

B UNIVERSITY OF MIAMI **W**
BUSINESS LAW REVIEW

UNIVERSITY OF MIAMI BUSINESS LAW REVIEW
BY-LAWS

Table of Contents

Article I – Title	1
Article II – Objectives	1
Article III – Organization	1
Article IV – Executive Board	2
Article V – Editorial Board	5
Article VI – Dues And Budget	6
Article VII – Candidates	7
Article VIII – Writing Requirement	9
Article IX – Elections And Appointments	10
Article X – Impeachment	13
Article XI – Expulsion	14
Article XII – Online Identity	14
Article XIII – Amendments	15
Article XIV – Interpretation	15
Article XV – Ratification	15

ARTICLE I – TITLE

Section 1. Name: The name of this organization shall be the UNIVERSITY OF MIAMI BUSINESS LAW REVIEW (BUSINESS LAW REVIEW).

Section 2. Affiliation/Location: The BUSINESS LAW REVIEW shall be located and affiliated with the University of Miami School of Law at: 1311 Miller Drive, Coral Gables, Florida 33124-8087.

ARTICLE II – OBJECTIVES

Section 1. Purpose: The purpose of the BUSINESS LAW REVIEW shall be to publish periodically a legal journal concentrating on issues and topics arising in any field related to emerging business issues. The publication shall contain scholarly articles written by academics, law students, and others associated with the legal profession, for the purpose of enhancing the study of law and business.

Section 2. Mission Statement: The mission of the BUSINESS LAW REVIEW is to facilitate the education and professional development of law students, licensed attorneys, practitioners, and corporate officers of trends and developments within law and business.

Section 3. Organization Goal: The organizational goal of the BUSINESS LAW REVIEW is to establish ourselves as a preeminent law review by teaching and developing candidates' and members' legal writing skills through the writing and editorial process.

ARTICLE III – ORGANIZATION

Section 1. The BUSINESS LAW REVIEW shall consist of students of the University of Miami School of Law who are Members in Good Standing of the Review following the fulfillment of their Candidacy Requirements in accordance with the provisions of these By-Laws.

Section 2. Executive Board: The Executive Board shall consist of the officers of the Review, as listed in Article IV of these Bylaws.

Section 3. Editorial Board: The Editorial Board shall consist of all candidates and members of the Review.

Section 4. Members: Members in good standing are those students who fulfill the following four requirements: (1) timely pay their dues; (2) successfully complete each of their ACE assignments during their first year of candidacy; (3) successfully complete the requirement of writing a paper of publishable quality as defined by these By-Laws; and (4) timely and successfully perform their assigned duties for the BUSINESS LAW REVIEW during their membership.

Section 5. Candidates: Candidates shall be students selected for candidacy to the BUSINESS LAW REVIEW, but will not be considered Members of the BUSINESS LAW REVIEW until the completion of their candidacy requirements in accordance with the provisions of these By-Laws.

Section 6. Faculty Advisor: The Faculty Advisor shall be selected by the Executive Board in consultation with the Dean of the University of Miami School of Law.

Section 7. Award of Certificates: All members, in good standing, of the UNIVERSITY OF MIAMI BUSINESS LAW REVIEW shall receive certificates of membership upon graduation provided that they complete their candidacy requirements. A majority of the members of BUSINESS LAW REVIEW may deny a candidate a certificate of membership upon recommendation of the Executive Board that the particular candidate's award would not be justified.

ARTICLE IV – EXECUTIVE BOARD

Section 1. Composition and Duties:

(a) The Executive Board shall determine the general policies of the BUSINESS LAW REVIEW. The Executive Board shall act as an advisory board for the Editor-in-Chief, shall make effective the general policies of the Business Law Review, and shall perform other duties prescribed by these By-Laws.

(b) The Editorial Board shall be responsible for managing the editorial process. The editorial process consists of:

Article Selection
Print Chair
ACE Edit
Senior Articles & Comments Editor's First Edit
First Edit Sent to Authors.
Executive Editor's Second Edit
Second Edit Sent to the Publisher to Prepare First Proof.
First Proofs Sent to Authors.
Executive Editor's Third Edit
Third Edit Sent to the Publisher to Prepare Second Proof.
Second Proofs Sent to Authors with "Good-to-Go" Letter and "Reprint Request" Form.
Executive Board's Final Edit.

(c) The Executive Board may revise the duties of the Editorial Board as necessary.

