

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

December 7, 2002

This meeting of the Council of the Business Law Section of the State Bar of Michigan was held at the Livonia Marriott, Livonia, Michigan, on December 7, 2002 at 10:00 a.m., pursuant to notice duly given.

PRESENT: Timothy R. Damschroder, G. Ann Baker, Eric I. Lark, Paul Rentenbach, Robert Wilson, Judy B. Calton, Richard Sundquist, Stephen Waterbury, Vicki Martin-Anderson, John Dresser, DeeDee Fuller, Justin Klimko, Mark High, David Joswick, Diane Akers, and Laura Jones.

1. Call to Order and Determination of Quorum. Section Chairperson, Timothy R. Damschroder, called the meeting to order at 10:00 a.m., and determined with the other officers present that a quorum existed.
2. Approval of Minutes of Meeting of September 26, 2002. Mr. Damschroder called for a motion to approve the Minutes of the Council Meeting held on September 26, 2002. Pursuant to motion duly made and seconded, the Minutes were unanimously approved.
3. Treasurer's Report. Mr. Lark reported that the Section continues to be financially sound. Committee budgets for the 2002-2003 were discussed. Deficit spending of the surplus was discussed. Pursuant to motion duly made and seconded, the committee budgets for the 2002-03 fiscal year were approved.
4. Chairperson's Report.
 - a. Mid-Year Meeting. ICLE would like to move the Mid-Year meeting to Soaring Eagle in Mount Pleasant effective in the year 2003-04. Reasons for moving include: (1) change in location may increase interest; (2) Soaring Eagle's is less expensive; (3) closer to Detroit and Grand Rapids; and (4) service at Grand Traverse has declined. ICLE will have proposal by the March meeting. Will have to work hard at the committee level on budget to get the meeting running more efficiently and cost effectively. Pursuant to motion duly made and seconded, motion to approve moving the Mid-Year meeting to Soaring Eagle in Mount Pleasant, effective for the 2004 and 2005 meeting, was approved.
 - b. Writing Scholarship. Awarding a writing scholarship is provided for in the Section's Strategic Plan. The Executive Committee proposes setting up a committee to award a \$2,500 writing scholarship on a one-year trial basis. Pursuant to motion duly made and seconded, the motion was approved.
 - c. Committee Report Template. A new committee report template has been approved. All reports have a uniform look and it will help committee chairs know what to report on.

d. 2003 Annual Meeting. In an effort to reduce costs, The State Bar has shortened the time for the 2003 Annual Meeting and it will be held in Lansing rather than Detroit. Discussion regarding the Section Annual Meeting Program occurred. Pursuant to motion duly made and seconded, motion to approve moving the 2003 Annual Section business meeting and program to Lansing rather than Detroit was approved.

e. Strategic Plan. Chairperson Damschroder submitted the attached Report on the status of the Strategic Plan: Uses of section surplus; Michigan Business Law Journal; Mid-Year Meeting; Member participation outreach; Website; Continuing legal education; Section governance and administration.

5. Committee/Directorship Reports.

A. Standing Committees

1. Agricultural Committee - A written report is attached.
2. Commercial Litigation - A written report is attached.
3. Corporate Laws - A written report is attached.
4. Debtor/Creditor Rights - Oral report. Advisory committee to the Bankruptcy Court for the Eastern District of Michigan; re-writing local rules is taking up much of the committee's time.
5. Financial Institutions - A written report is attached.
6. In-House Counsel - No report.
7. Nonprofit Corporations - No report.
8. Regulation of Securities - No report.
9. Uniform Commercial Code - A written report is attached.
10. Unincorporated Enterprises - A written is attached.

B. Ad Hoc Committees. Beverage, Alcohol and Hospitality Practice Group Report is attached.

C. Directorship Reports.

1. Legislative Review - A written report is attached.
2. Nominating - A written report is attached.
3. Programs - A written report is attached.
4. Publications - A written report is attached.

5. Section Development - A written report is attached. Because of the tremendous response to Boot Camp, a proposal was made to repeat the course for a second year beginning September 2003, which would include 5 or 6 new topics and repeat a few of the more popular sessions from this year's Boot Camp. Pursuant to motion duly made and seconded, the motion to continue the Boot Camp in September 2003 without budget at this time was approved.

6. Technology - A written report is attached.

6. Liaison Reports. None.

7. Other Business and Announcements. None.

8. Announcement of March Meeting. The March meeting will be held on March 6, 2003 at the State Bar of Michigan's Offices in Lansing, Michigan.

9. Meeting Adjournment. There being no further business to come before this meeting of the Council of the Business Law Section of the State Bar of Michigan, upon a motion duly made and seconded, and unanimously approved, the meeting was adjourned.

Respectfully submitted,

By: _____

MEMORANDUM

TO: Business Section Council

FROM: Timothy R. Damschroder

DATE: December 7, 2002

RE: Report on Status of Strategic Plan

I. USES OF SECTION SURPLUS

A. Section Webmaster

Goal: Formalize an ongoing relationship with a Section Webmaster and increase the scope of activity of the Section Webmaster.

Status: See detailed discussion under Website in Section V below.

B. Internet and Other Technology Services

Goal: To provide Section members additional value by increasing access to materials and resources available on the Internet.

Status: See detailed discussion under Website in Section V below.

C. Writing Scholarship Award

Goal: Development of a Scholarship Award Program for legal writing on business topics.

Status: It is recommended that the Section undertake a one year trial scholarship award program. The program would be open to all Michigan law schools, with a \$2,500 award to the student with the best article dealing with any business law topic. The program would have two primary purposes: (i) promote involvement with, and knowledge about, the Section with law students; and (ii) to promote law student interest in business topics.

