

**MINUTES OF EXECUTIVE COUNCIL MEETING  
MSBA BUSINESS LAW SECTION  
October 12, 2011**

A meeting of the Executive Council of the Minnesota State Bar Association Business Law Section was held on October 12, 2011, starting at 7:30 a.m. at the Marquette Hotel in Minneapolis, Minnesota. The following members of the Executive Council were present:

Dennis Knoer, Chair; Karen Grandstrand, Vice Chair; Mike Stanchfield, Secretary; Secretary of State Mark Ritchie; Marie Feely; Joe Green; Gene Hennig; Lloyd Kepple; Bill Klein; Jonathan Nygren; Jim Pfau; Steve Quinlivan; Jennifer Santini; Sue Bores, MSBA Liaison. Also present was Ted Haller, a law student guest of Mr. Hennig.

**Approval of Minutes of August 10, 2011 Meeting**

Upon motion duly made and seconded, the minutes of the August 10, 2011 Executive Council meeting, as corrected, were unanimously approved.

**Treasurer's Report – Heidi Neff Christianson**

The Chair read an email message from the Treasurer reporting that the Section had a balance, including investments, of approximately \$40,000 as of August 31, 2011. The Treasurer's report noted that membership dues for the two-month period ended August 31, 2011 were approximately \$13,325, which amount was virtually unchanged from the same period in the prior fiscal year.

**Chair's Report – Dennis Knoer**

The Chair began his report by noting that he had followed up with the MSBA staff regarding the permissibility of the Section delivering a letter of support to the staff members in the Office of the Secretary of State in light of the State's recent budget crisis and continuing funding concerns. He noted that the officers would draft a letter and circulate it to the Executive Council for comment.

He then reported that he had received no comments on the proposed amendments to the MSBA's bylaws relating to bar-sponsored legislative proposals, which amendments had been previously circulated to the Executive Council.

The Chair then read a thank-you card from Bert Black expressing gratitude for the Section's role in Mr. Black's 30<sup>th</sup> anniversary celebration on August 11. Secretary Ritchie added that Mr. Black is recovering well from his recent surgery.

The Chair then advised that he had received from Mr. Oemichen notice of an initiative for a new statute governing senior housing cooperatives and stated that he and the

Legislative Coordinator would look into it, but that the Real Property Section was likely to take the lead in sponsoring it.

The Chair concluded by thanking the Executive Council for the helpful comments he had received on the Section's 2011-12 work plan.

**Business and Professional Corporations Committee – Mike Stanchfield and Steve Quinlivan**

No report.

**Nonprofit Organizations Committee – Jennifer Reedstrom Bishop and Heidi Neff Christianson**

The Chair read an email from Ms. Christianson reporting that the committee has reviewed the Model Unincorporated Nonprofit Associations Act and has determined not to support it. Mr. Hennig noted that the committee's concerns with the proposed legislation have been raised with the uniform law commissioners. The Chair then asked the Legislative Coordinator to inform the MSBA that the Section does not support the proposed legislation.

**Banking Committee – Joe Green and Karen Grandstrand**

Ms. Grandstrand reported that the committee is working on the 2012 Banking Law Institute, which is tentatively scheduled for April 16, and is soliciting ideas for speakers.

Mr. Green advised that the committee is co-sponsoring with the MSBA Consumer Financial Litigation Committee a CLE program on November 14. He also advised that Dodd-Frank rulemaking continues and that the regulators are approximately halfway done with that task.

**Securities Law Committee – Tim Hearn and Jonathan Levy**

The Chair read an email from Mr. Levy noting that he and Mr. Hearn are working on some possible CLE programming.

**Partnership and LLC Committee – Bill Klein**

Mr. Klein reported that he and Professor Kleinberger are preparing for the reintroduction of the Revised Uniformed Limited Liability Company Act during the next legislative session. He noted that there is no need to seek MSBA endorsement again, as the prior endorsement is still in force.

**UCC and Commercial Finance Committee – Jim Pfau and Tom Kelly**

Mr. Pfau reported that the committee was involved with a lunchtime CLE program on recent amendments to Article 9 drew approximately 60-70 attendees. The committee is also involved with a CLE program on January 23 on the topic of commercial credit agreements.

**Franchising and Distribution Law Committee – Joe Fittante**

No report.

**Electronic Commerce Committee – Christina Kunz and Rhona Schmidt**

No report.

**Cooperative Law Committee – Bill Oemichen and Dave Swanson**

No report.

**Secretary of State Mark Ritchie and Bert Black**

Secretary Ritchie reported that his office completed the conversion of its Business Services Portal over the Labor Day weekend and that the office is receiving positive comments from users. He encouraged others to give feedback based on their experience.

Secretary Ritchie noted that 2012 is the International Year of Cooperatives. He advised that he has already been speaking more and more on cooperatives and that this will be a very active area next year.

He concluded by noting that there has been a significant increase in the number of state trademark filings compared to prior years.

**Department of Commerce – Alberto Quintela**

No report.

**Legislative Coordinator – Jonathan Nygren**

Mr. Nygren advised that the deadline for proposals to be brought before the MSBA Legislative Committee is October 28. He noted that, given the backlog of proposals from last year, there is not a lot of new activity. One exception is the proposed Uniform Statutory Trust Entity Act, which is being proposed by the uniform law commissioners. The Chair asked Mr. Nygren to contact Professor Kleinberger regarding the Executive Council's concerns with a prior version of that proposed statute.

**Business Pro Bono – Gene Hennig and Rebecca Bernhard**

Mr. Hennig expressed thanks, on behalf of LegalCORPS, for the Section's recent \$10,000 donation.

He also noted that there would be a law-student outreach event at the William Mitchell College of Law on November 17.

**Communications – Rob Beattie**

No report.

**New Lawyers – Bill Peffer and Jennifer Santini**

No report.

**Vice Chair – Karen Grandstrand**

No report.

**MSBA – Sue Bores**

No report.

**Adjournment**

The meeting adjourned at 8:25 a.m.

Respectfully submitted,



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Michael Stanchfield, Secretary

ATTEST:

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Dennis Knoer, Chair