

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

**October 5, 2019**

Pursuant to notice duly given, a meeting of the Council of the Business Law Section of the State Bar of Michigan was held at the Amway Grand Plaza Hotel in Grand Rapids, Michigan on October 5, 2019. Council members present were Jennifer Consiglio, Patrick Haddad, Bruce Haffey (via telephone), Carrie Leahy, Michael Molitor, Mark Peters, John Schuring, J. Scott Timmer (via telephone), Ian Williamson, Christopher Yates, and Eric Zacks. In addition, Committee Chairs, Directors and Liaisons present were Amber Beebe, Kevin Block, Judy Calton, Dee Dee Fuller, Laura Johnson, Jordan Segal (via telephone), and Douglas Toering (via telephone). Others present were Anne Choike, Alexis Derrossett, Jenni Colagiovanni, and Terri Shoop.

1. Call to Order and Determination of Quorum. Section Chair Jennifer Consiglio called the meeting to order at approximately 9:03 a.m. and determined that a quorum was present.

2. Approval of Minutes of June 11, 2019 Council Meetings. Ms. Consiglio called for a motion to approve the Minutes of the June 11, 2019 Council meeting. A motion was made to approve the Minutes. The motion was seconded and unanimously approved, 11-0-0.

3. Treasurer's Report and Proposed Budget. A written Treasurer's Report was provided to Council. Ms. Consiglio reported that the Section's fund balance is greater than last year. She proposed that the Council discuss at the next meeting uses for the excess funds. A motion was made to approve the 2019-2020 budget. The motion was seconded and passed unanimously, 11-0-0.

4. Council Approval of Committee Chairs and Directors. The Committee Chairs and Directors will remain the same with the exception of adding Thomas Share of Dykema as Co-Chair of the Financial Institutions Committee with David Barton. A motion was made to approve the Committee Chairs and Directors as presented. The motion was seconded and passed unanimously, 11-0-0.

5. Chair's Report.

A. Approval of Donation on Behalf of Kevin Block. Ms. Consiglio reported that the Section typically provides the outgoing Chair with a gift at the end of their term. Kevin Block has requested a donation to the American Cancer Society as his outgoing Chair gift. A motion was made and seconded approving a donation in the amount of \$400 to the American Cancer Society. The motion passed, 11-0-0.

B. Access to Justice Donation for 2019-2020 Fiscal Year. Ms. Consiglio reported that historically the Section makes an annual donation to Access to Justice, designated for Community Legal Services, in the amount of \$5,000. A motion was made to approve a donation in the amount of \$5,000 for Access to Justice, Community Legal Resources, during

fiscal year 2019-2020. The motion was seconded and passed unanimously, 10-0-0. A discussion ensued with respect to donations to this fund. An amendment to the prior motion was made to approve a donation in the amount of \$6,000 for Access to Justice, Community Legal Resources, during fiscal year 2019-2020. The motion was seconded and passed unanimously, 11-0-0.

C. Support of Michigan Coalition for Impartial Justice's Proposed Amendment to Judicial Canon 2(F). Ms. Consiglio reported that the Section was contacted in early August by the Woman Lawyers Association regarding the Section supporting the Michigan Coalition for Impartial Justice's Proposed Amendment to Judicial Canon 2(F). The amendment has been adopted in all but seven states, including Michigan. The details of the amendment were discussed at length. Judge Yates provided information from a Judicial Committee meeting he attended and stated that the judges will oppose the amendment. The Woman Lawyers Association will come to the Section to seek its support by April of 2020. Ms. Consiglio stated that she will submit materials on the amendment to Council before the December meeting for discussion at that time.

D. Invitation from Wayne State University Law Students Society. Ms. Consiglio reported that the WSU Law Students Society is seeking guest judges for the December transactional law competition and that those interested should contact her directly.

6. 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. Mr. Toering reported that the Committee will co-sponsor with the Litigation Section *New Discovery Rules and the Business Courts* on October 15 in Troy.

(iii) Corporate Laws Committee. A written report has been provided by the Corporate Laws Committee. Mr. Molitor reported that the Committee has established a task force to examine the oppression provisions of the Business Corporation Act and the Limited Liability Company Act. A meeting occurred in September 2018 where four subgroups were established to study various discreet issues.

(iv) Debtor/Creditor Rights Committee. No written report. Ms. Calton reported that a seminar on healthcare restructuring was held in June. Planning for additional educational programming continues. The Committee will be a sponsor of a retirement party for Judge McIvor.

(v) Financial Institutions Committee. A written report has been provided by the Financial Institutions Committee.

(vi) In-House Counsel Committee. A written report has been provided by the In-House Committee. Mr. Segal reported that the Committee is continuing to develop its membership and they are currently looking for a place to hold a meeting.

Mr. Segal asked the Council for approval to give two free Section memberships to in-house counsel attorneys per company. A discussion ensued regarding this topic. It was concluded that Mr. Segal would gather more information on this topic for discussion at a future meeting.

The Committee recommends that the Section take a position against HB 4874 which was introduced to amend the Michigan Antitrust Reform Act. After discussion within the Committee several questions were raised about the necessity of the law. The Committee is concerned that sanctions are inappropriate where the standards to be overbroad are too vague to be practically and consistently applied. A discussion ensued regarding this topic. Judge Yates reported that the bill has had no movement.

(vii) Law Schools Committee. A written report has been provided by the Law Schools Committee.

(viii) LLC & Partnership Committee. No report.

(ix) Nonprofit Corporations Committee. A written report has been provided by the Nonprofit Corporations Committee.

(x) Regulation of Securities Committee. A written report has been provided by the Regulation of Securities Committee.

(xi) Small Business Forum. A written report has been provided by the Small Business Forum. Mr. Haffey reported that a symposium will be held in December in Grand Rapids.

(xii) Uniform Commercial Code Committee. A written report has been provided by the Uniform Commercial Code Committee.

B. Directorship Reports.

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

(ii) Diversity & Inclusion. A written report has been provided by the Diversity & Inclusion Directorship. Ms. Beebe reported that a meeting will take place in October.

(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.

(v) Programs Directorship. A written report has been provided by the Programs Directorship. Mr. Peters reported that Business Boot Camp I will take place in November 2019 and January 2020. 142 participants attended the 2019 BLI; only 103 attended in 2018. The 2020 BLI will be held on October 2 at the J.W. Marriott in Grand Rapids. It has been determined that we would like to stay at the J.W. Marriott moving forward and ICLE will work to secure the J.W. for 2021. Sarah Williams has joined the Programs Directorship. She will take over securing sponsorships for the BLI.

a. ICLE Liaison. A written report has been provided by the ICLE Liaison. ICLE requests Section co-sponsor the following webcasts at no cost to the Section:

- i. Advising Businesses on Immigration Issues; and
- ii. Advising a Marijuana Startup.

A motion to approve Section co-sponsorship of the referenced webcasts was made, seconded, and passed, 11-0-0.

(v) Publications Directorship. No report.

D. Liaisons.

(i) Probate Section. No written report.

(ii) Young Lawyers Section. No written report.

7. Other Business and Announcements. None.

8. Announcement of December 7 Council Meeting. The next Council meeting will take place on December 7, 2019 at 10:00 a.m. at Butzel Long in Bloomfield Hills.

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 11-0-0, the meeting was adjourned at 10:10 a.m.

Respectfully submitted,

By: \_\_\_\_\_  
Mark Kellogg  
Secretary