

MEMORANDUM

May 2, 2016

To: Delaware State Bar Association Executive Committee

From: Matthew J. O'Toole, Chair  
P. Clarkson Collins, Vice Chair  
James Honaker, Secretary

Re: **Annual Report of the Corporation Law Section**

The following is the annual report to the Delaware State Bar Association Executive Committee on behalf of the Corporation Law Section:

- The Corporation Law Section Annual Meeting was held on April 5, 2016. The officers of the Section elected for the upcoming year were: Matthew J. O'Toole, Chair; P. Clarkson Collins, Vice Chair; and James Honaker, Secretary.
- The other members elected to the Council of the Corporation Law Section at the Annual Meeting were: Frederick H. Alexander; Henry E. Gallagher, Jr.; Stuart M. Grant; Ellisa O. Habbart; Lawrence A. Hamermesh; Richard D. Heins; Kurt M. Heyman; Bruce E. Jameson; David A. Jenkins; Andrew M. Johnston; Allison L. Land; Lewis H. Lazarus; David C. McBride; Norman M. Monhait; Mark A. Morton; Samuel A. Nolen; Bruce L. Silverstein; Edward P. Welch; and John Mark Zeberkiewicz. Subsequently, the Executive Committee approved an amendment to the Section's bylaws, proposed by the Council, to expand the Council's membership by three, and the Council elected Roxanne L. Houtman, Srinivas M. Raju, and Patricia O. Vella as new members of the Council. Richard J. Geisenberger, Deputy Secretary of State, will continue to serve as an ex officio member of the Council.
- All members of the Corporation Law Section were invited in September to submit legislative proposals and to participate in the work of the Council. All members who indicated interest in participating were assigned to a committee.
- The Council and its committees met repeatedly from September through April to formulate proposed revisions to the Delaware General Corporation Law. These amendments were approved by the Council, the Section, and (with

minor modifications) the Executive Committee, and will be submitted to the General Assembly.

- The LLC/Partnership Committee developed proposed amendments to the Delaware Revised Uniform Partnership Act, the Delaware Revised Uniform Limited Partnership Act, and the Delaware Limited Liability Company Act as part of its ongoing review of those statutes. Those amendments have been approved by the Council, the Section, and the Executive Committee, and will be submitted to the General Assembly.
- The Section will sponsor one CLE program this year, which is to be held on May 18, 2016.
- The Section liaison to the Delaware Law Review arranged for publication of an article on judicial decisions in Delaware corporate and alternative entity law, which appeared in Delaware Law Review, Vol. 16, Number 1.