

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

**September 15, 2005**

This meeting of the Council of the Business Law Section of the State Bar of Michigan was held at the Westin Hotel in Southfield, Michigan on September 15, 2005 at 5:25 p.m., pursuant to notice duly given.

1. Call to Order and Determination of Quorum. Section Chairperson, Eric I. Lark, called the meeting to order at approximately 5:25 p.m. and determined with the other officers present that a quorum existed.

2. Approval of Minutes of June 4, 2005 Council Meeting. Mr. Lark called for a motion to approve the Minutes of the Meeting of the Council from June 4, 2005. Pursuant to motion duly made and seconded, the Minutes were unanimously approved.

3. Nomination of Officers. The following persons were presented for nomination by Jeffrey S. Ammon, Nominating Director: Eric I. Lark, as Chairperson, Michael S. Khoury, as Vice Chairperson, Mark R. High, as Secretary, and Diane L. Akers, 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. Lark reported that the Section has made headway and has gained a lot of momentum. He thanked the officers, council, committee chairs, directors, past chairs, and section members for their efforts on behalf of the Section. Mr. Lark stated that he has three initiatives for the upcoming year:

- a. To continue outreach and Section development;
- b. To follow through on the goals outlined in the revised Strategic Plan; and
- c. To establish an annual award for the person who best embodies the ideals outlined in the Mission Statement of the Section. The recipient of the award would be a Michigan business lawyer who, over their career, best realizes these characteristics. Mr. Lark proposed an Ad Hoc Committee to look into further defining, naming, and picking a winner for the award for 2006. Mr. Lark proposed presenting the award at the 2006 Annual Meeting. The Ad Hoc Committee will consist of Eric Lark (Chair), Daniel Minkus, Jeff Ammon, and David Foltyn, and will provide a report and recommendation at the December Council meeting. A motion to approve the establishment of an ad hoc committee to further develop this award was duly made, seconded, and unanimously approved.

Mr. Lark invited Section members to become further involved in Section activities. If a Section member is interested, they should contact Mr. Lark.

Section Committees and Directorships will remain the same for the upcoming year with the following exceptions:

- a. Commercial Litigation Committee. Diane L. Akers and Ashish Joshi will Co-Chair the Committee;
- b. Programs Directorship. Dee Dee Fuller, Dan Minkus, Mark Peters, and Greg Schmidt will be Programs Directors; and
- c. Section Development. Tim Damschroder and Roger Mali will be Section Development Directors.

A motion to approve the changes in a.-c. above was duly made, seconded and unanimously approved.

7. Committee/Directorship Reports.

A. Standing Committees.

(i) Agricultural Committee. No report.

(ii) Commercial Litigation Committee. A written report of the Commercial Litigation Committee is attached to these Minutes. Ms Akers reported that Brian Palmer will introduce a statute creating a business court in the Michigan House of Representatives this month. Judges and the State Bar view the business court as a positive change. The plan is to create a business court in each circuit and a task force will be created to write rules and procedures and to address controversial issues. The court should be up and running in 2006. The Real Estate Section and the State Bar will support the business court. A motion was made for the Section to support the implementation of the business court. The motion was second and unanimously approved.

(iii) Corporate Laws Committee. A written report of the Corporate Laws Committee is attached to these Minutes. Mr. Klimko reported that Section 7B is proposed to be repealed. Options were discussed and the Committee is looking for another sponsor. A discussion ensued regarding Section 131 and Senate Bill 664.

(iv) Debtor/Creditor Rights Committee. A written report of the Debtor/Creditor Rights Committee is attached to these Minutes. Mr. Khoury stated that the Debtor/Creditor Rights Committee is the most active Committee of the Section. He stated that at least 25 people (sometimes 60-70 people) are drawn to the Committee's quarterly meetings. Mr. Khoury commended the Committee for doing a wonderful job.

(v) Financial Institutions Committee. A written report of the Financial Institutions Committee is attached to these Minutes.

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

(vii) Nonprofit Corporations Committee. A written report of the Nonprofit Corporations Committee is attached to these Minutes.

(viii) Regulation of Securities Committee. No report.

(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. No report.

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.

(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. Liaison Reports. No reports.

9. Other Business and Announcements. Mark High reported that Section member Cynthia Umphrey would like to set up a small business committee to help small firms. He would like to create an Ad Hoc Committee to look at this issue. The committee will consist of Mark High (Chair), Cynthia Umphrey, Dan Minkus, David Foltyn, and Dee Dee Fuller. A motion was made to assemble an Ad Hoc Committee to look into the issue of setting up a small business committee. The motion was seconded and unanimously approved.

Richard Sundquist reported that if anyone is looking for a corporate associate with experience in bankruptcy, he has a resume.

10. Announcement of December 3, 2005 Meeting. The next meeting of the Business Law Section Council will be held on Saturday, December 3, 2005 at 10:00 a.m. at the offices of Jaffe Raitt Heuer & Weiss in Southfield.

11. 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 5:45 p.m.

Respectfully submitted,

By: \_\_\_\_\_  
Mark R. High, Secretary