Section 2. Editor-in-Chief: The Editor-in-Chief shall be directly responsible for the entire management of the affairs of the BUSINESS LAW REVIEW. The Editor-in-Chief must pass final judgment on each and every article and item submitted to the BUSINESS LAW REVIEW for publication; assign duties not otherwise assigned to the Executive Board, the Editorial Board and Candidates, and make necessary changes in assigned duties; preside at all meetings; determine

all matters of general policy subject only to the guidance of the Executive Board; supervise and direct all officers in the discharge of their respective duties; officially invite qualified students of the school to become candidates; notify candidates of their election to the Board when so elected; admonish and discipline officers, members of the Board, and candidates; and sign Certificates of Membership. His/her authority shall be commensurate with his/her duties. The individual elected to this position shall chair the Executive Board and will have his/her dues waived during his/her term.

Section 3. Executive Editor: There shall be two (2) Executive Editors who otherwise represents the Editor-in-Chief in the absence of that officer. The Executive Editors shall have responsibility for coordinating with the Editor-in-Chief the editorial process of the BUSINESS LAW REVIEW. The Executive Editors shall be primarily responsible for overseeing the publication of each issue of the Review. The Executive Editors shall directly supervise the Senior Articles Editor with respect to the editing process. The Executive Editor shall regularly and frequently advise the Editor-in-Chief as to the progress of the publication schedule. The Executive Editors shall perform any such duties and have any powers the Editor-in-Chief may assign. Nothing in this section shall derogate from the fundamental authority and responsibilities of the editor-in-chief, delineated in Article IV, Section 2. The individuals elected to this position shall serve on the Executive Board and will have his/her dues waived during his/her term.

Section 4. Managing Editor: There shall be a Managing Editor who oversees the regular business and operation of the BUSINESS LAW REVIEW. The responsibilities shall include, but are not necessarily limited to: recording the minutes of all meetings of the BUSINESS LAW REVIEW; coordinating and maintaining any and all office policies and procedures; managing the financial and subscription issues of the BUSINESS LAW REVIEW; maintaining a roster of current members and candidates (e.g., mailing address, telephone numbers); developing fundraising proposals; promoting the BUSINESS LAW REVIEW to the law school community; and performing any such duties and responsibilities as the Editor-in-Chief may assign. The individual elected to this position shall serve on the Executive Board and will have his/her dues waived during his/her term.

Section 5. Research and Writing Editors: There shall be three (3) Research and Writing Editors who are primarily responsible for coordinating all student works published in the BUSINESS LAW REVIEW. Specifically, the tasks include: coordinating and supervising the editorial process for reviewing and selecting entries of the annual Summer Writing Competition; managing and developing note topics for student work; assigning topics and preliminary topics to incoming candidates and new members; coordinating the editorial process for reviewing and revising student works; ensuring that the appropriate faculty advisor is assigned to a topic and that the student work occurs according to schedule; and ensuring that the writing and editorial processes are synchronized with the BUSINESS LAW REVIEW's publication schedule for each issue. The Research and Writing Editors shall also supervise the editing of all student notes and comments, perform the executive edit of student notes and comments upon completion of primary editing by the Articles & Comments Editors, and perform such other duties as the Editor-in-Chief may assign from time to time. The individuals elected to this position shall serve on the Executive Board and will have their dues waived during their term.

Section 6. Senior Articles Editor: The Senior Articles Editor shall coordinate and supervise the article and case note publication selection process, perform the executive edit of articles upon completion of primary editing by the Articles & Comments Editors, review article submissions, and perform such other duties as the Editor-in-Chief may assign from time to time. The individual elected to this position shall serve on the Executive Board and will have his/her dues waived during his/her term.

Section 7. Articles and Comments Editors (ACE(s)): There shall be Articles and Comments Editors (ACEs) who shall be primarily responsible for delegating editing articles to be published or otherwise submitted for publication; the number of ACEs necessary for any forthcoming academic year may vary with the projected membership numbers and anticipated workload. The Editor-in-Chief has the discretion to choose the number of ACEs, which must be approved by three-quarters of the Executive Board. Each ACE shall supervise a group of student candidates (in an ACE Group). Each ACE shall maintain detailed records of assignments given to candidates. ACE Groups shall be organized and assigned by the Executive Board at the commencement of each academic semester. There shall be no difference in rank among the ACEs. The Senior Articles Editor will directly supervise ACEs, and shall also have the duties and responsibilities assigned to them by the Editor-in-Chief and the Executive Editor.

