

CORPORATE LAWS COMMITTEE
REPORT PREPARED FOR THE DECEMBER 2, 2006 COUNCIL MEETING

1. Budget Request.

\$2,000.

2. Next Scheduled Meeting of the Committee

The Committee does not hold regular meetings but rather meets when in the process of considering amendments to the Business Corporation Act. The Committee plans to schedule a meeting in early 2007 to discuss possible additional amendment topics and corporate law developments in other jurisdictions such as the move to facilitate majority voting for directors.

3. Council Approval

The Committee requests no council action at this meeting. However, the Committee has suggested to the chairman that the council consider a coordinated plan for advancing legislation proposed by Section committees, including whether a regular lobbyist should be sought.

4. Membership

The Committee remains open to participation by any interested parties.

5. Accomplishments Toward Committee Objectives

The Committee continues to monitor developments in corporate laws throughout the country and to consider changes to the Business Corporation Act. This is an ongoing and continuous process.

6. Meetings and Programs

No programs are currently scheduled, though the Committee is open to participation in presentations discussing changes to the Act.

7. Publications

The Committee sponsored the Summer 2005 issue of the Michigan Business Law Journal.

8. Legislative/Judicial/Administrative Developments

The BCA amendments developed by the Committee were passed and became law in March, 2006, with two exceptions previously noted.

On February 15, 2006, HB 5679 was introduced, sponsored by Reps. Gaffney and Lemmons. This bill would amend the BCA to prohibit a board of directors from amending or repealing bylaws after their initial adoption and to require that all directors be elected for three-year terms. The Committee was not involved in the preparation of this bill. The bill was assigned to committee and there has been no further action.

9. Analysis of Applicable Strategic Plan Issues.

The activity of the Committee is directly related to the Strategic Plan mission of promoting improved legislation and regulation for business and the goal of reviewing Michigan laws affecting business formation, capital raising, corporate governance and related legal matters. The Committee attempts to keep Michigan corporate law current with national trends and competitive with the business law environments of other jurisdictions.

10. Miscellaneous

The Committee will continue to accept ideas for technical and other amendments to the Business Corporation Act, which is amended periodically. Suggestions in this regard may be addressed to either of the committee co-chairs, Cyril Moscow or Justin G. Klimko. The Committee also will consult with the Department of Labor and Economic Growth regarding efforts to further streamline corporate filings and information dissemination.

Any questions regarding this report may be directed to me.

Justin G. Klimko
Butzel Long
150 West Jefferson, Suite 900
Detroit, Michigan 48226
Telephone: 313-225-7037
Fax: 313-225-7080
e-mail: klimkojg@butzel.com

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