D. Lobbying

Goal: To procure lobbying assistance with regard to pending legislation in those instances in which the importance of the passage or defeat of the legislation is deemed by the Council to be of critical significance to business law practitioners or businesses in Michigan.

Status: As reflected in the May 2001 Updated Strategic Plan, Council will analyze the desirability of retaining lobbying assistance on a case by case basis.

E. Increased Development Activities

Goal: To develop and increase the participation levels of the Section's members.

Status: A development director is in place and various development programs have been initiated or are on tap: Business Boot Camp, Section receptions, outstate regional programs, member database and conducting a survey of the members regarding the type of business law practiced by each member. A second survey will be sent to the members that did respond to the first survey. The survey results will be reported to Council.

F. Support for Access to Justice Program of Michigan State Bar

Goal: To continue a significant level of support for the Access to Justice Campaign and program of the Michigan State Bar.

Status: The Council has committed to a \$5,000 yearly contribution to Access to Justice.

G. Dues Reduction

Goal: To evaluate the advisability of reducing annual Section dues.

Status: Due to the increased use of the Section's budget, it is recommended not consider reducing dues at this time.

II. MICHIGAN BUSINESS LAW JOURNAL

Goal: To provide a regularly-published high-quality publication.

Status: Excellent. Robert T. Wilson and ICLE have teamed to produce the Michigan Business Law Journal on a regular basis, and with high quality.

III. BUSINESS LAW SECTION MID-YEAR MEETING

Goal: Investigate continued participation with ICLE, location and scheduling, breadth of programs, and networking and social opportunities.

Status:

Participation with ICLE. It is recommended that the Section continue participation with ICLE. Their support makes production of the Mid-Year Meeting by the program chairs much easier. Additionally, ICLE's publication and marketing abilities are extremely helpful to the Section.

Location and Scheduling. It is recommended that the Section, on a trial basis, move the seminar to Soaring Eagle Resort in Mount Pleasant, Michigan. Soaring Eagle is approximately one hour closer to metropolitan Detroit and Grand Rapids. Additionally, the fees charged by the resort for the seminar would be less than those charged by Grand Traverse Resort. An alternative forum may attract new member attendance.

Breadth and Program Focus. The Section continues to offer a wide variety of programs at each Mid-Year Meeting.

Networking and Social Opportunities. To date, the Section has not increased networking and social opportunities. Current activities include the evening dinner with entertainment, Section reception, subsidized golf, and break times between sessions.

IV. MEMBER PARTICIPATION OUTREACH

A. Events to Disseminate Information

Goal: Providing forums for Section members to meet with Council members and committee chairpersons and learn of the opportunity for further participation in Section affairs.

Status: See report regarding increased development activities, Section I(E) above.

B. Increasing Outstate Participation

Goal: Increase participation in Section affairs by attorneys in locations other than metropolitan Detroit and Grand Rapids.

Status: See report regarding increased development activities, Section I(E) above.

C. Increasing Participation by Young Lawyers

Goal: Increase participation in Section affairs by younger attorneys.

Status: The Business Boot Camp program was established in September 2002 to provide training and networking opportunities to young business lawyers. The program has been very well received, and will, in all likelihood, be repeated beginning in September 2003.

D. Collection of Information About Section Members.

Goal: Obtaining meaningful information about our Section members and learning more about which services and benefits our Section membership values.

Status: See report regarding increased development activities, Section I(E) above.

E. Development of Section Logo (and collateral materials)

Goal: Providing an identifiable logo for the Business Law Section to be used to enhance its marketing and development efforts.

Status: Excellent. The "Dan Minkus" logo continues to be used for a wide variety of purposes.

V. WEBSITE

A. Section Webmaster.

Status: A Section Webmaster has been hired (Margery Klausner). There has been some frustration working with the State Bar in keeping the Section web page updated. However, these problems have recently been solved and procedures have been implemented to keep the web site updated more often.

B. Enhancement of Website.

Status: Excellent. The Technology Director, Michael Khoury, has worked with the Section Webmaster to make various changes to the web site.

C. Add a Recruiting Module to the Website.

Status: Currently being investigated by Technology Director.

D. Create a Section-wide Listserve.

Status: Completed.

VI. CONTINUING LEGAL EDUCATION

Goal: To enhance the structure of continuing legal education opportunities with which the Section is involved.

Status: A variety of seminars are currently offered by the Section. Most in conjunction with ICLE. These seminars include: Business Boot Camp, various seminars held by the Commercial Litigation Committee, Mid-Year Meeting, Annual LLC and Business Entity Update, Annual Drafting Business Law Documents, and others. It is recommended that the Section continue its efforts to expand and enhance continuing legal education efforts as outlined in this Strategic Plan.

VII. SECTION GOVERNANCE AND ADMINISTRATION

A. Section Bylaws

Goal: Review and revise the Section's Bylaws to the extent appropriate to make the Bylaws more meaningful, useful and consistent with the stated and intended activities of the Section.

Status: Completed.

B. Section Administrator

Goal: Increase the scope of activity of the Section Administrator.

Status: Completed.

C. Role of Officers

Goal: To identify the optimum utilization of the Section's officers.

Status: Current Section leadership does not feel a change should be made the current roles of officers.

D. Involvement of Past Chairs

Status: No activity has taken place.

E. Limits on Council Member Service

Goal: Evaluate Section policies and procedures relating to the nomination of Council members and the term limits imposed on their service.

Status: Current Section leadership does not feel a change should be made regarding limits on current Council member service.

F. Committee Chairs and Directors

Goal: To evaluate the Section's policies regarding the designation of committee chairpersons and their continued tenure, to insure optimum benefit to the Section.

Status: Current Section leadership does not feel a change should be made regarding Committee Chairs and Directors.