Section 8. Symposium and Events Editor: There shall be a Symposium and Events Editor who is primarily responsible for organizing the annual symposium for BUSINESS LAW REVIEW. Specifically, the tasks of the Symposium and Events Editor include: facilitating topic selection with the other Executive Board members; working with the Dean of Student's office to coordinate various logistics such as food, equipment and technology for the panel discussions, advertisements, alumni relations, etc.; arranging appropriate speakers to discuss the topic agreed upon; raising necessary additional funds; creating and executing advertisements in conjunction with the Managing Editor to be sent to alumni and posted around campus, etc. The Symposium and Events Editor shall also perform any duties and responsibilities assigned by the Editor-in-Chief. The individual elected to this position shall serve on the Executive Board and will have his/her dues waived during his/her term.

Section 9. Alumni Editor: There shall be an Alumni Editor who is primarily responsible for organizing alumni outreach. Specifically, the tasks of the Alumni Editor include: creating and updating a database of all BUSINESS LAW REVIEW alumni; facilitating social and networking events for the Review; assisting the Symposium and Events Editor in the Symposium, and; creating initiatives to improve the image and impact of the Review. The Alumni Editor shall also perform any duties and responsibilities assigned by the Editor-in-Chief.

Section 10. Online Media Editor: There shall be an Online Media Editor who is primarily responsible for maintenance of the BUSINESS LAW REVIEW digital identity. Specifically, the tasks of the Online Media Editor include: updating the review website; soliciting and maintaining the organizational outline bank; coordinating the regular publication of blog posts; developing the BUSINESS LAW REVIEW social media presence; and performing any duties and responsibilities assigned by the Editor-in-Chief. The Online Editor ensures that the BUSINESS LAW REVIEW's digital identity remains autonomous, independent, and student-run, as mandated by Article XV of these Bylaws.

ARTICLE V – EDITORIAL BOARD

Section 1. Duties and Powers: The Editorial Board shall determine the general policies of the Review and perpetuate itself as provided in these Bylaws. It shall have the power to perform any act or acts authorized by these Bylaws. The individual members of the Editorial Board shall perform the duties assigned by the Executive Board.

Section 2. Academic Credit:

(a) Any academic credit authorized by the faculty of the School of Law for BUSINESS LAW REVIEW writing shall be offered, controlled, administered, and awarded by a member of the faculty of the Law School. The granting of, or refusal to grant, academic credit for any manuscript submitted to the Review for publication shall in no way affect the determination of the acceptability of any student-written work submitted to meet the membership writing requirement.

(b) Any academic credit authorized by the Dean of the Law School for Editorial Board participation shall be offered, controlled, administered, and awarded by the Editor-in-Chief, with the pass/fail grade given by the Faculty Advisor in his/her capacity as a member of the faculty of the Law School. A maximum of two (2) academic credits, considered independent research, is allowed for an Editorial Board member during his or her tenure on the Editorial Board. All positions of the Editorial Board are able to receive academic credit on a pass/fail basis at the discretion of the faculty.

Section 3. Active Membership on the Editorial Board: Any duly elected member of the Review shall be considered as active until graduation, unless the member shall have resigned or been expelled in accordance with the provisions of these Bylaws. All members of the BUSINESS LAW REVIEW are required to participate in one committee as assigned by the Editor-in-Chief. Members of the Executive Board satisfy fulfillment of this requirement. Examples of committee responsibilities include, but are not limited to: assisting with the evaluation of the Writing Competition papers, assisting with the coordination of the Symposium and events; and developing and enhancing organizational relationships with BUSINESS LAW REVIEW alumni. Any member who does not successfully complete an assignment shall be subject to disciplinary action as set forth under these Bylaws. Nothing in this section shall be construed in any way to limit the power of the Editor-in-Chief to assign work to any candidate or member of the BUSINESS LAW REVIEW.

Section 4. Alumni Members: Members of the Review who have graduated from the school shall be classed as alumni members of the Board.

Section 5. Administrative Responsibilities: Each member of the Editorial Board shall be available for service at reasonable times.

ARTICLE VI – DUES AND BUDGET

Section 1. Dues:

(a) The Editor-in-Chief shall have the power to levy dues and promulgate any procedures required to collect such dues.

(b) Any member or candidate who is experiencing financial hardship and who wishes to arrange for an alternative payment plan shall apply to the Editor-in-Chief by the date upon which dues must be paid.

(c) The Editor-in-Chief shall make a good-faith effort to use the dues funds in accordance with the budget.

(d) In the event that no budget has been provided to the Editorial Board, the Editor-in-Chief's power to levy dues shall be suspended until such budget has been drafted and voted on.

