

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

September 13, 2011

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 13, 2011, pursuant to notice duly given.

1. Call to Order and Determination of Quorum. Section Chairperson, Edwin Lukas, called the meeting to order at approximately 5:23 p.m. and determined that a quorum was present.

2. Approval of Minutes of May 6, 2011 Council Meeting. Mr. Lukas called for a motion to approve the Minutes of the meeting of the Council from May 6, 2011. 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: Edwin Lukas as Chairperson; Marguerite Donahue as Vice Chairperson; Jeffrey Van Winkle as Treasurer; and James Carey 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. Mr. Lukas thanked Mr. Wilson, Ms. Donahue, Mr. Van Winkle and others for their contributions to the Section.

(a) Mr. Lukas reported that his broad initiative for the upcoming year is to focus on the Section's fundamentals, remain true to its mission and enhance the quality of the services that are delivered to Section members. Section members have made it clear that the most valued Section service is the receipt of information that advances their professional competence such as expert programs and presentations through the *Business Law Institute*, *Business Boot Camp*, the *Michigan Business Law Journal*, and other traditional resources. The Section has distinguished itself within the State Bar through its adoption and use of social media such as Facebook, LinkedIn, and other platforms. Mr. Lukas would like the Section to explore whether these tools can improve the way the Section develops and delivers information to members, inspire new attorneys to get involved, and raise awareness of the Section's services, programs and benefits.

(b) Mr. Lukas stated that in September 2010 we elected new co-chairs to lead the In-Housel Counsel Committee, Kim Yapchai and Theresa Orr. Ms. Yapchai and Ms. Orr have brought renewed enthusiasm to the Committee, but they remain relative newcomers to the Section and the way that the Section transacts business. Mr. Lukas indicated that the Section looks forward to working closely with them to identify strategies that are consistent with the Section's mission, that fit well with the initiatives of the Programs Committee, and that will foster the interests of the Section.

(c) Mr. Lukas would like the Section to continue its efforts at helping make Michigan a more attractive place to conduct business. The Section will evaluate the Pure Michigan Business Connect program, an opportunity to work with the MEDC to help make business law services more widely available to emerging companies.

(d) Mr. Lukas stated that the Section will monitor developments in Lansing to ensure that our expertise in business law is properly utilized during these trying times.

(e) Mr. Lukas stated that the Section will collaborate with LARA's Office of Regulatory Reinvention to help create a licensing and regulatory environment that promotes business growth, promotes job creation, and eliminates unnecessary or burdensome regulations.

6. Council Approval of Committee Chair and Directorship Appointments. Mr. Lukas introduced the Chairs of the Section's Committee and Directorships:

- (i) Commercial Litigation Committee. Daniel Sharkey.
- (ii) Corporate Laws Committee. Justin Klimko.
- (iii) Debtor/Creditor Rights Committee. Judy Calton and Judith Greenstone Miller.
- (iv) Financial Institutions Committee. James Brey.
- (v) In-House Counsel Committee. Theresa Orr and Kimberlee Yapchai.
- (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) Publications Directorship. Richard McDonald.

(xv) Section Development. Kevin Block, Timothy Damschroder, Mark High, Edwin Lukas, Roger Mali, and Justin Peruski.

(xvi) 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. Mr. Toering reported that on May 31, 2011, the Committee held a one-hour webinar regarding Joint Defense Agreements which 65 people attended. On October 20, 2011, the Committee and the Small Business Forum are co-sponsoring a program regarding the proposed Business Court in Troy.

(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. Ms. Miller reported that an educational program regarding *Stern v Marshall* will be presented on September 30, 2011.

(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. Mr. Toering asked that anyone interested in providing advice to law school students please contact him.

(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) Bylaws Committee. Mr. Wilson reported that he will submit the amended and restated Bylaws to the State Bar Board of Commissioners for approval.

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.

a. Small Business Forum. A written report of the Small Business Forum is attached to these Minutes. Mr. Toering reported that Michael Merkel and Rachel Keller of Plante Moran presented on the Michigan Corporate Tax on July 13, 2011 in Troy. A seminar on the proposed Business Court will be held on October 20 in Troy.

Mr. Toering discussed Michigan Business Connect which will be discussed further at the December 3 Council meeting. Tom Rico of the MEDC will attend.

b. ICLE Liaison. A written report of the ICLE Liaison is attached to these Minutes. Ms. Donahue reported that ICLE is requesting the Section to co-sponsor *Representing the New Business Owner* which will be held on January 31, 2012 at the DoubleTree Hotel, Detroit. No monetary commitment is required of the Section. A motion was made for the Section to co-sponsor *Representing the New Business Owner* on January 31, 2012. The motion was seconded and passed unanimously.

Ms. Donahue reported that the Section has been asked to provide co-sponsorship funding in the amount of \$2,000 for the *Solo and Small Firm Institute* sponsored by ICLE and the State Bar of Michigan at the State Bar's Annual Meeting to be held September 14-16, 2011. The Section historically has provided sponsorship funding at this level to the Institute. A motion was made to approve sponsorship in the amount of \$2,000 for the *Solo and Small Firm Institute* to be held September 14-16, 2011. The motion was seconded and passed unanimously.

(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. Other Business and Announcements. None.

9. Announcement of December 3, 2011 Council Meeting. The next meeting of the Business Law Section Council will take place on Saturday, December 3, 2011 at 10:00 a.m. at Butzel Long in Bloomfield Hills.

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: 

James Carey
Secretary