

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

September 20, 2012

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 20, 2012, pursuant to notice duly given.

1. Call to Order and Determination of Quorum. Section Chairperson, Marguerite Donahue, called the meeting to order at approximately 5:28 p.m. and determined that a quorum was present.

2. Approval of Minutes of May 4, 2012 Council Meeting. Ms. Donahue called for a motion to approve the Minutes of the meeting of the Council from May 4, 2012. 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: Marguerite Donahue as Chairperson; Jeffrey Van Winkle as Vice Chairperson; James Carey as Treasurer; and Douglas Toering as Secretary.

4. Election of Officers. Pursuant to motion duly made and seconded, the nominations of the Officers, as stated above in item No. 3, were unanimously approved.

5. Incoming Chairperson's Report. Ms. Donahue thanked Mr. Lukas, Mr. Van Winkle, Mr. Carey, and the Committee Chairs and Directors for their contributions to the Section. Ms. Donahue expressed that she has several objectives she would like the Section to pursue in the upcoming year.

A. The first objective involves continuing to monitor developments in the specialized business court dockets in the State. Ms. Donahue would like to have one or two business court judges serve as liaisons to the Section, attend regular Council meetings, and report on business court developments. Ms. Donahue believes that the business and commercial law developments discussed at Council Meetings will be of interest to business court judges, and that the relationship will be mutually beneficial to the jurists and to the Section.

B. Ms. Donahue stated that the second objective involves reaching out to members who may be underrepresented in the Section, or who may require services and programming that the Section hasn't focused on in the past. The Section has been working toward this goal. The In-House Counsel Committee Co-Chairs have developed programming for in-house counsel that has brought them together for educational presentations and exchanging ideas in a manner that has been very well received. The Section's Development Directorship is working on appointing liaisons in strategic geographic locations to develop closer relationships with lawyers in locations other than Metro Detroit and Grand Rapids, where many of our members are based. Julia Dale agreed to lead the Section's Diversity Committee to increase the involvement of historically underrepresented lawyers in our Section. Ms. Donahue stated that it

is her hope that these efforts will continue to attract new members to the Section, and increase the involvement of current members.

C. The third objective involves continuing to focus on the traditions the Section has carried out well for years, including (i) publication of the *Michigan Business Law Journal*, and (ii) the Business Law Institute.

6. Council Approval of Committee Chair and Directorship Appointments. The Chairs of the Section's Committees and the Directors of the Section were introduced.

(i) Commercial Litigation Committee. Douglas Toering. Ms. Donahue thanked outgoing Chair Daniel Sharkey for four years of service.

(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. Florence Affatato and Bharat Gandhi. Ms. Donahue thanked outgoing Co- Chairs Kim Yapchai and Theresa Orr for two years of service.

(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.

(xi) Legislative Review Directorship. Eric Lark.

(xii) Nominating Directorship. G. Ann Baker.

(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, Timothy Damschroder, Mark High, Edwin Lukas, Roger Mali, 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.

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. 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) Business Courts. A written report of the Business Court Ad Hoc Committee is attached to these Minutes. Ms. Akers reported that a revised Bill was introduced in the legislature. It is very similar to the Bill reviewed by Council but improved and is attached to these Minutes. The Bill was passed by

Senate today and should be in the Governor's office in the next few weeks. It is scheduled to take effect in January of 2013.

(ii) 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. Mr. High reported that an event is being planned at Vincente's or a similar venue in Detroit in December.

a. Small Business Forum. A written report of the Small Business Forum is attached to these Minutes. Mr. Toering reported that a seminar on ways to promote your client's business will be held in Troy on October 25.

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) Public Relations and Social Media. No report.

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

8. Other Business and Announcements. Ms. Donahue asked that all expenses be submitted to Mr. Carey as soon as possible. Budget requests should be submitted to Mr. Carey in advance of the December meeting.

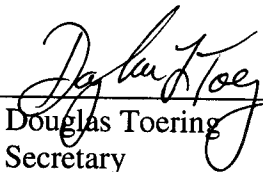
Ms. Donahue asked that Committee Chairs and Directors provide notice of meetings and events to Terri Shoop for posting on the Section's website.

Ms. Donahue indicated that the Section makes an annual contribution in the amount of \$5,000 to Access to Justice per its Strategic Plan. A motion was brought to make a \$5,000 contribution to Access to Justice for the 2011-2012 fiscal year. The motion was seconded and passed unanimously.

9. Announcement of December 1, 2012 Council Meeting. The next meeting of the Business Law Section Council will take place on Saturday, December 1, 2012 at 10:00 a.m. at Bodman in Detroit. Reports for the meeting are due by November 19.

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 5:50 p.m.

Respectfully submitted,

By:  _____
Douglas Toering
Secretary