listed Committee and Directorships. The motion was seconded and passed unanimously.

7. Committee/Directorship Reports.

A. Standing Committees.

(i) Commercial Litigation Committee. A written report of the Commercial Litigation Committee is attached to these Minutes. The Committee will hold a seminar on November 6.

(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 Committee will host a reception on October 7 at the Black Finn Saloon and Restaurant in Royal Oak.

(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. Jim Carey reported on the LLC Act. The Section will need to provide financial support to help move along the proposed amendments to the LLC Act. Mr. Carey asked for \$5,000 (to be paid \$1,000 per month) to hire Karoub & Associates to help move the amendments through the legislature. We need to hire lobbyists to achieve this goal. A motion was made to approve the request for \$5,000 for Karoub & Associates with respect to the amendments to the LLC Act. The motion was seconded and passed unanimously.

B. Ad Hoc Committees.

(i) Uniform Securities Act (2002). No report. The Committee has completed its work.

(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. Craig Hupp, Council Member of the Environmental Law Section, spoke regarding a proposed liaison with the two Sections. A motion was made to support a liaison from each Section to the other. The motion was seconded and passed unanimously.

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. No report. Doug Toering reported that a Fall seminar is being planned regarding opportunities for small businesses and green issues. He is currently looking for speakers for this seminar.

(b) ICLE Liaison. A written report of the ICLE Liaison is attached to these Minutes.

(iv) Publications Directorship. A written report of the Publications Directorship 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 Directorship is attached to these Minutes.

8. Other Business and Announcements. Please get any expenses in to Ed Lukas as soon as possible. Conrad Bradshaw, the Chair of Section in 1970, was introduced by Hugh Makens.

9. Announcement of December 5, 2009 Council Meeting. The next meeting of the Business Law Section Council will be held on Saturday, December 5, 2009 at 10:00 a.m. at the offices of Bodman LLP in Detroit.

10. 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, the meeting was adjourned at approximately 5:15 p.m.

11. Schulman Award Presentation. Mr. Lark spoke about the Stephen H. Schulman Outstanding Business Lawyer Award which is presented annually. The award honors Michigan business lawyers who consistently exemplify the characteristics the Section seeks to foster and facilitate: the highest quality of professionalism, the highest quality of practice, an unwavering dedication to service, ethical conduct, and collegiality within the practice of law. Alan Schenk remarked about Stephen Schulman. Cy Moscow remarked about Justin Klimko and presented him with the award. Justin Klimko remarked and Eric Lark closed the ceremony. The award ceremony ended at approximately 5:45 p.m.

Respectfully submitted,

By: \_\_\_\_\_  
Edwin Lukas, Secretary