

2009 Annual Report

Division/Section/Committee Title: Business Law Section

Date: November 9, 2009

Chair: Susan M. McCormack

Activities Undertaken Since Last Report:

A. Continuation of e-blasts of business law developments. The Board of Directors (“Board”) of the Business Law Section (“Section”) of the State of New Mexico elected to continue a project to apprise Section members of new cases or legislative changes that may impact the practice of business law in New Mexico. The section hired one law student (Maryl McNally) in the summer and fall of 2009 to review and summarize recent cases and statutes of interest to business lawyers. Following review and comment by certain Board members, the reviews are emailed to Section members.

B. CLE programs. Gordon Little, organized a CLE presented in March 2009 by Josh Link and Jon Hill with Inicom at the State Bar Center titled “*Law Office Technology for the Rest of Us-Real Solutions and Hot Tips for Technology that Works in Your Office*”. On November 6, 2009, the Business Law Section co-hosted the 2009 Business Law Institute, a day long CLE on November 6, 2009, with the Intellectual Property Section.

C. Study committees for topical issues. In 2009, at Jack Burton’s request, the Board established a five-member committee (Robert Gorman, Evan Hobbs, Bob Simon, Nikki Wells and Jim Bozarth) to study the Revised Uniform Limited Liability Company Act (RULLCA). The Board arranged to have Harry Haynsworth, a member of the RULLCA drafting committee, come and meet with the committee on November 6, 2009 to discuss the committee’s concerns with the revised act. The committee’s work is ongoing. (Harry Haynsworth also agreed to be the keynote speaker at the 2009 Business Law Institute CLE before meeting with the study committee that evening.)

In August 2009, John Bannerman asked the Board for volunteers to participate in a legislative drafting committee formed in response to Ethics Advisory Opinion Formal Opinion 2009-01. Board members Dylan O’Reilly and Sara Berger volunteered to serve on that committee. Susan McCormack provided Harry Haynsworth with a copy of the ethics opinion and he commented on the opinion during his CLE program (attended by Dylan O’Reilly and Richard Spinello who are members of John Bannerman’s committee.)

D. Section website. The Business Law Section maintains a website and hired a law student (Cody Martin) in the summer of 2009 to work on updating the site and posting useful materials for business lawyers. Dylan O’Reilly is the website liason and is supervising this ongoing project.

E. Model form committee. On October 27, 2009, Nikki Wells incorporated comments from the Model Forms Committee and prepared an updated draft of the New Mexico Member-Managed Prototype Operating Agreement for New Mexico limited liability companies.

The Board retained a third law student (Neill Benton) in September 2009 to summarize the statutory mandatory and default provisions affecting the model agreement. The draft model form was included, for CLE discussion purposes only, in the November 9, 2009 CLE materials for Harry Haynsworth. The Board will review this draft in 2010. Once the final model form is approved by the Board, the Board will determine and provide appropriate notice and access to the form by Section members.

F. Additional coordination with law students. In addition to the 3 law students working on Board projects, the Board invited members of the Business Law Student Society of UNM law school to attend the 2009 Business Law Institute and offered to pay the \$10 annual law student membership fee for up to 13 students (the 3 law students retained by the Board in 2009 and up to 10 members of the UNM BLS society) as a way to get students involved with the State Bar and have the opportunity to network with business lawyers at the CLE and related luncheon and post-CLE reception. Several law students attended the CLE.

G. Outreach to section members. In an effort to increase communication with Section members, the Board held the 2009 annual meeting for the Section during the luncheon at the 2009 Business Law Institute and also hosted a post-CLE reception at the State Bar to allow Section members the opportunity to discuss matters of interest with Board members.

H. Board nominating committee. The Board established a committee chaired by Jim Bozarth for the purpose of nominating new Board members for the three expiring terms of Gordon Little, Evan Hobbs and Susan McCormack. The Board proposed filling the three positions (for the 2010-2013 term) with Gordon Little, Leonard Sanchez and Rosalyn Nguyen.

I. Business Lawyer Award. Since 2002, the Business Law Section has recognized outstanding contributions to the business law profession in New Mexico by making this award. The 2009 Business Lawyer of the Year Award was presented to Professor Alfred Mathewson in recognition of his development of and service to the UNM Business and Tax Clinic, which provides legal service to low to mid-level income community members who are seeking to create new business opportunities, plan their estates, settle IRS disputes with the IRS or who need assistance during a financial crisis. The award was presented on November 6, 2009 during a well-attended post-CLE reception sponsored by the Section.

Outstanding Issues Requiring Board of Bar Commissioner Action: None.

End of Report