

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

September 26, 2013

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 26, 2013, pursuant to notice duly given.

1. Call to Order and Determination of Quorum. Section Chairperson, Jeffrey Van Winkle, called the meeting to order at approximately 5:26 p.m. and determined that a quorum was present.

2. Approval of Minutes of June 8, 2013 Council Meeting. Mr. Van Winkle called for a motion to approve the Minutes of the meeting of the Council from June 8, 2013. Pursuant to motion duly made and seconded, the Minutes were unanimously approved.

3. Nomination of Officers and Election of Officers. The following persons were presented for nomination by G. Ann Baker: Jeffrey Van Winkle as Chairperson; James Carey as Vice Chairperson; Douglas Toering as Treasurer; and Judy Calton as Secretary. Pursuant to motion duly made and seconded, the nominations of the Officers, as stated above, were unanimously approved.

4. Incoming Chairperson's Report. Mr. Van Winkle reported that plans for the upcoming year include continuing on with efforts at better communication both inside and outside of Council, and to move forward and continue on with the goals outlined in the Strategic Plan.

5. Council Approval of Committee Chair and Directorship Appointments. The proposed Chairs of the Section's Committees and the Directors of the Section are:

- (i) Commercial Litigation Committee. Douglas Toering.
- (ii) Corporate Laws Committee. Justin Klimko.
- (iii) Debtor/Creditor Rights Committee. Judy Calton and Judith Greenstone Miller.
- (iv) Financial Institutions Committee. Vacant.
- (v) In-House Counsel Committee. Bharat Gandhi.
- (vi) Law Schools. Mark Kellogg.
- (vii) Nonprofit Corporations Committee. Jane Forbes and Jennifer Oertel.

- (viii) Regulation of Securities Committee. Patrick Haddad.
- (ix) Uniform Commercial Code Committee. Patrick Mears.
- (x) Unincorporated Enterprises Committee. Daniel Minkus.
- (xi) Legislative Review Directorship. Eric Lark.
- (xii) Nominating Directorship. Dee Dee Fuller.
- (xiii) 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.
- (xiv) Public Relations and Social Media. Jennifer Consiglio.
- (xv) Publications Directorship. Richard McDonald.
- (xvi) Section Development. Kevin Block, Mark High, Edwin Lukas, and Justin Peruski.
- (xvii) Technology. Jeffrey Van Winkle.

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

6. 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. Ms. Calton reported that Robert Roether had contacted her with a proposal to aid client victims of attorney thefts (see attached letter). After discussion, it was determined that the Committee will discuss the issue at its November 19, 2013 meeting, and come up with a list of names which will be provided to Council at the December 7 meeting.

(iv) Financial Institutions Committee. No report.

(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.

(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.

B. Ad Hoc Committees.

(i) 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. Ms. Donahue reported that ICLE requests Section sponsorship for the on-demand webcast seminar *Contract Drafting: Indemnification, Representations, and Warranties* which will be recorded on December 3. There is no cost to the Section for this sponsorship. Pursuant to motion duly made and seconded, sponsorship of the seminar described above was unanimously approved.

(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) Public Relations and Social Media. A written report of the Public Relations and Social Media Director is attached to these Minutes.

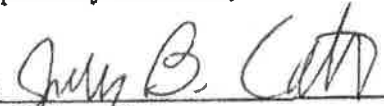
(vii) Technology. A written report of the Technology Director is attached to these Minutes.

7. Other Business and Announcements. James Carey reported that the fiscal year ends on September 30, 2013 and asked that all reimbursements and expenses for the 2012-2013 fiscal year be submitted to him as soon as possible.

8. Announcement of December 1, 2013 Council Meeting. The next meeting of the Business Law Section Council will take place on Saturday, December 7, 2013 at 10:00 a.m. at Honigman in Detroit.

9. 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 5:45 p.m.

Respectfully submitted,

By: 

Judy B. Calton
Secretary