



**BUSINESS LAW SECTION**  
OF THE FLORIDA BAR

**Direct v. Derivative Task Force**  
**October 7, 2025**  
**12-1PM, via Zoom**

Chair: Zane W. Katz, Esq., Trenam Law  
Vice-Chair: Michelle K. Notte, Esq., The Entrepreneur Lawyers (TELS)

**Zoom Logistics**

- Zoom link: (see BLS [Task](#) Force page)
- Please join 5 minutes early; rename with “Name – Firm – City”

**AGENDA**

- 1. Call to Order & Approval of Labor Day Retreat Meeting Minutes (August 27, 2025)**
- 2. Brief Summary of Labor Day Retreat Meeting**
- 3. Substantive Discussion on Allowing Direct and Derivative in One Lawsuit**
  - a. Mechanism: Should we implement this via procedural rule changes (e.g., Fla. R. Civ. P.) or statutory amendments (FBCA/LLC Act)?
  - b. Harmonization: Do LLC (§ 605) and Corporate (§ 607) direct action/derivative action provisions need identical language, or can they diverge to reflect entity differences?
  - c. Case Law Alignment: Practical implications of *Dinuro* (two-prong test + exceptions), *Ferk Family* (contractual/statutory duty exception), and *Arbitrage Fund* (direct harm for identifiable sub-classes).
- 4. Drafting Workstreams & Deliverables.**
  - a. Form working groups:
    - i. Procedural Rules,
    - ii. Statutory Text – FBCA v. LLC Act,
    - iii. Commentary/Practitioner Guide.
    - iv. Assign leads, contributors, and deadlines for presentation and discussion over next 5-6 months.
- 5. Reference Materials (for discussion)**
  - a. Minutes and issue lists from August 5 and August 27, 2025 meetings.
  - b. Labor Day Retreat agenda and identified topics.
  - c. Key authorities packet: *Dinuro Investments, LLC v. Camacho*; *Ferk Family, LP v. Frank*; *Arbitrage Fund v. Petty*; Prof. Feigenbaum’s standing table.
  - d. Ancillary Issues research memo (e.g., §607.1436 / §605.0706 election-to-purchase timing in dissolution contexts) for future agenda consideration.

**6. Next Meetings & Deadlines**

- a. Standing schedule: first Tuesday of each month at Noon (Zoom).
- b. Next session: Tuesday, November 4, 2025; focus on draft language walkthroughs and consolidated issue list.

**7. New Business.**

**8. Adjournment**