

STATE BAR OF MICHIGAN - BUSINESS LAW SECTION
COUNCIL MINUTES

October 7, 2017

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 7, 2017. Council members present were Brendan Cahill (via telephone), Jennifer Consiglio, Julia Dale, Bruce Haffey (via telephone), Mark Kellogg, Mark Peters, John Schuring, Scott Timmer, Ian Williamson, and Christopher Yates. In addition, Committee Chairs, Directors and Liaisons present were Judy Calton, James Carey, John Dresser (via telephone), Dee Dee Fuller, Justin Klimko, Daniel Minkus, and Douglas Toering (via telephone). Others present were Lisa Geherin, Laura Johnson, and Terri Shoop.

1. Call to Order and Determination of Quorum. Section Chair Mark Peters called the meeting to order at approximately 10:00 a.m. and determined that a quorum was present.

2. Approval of Minutes of June 6, 2017 Council Meeting. Mr. Peters called for a motion to approve the Minutes of the June 6, 2017 Council meeting. A motion was made to approve the Minutes. The motion was seconded and unanimously approved, 10-0-0.

3. Treasurer's Report and Proposed Budget. A written Treasurer's Report and proposed budget was provided to Council. A motion was made to approve the budget. The motion was seconded and unanimously approved, 10-0-0.

4. Council Approval of Committee Chair and Directorship Appointments. Mr. Peters reported that all Committee Chairs and Directors will remain the same with the exception of the In-House Counsel Committee. Mary Ann Canary and Dawn Reamer have resigned as Co-Chairs and have recommended Jon Canty and Kymberly Kinchen as Co-Chairs. A motion was made to appoint Jon Canty and Kymberly Kinchen as Co-Chairs of the In-House Counsel Committee. The motion was seconded and passed unanimously 10-0-0. Mr. Peters urged Committee Chairs to appoint Co-Chairs if they have not already done so.

5. Chair's Report.

A. Report from ICLE. Lisa Geherin reminded Council that 2018 is the 30th anniversary of the Business Law Institute ("BLI"). ICLE and the Programs Directors are working on ideas to celebrate the anniversary at the 2018 event. The BLI will take place on October 4, 2018 at the JW Marriott in Grand Rapids. The 2019 BLI will take place at the Amway Grand Plaza Hotel in Grand Rapids. Attendance was down at the 2017 BLI in part because the Midwest Securities Law Conference was held on the same date. BLI dates for 2018-2019 have been provided to Elliot Spoon and Professor Spoon has indicated he will coordinate dates for future events. Mr. Peters thanked ICLE for a successful 2017 BLI.

Ms. Geherin requested Section co-sponsorship of the following webcasts:

Service on a Nonprofit Board
Business Entity Update

There is no cost to the Section for these co-sponsorships. A motion was made to approve co-sponsorship by the Section for the Service on a Nonprofit Board and Business Entity Update webcasts. The motion was seconded and passed unanimously, 10-0-0.

Ms. Geherin was asked about the possibility of renting the ICLE studio for a joint webinar with the ADR Section. Ms. Geherin indicated a seminar can be recorded, but not live. Pricing for a recording will vary based on factors such as editing.

B. State Bar Leadership Conference. Mr. Peters reported that the topic of getting younger lawyers involved was discussed at the State Bar Leadership Conference. Mr. Peters suggested that perhaps someone from the State Bar of Michigan could attend the December Council meeting to speak on this topic and to help the Section with ideas.

C. Section Service to, and Promotion at, Michigan Law Schools. Mr. Peters reported on the efforts of Kevin Block, Mark Kellogg and Mark Peters to increase the Section's value as a resource to State Law Schools and increase awareness of and interest in the Section with law students. Mr. Peters reported that he has spoken with Professor Zacks of Wayne State University Law School and Mark Kellogg will speak with Elliot Spoon of Michigan State University College of Law. Ideas for presentations to law students include legal drafting and modules from the BLI.

D. Mr. Peters reported that he received two proposed rules from the State Bar of Michigan for comment. The first is an Amendment to MCR 2.602 regarding procedural rules with respect to consent judgments. The second is ADM 2002-37 regarding e-filing and electronic records. Mr. Peters will forward the information to Douglas Toering and the Commercial Litigation Committee to determine if the Section is interested in commenting.

6. Committee/Directorship Reports.

A. Standing Committees.

(i) Business Courts Committee. A written report has been provided by the Business Courts Committee. Mr. Toering reported that amendments to the Business Court statute passed and will be effective October 11, 2017. Judge Yates reported that there is currently an effort to overhaul discovery rules and streamline. Judge Yates extended an offer on behalf of Judges Alexander, Potts and Yates to be part of a future BLI.

(ii) Commercial Litigation Committee. A written report has been provided by the Commercial Litigation Committee.

(iii) Corporate Laws Committee. A written report has been provided by the Corporate Laws Committee. Mr. Klimko reported that after the Committee moves through amendments to the Business Corporation Act, the next project to work on would be taking a look at the oppression statute and trying to provide clarification.

(iv) Debtor/Creditor Rights Committee. A written report has been provided by the Debtor/Creditor Rights Committee. Ms. Calton reported that the assignment of rents statute needs to be modernized. The Committee and the Real Estate Section will work together on this project.

(v) Financial Institutions Committee. No report.

(vi) In-House Counsel Committee. No report.

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

(viii) LLC & Partnership Committee. A written report has been provided by the LLC & Partnership Committee. Mr. Carey reported that the Committee will get started on amendments later this year or early next year.

(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.

(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) Legislative Review Directorship. A written report has been provided by the Legislative Review Director.

(iii) Nominating Directorship. A written report has been provided by the Nominating Director

(iv) Programs Directorship. A written report has been provided by the Programs Directorship.

a. ICLE Liaison. A written report has been provided by the ICLE Liaison.

(v) Publications Directorship. A written report have been provided by the Publications Director.

D. Liaisons.

(i) Probate Section. No report.

(ii) Young Lawyers Section. No report.

7. Other Business and Announcements. Ms. Dale discussed upcoming changes at the Michigan Department of Licensing and Regulatory Affairs. Judge Yates reported on receivership bills.

8. Announcement of December 2, 2017 Council Meeting. The next Council meeting will take place on Saturday, December 2, 2017 at 10:00 a.m. at Bodman 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 10-0-0, the meeting was adjourned at approximately 9:45 a.m.

Respectfully submitted,

By: _____
Julia Dale
Secretary