

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

September 23, 2010

This meeting of the Council of the Business Law Section of the State Bar of Michigan was held at the Sheraton Detroit Novi in Novi, Michigan on September 23, 2010, pursuant to notice duly given.

1. Call to Order and Determination of Quorum. Section Chairperson, Robert Wilson, called the meeting to order at approximately 4:35 p.m. and determined that a quorum was present.

2. Approval of Minutes of May 21, 2010 Council Meeting. Mr. Wilson requested that "listing" be changed to "lifting" in the paragraph 5(A)(iii) in the third sentence to read: "A discussion ensued and the Council voted 9 to 5 in favor of lifting the stay of support." 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: Robert Wilson as Chairperson, Edwin Lukas as Vice Chairperson, Marguerite Donahue, as Secretary, and Jeffrey VanWinkle, 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. Mr. Wilson thanked Dee Dee Fuller, Ed Lukas and Marguerite Donahue for their good work. He also thanked Jeff VanWinkle for agreeing to take on the job of Treasurer.

Mr. Wilson reported that he has two initiatives for the upcoming year:

(a) First, he will establish a committee to review and amend the Bylaws of the Section.

(b) Second, Mr. Wilson commented on the state of our State and the extraordinary challenges Michigan is facing during these difficult economic times. Mr. Wilson asked Section members whether or not we are doing enough to help our fellow citizens in furtherance of the mission of the Section. Mr. Wilson challenged each Committee Chair and Director to think of a specific activity which the Section can do that would be of benefit to businesses in Michigan. He asked that these ideas be presented at the December Council meeting.

6. Council Approval of Committee Chair and Directorship Appointments. Mr. Wilson reported that Matt Case will resign as Chair of the In-House Counsel Committee and he thanked him for his work. Mr. Wilson introduced the Chairs of the Section's Committees and Directorships:

A. Committees

- (i) Commercial Litigation Committee. Daniel Sharkey.
- (ii) Corporate Laws Committee. Justin Klimko.
- (iii) Debtor/Creditor Rights Committee. Judy Calton and Judith Greenstone Miller.
- (iv) Financial Institutions Committee. James Breay.
- (v) In-House Counsel Committee. Theresa Orr and Kimberlee Yapchai.
- (vi) Law Schools. Douglas Toering.
- (vii) Nonprofit Corporations Committee. Jane Forbes and Agnes Hagerty.
- (viii) Regulation of Securities Committee. Jerome Schwartz.
- (ix) Uniform Commercial Code Committee. Patrick Mears.
- (x) Unincorporated Enterprises Committee. Daniel Minkus.

B. Directorships

- (i) Legislative Review Directorship. Eric Lark.
- (ii) Nominating Directorship. G. Ann Baker.
- (iii) Programs Directorship. Dee Dee Fuller, Eric Lark, Christopher Maeso, Daniel Minkus, and Mark Peters.
 - a. Small Business Forum. Douglas Toering.
 - b. ICLE Liaison. Marguerite Donahue.
- (iv) Publications Directorship. Richard McDonald.
- (v) Section Development. Timothy Damschroder, Mark High, Edwin Lukas, Roger Mali, and Justin Peruski.
- (vi) Technology. Jeffrey VanWinkle.

A motion was made and seconded to approve the Committee Chairs and Directors as presented. The motion was unanimously approved.

7. 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.

(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. 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. Mr. Minkus reported that the amendment to the LLC Act should become law soon.

B. Ad Hoc Committees.

(i) Michigan Ad Hoc Committee on Legal Opinions. A written report of the Michigan Ad Hoc Committee on Legal Opinions is attached to these Minutes. The Committee asked that Council approve the final report as presented for publication. A motion was made, 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. A written report of the Small Business Forum is attached to these Minutes. Mr. Toering introduced Larry Fobes, speaker at the October 5, 2010 Small Business Forum seminar entitled *Leadership in Business During Challenging and Uncertain Times*. Mr. Toering encouraged Section members to attend the 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 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.

8. Other Business and Announcements. Please provide all expenses for fiscal year 2009-2010 to Ms. Donahue as soon as possible.

9. Announcement of December 4, 2010 Council Meeting. The next meeting of the Business Law Section Council will take place on Saturday, December 4, 2010 at 10:00 a.m. at Cooley Law School in Grand Rapids.

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, the meeting was adjourned at approximately 5:00 p.m.

Respectfully submitted,

By: _____
Marguerite Donahue, Secretary