Section 2. Budget:

(a) As soon as practicable after the election of the incoming Executive Board, the Managing Editor-Elect shall draft a budget with the final approval of the Editor-in-Chief-Elect. This provisional budget shall be posted in the BUSINESS LAW REVIEW office no later than two weeks before the last day of classes in the Spring semester.

(b) The Editor-in-Chief-Elect shall call a meeting of the Executive Board-Elect no later than one week before the last day of classes of the Spring semester and the budget shall be submitted to the Executive Board-Elect for their final approval. This meeting shall be open to any Member or Candidate and shall not be adjourned until a budget for the following year has been approved by two-thirds vote of the Executive Board-Elect present at the meeting.

(c) A copy of the budget shall be available upon request to any member of the Editorial Board. Each Candidate shall receive a copy of the budget at the Fall Orientation meeting.

(d) The Managing Editor shall make regular reports to the Executive Board on the status of the budget.

(e) In the event of an extraordinary circumstance impacting the approved budget, the Editor-in-Chief may make adjustments to the budget, which will be submitted to the Executive Board for their final approval after the Editorial Board has been given one week's notice of the proposed changes. This meeting shall be open to any Member or Candidate and shall not be adjourned until an adjusted budget for the current year has been approved by two-thirds vote of the Executive Board present at the meeting.

ARTICLE VII – CANDIDATES

Section 1. Invitations to Candidacy Based on Writing Competition:

(a) At the end of each academic year, the Editor-in-Chief shall extend to members of the first-year and second-year classes an invitation to compete in a writing competition. Such invitations shall be limited to the top fifty (50%) of the second-year class, the top fifty (50%) of each section of the first-year class, and the top fifty (50%) percent of the first-year class as a whole, the number to be computed as of the end of the second semester of the academic year.

(b) Each potential candidate must properly enter and complete the requirements of the writing competition as conducted by the Unified Journal Writing Competition.

(c) The competition will be based solely on a writing assignment as coordinated with and through the Legal Research and Writing Editors managing the Unified Journal Writing Competition.

(d) In conducting the writing competition, the BUSINESS LAW REVIEW shall make reasonable accommodation to formal requests for special consideration by students with disabilities. For purposes of this Section, the assistance conferred by “special consideration” is limited solely to deadline extensions and the mechanics of the competition itself, and shall not effect the evaluation of potential candidates. The Editor-in-Chief of the BUSINESS LAW REVIEW, in consultation with their Legal Research and Writing Editors, reserves the right to define “reasonable accommodations” as circumstances dictate.

(e) The completed assignment will ultimately be evaluated by *at least* three persons designated by the Legal Writing and Research Editors of the BUSINESS LAW REVIEW. Those submissions determined to be of Law Review quality shall be submitted to the Legal Research and Writing Editors and the Editor-in-Chief of the BUSINESS LAW REVIEW who will then set the minimum grade for acceptance. The Editor-in-Chief will then issue invitations to candidacy to persons submitting the best work.

(f) The number of persons so invited shall be set by the Editor-in-Chief of the BUSINESS LAW REVIEW after consultation with the Executive Board. The BUSINESS LAW REVIEW may choose to accept or reject any or all candidates from the writing competition unless the writing competition submissions meet the BUSINESS LAW REVIEW’S standards as set by the Editor-in-Chief with the concurrence of the Executive Board.

(g) Grading of the competition entries shall be on an anonymous basis with each entry being assigned a number (to be placed on all work) by the Dean of Students Office or other designated person not connected with the BUSINESS LAW REVIEW. At the conclusion of the competition, the Editor-in-Chief will present the number of each successful candidate to the Dean of Students Office (or designated person) and the Dean of Students Office will then match the numbers selected with the names and inform the Editor-in-Chief of the names of the successful candidates.

(h) Candidates selected through this competition will begin their period of candidacy as of the first meeting of the BUSINESS LAW REVIEW at the beginning of the academic year. There shall be no distinction between a candidate selected from the competition and a candidate selected on the basis of grades.

(i) Administration of this writing competition shall be vested in the Executive Board under the guidelines established in this Section.

(j) The Executive Board shall hold whatever orientation meetings with the competitors it feels are necessary for the proper administration of this program.

(k) Participation in this program shall be considered an academic activity of the University of Miami School of Law. Any competitor adjudged by the Executive Board, in a manner consonant with the principles of due process, to have materially violated the rules of the competition shall be dismissed from the competition. The Editor-in-Chief shall then have the power to report violators to the Law School Honor Council for disciplinary action with regard to possible violations of the Honor Code.

(l) Any candidate on the Review found to be knowingly giving aid to any competitor or otherwise materially violating the rules of the competition shall be subject to disciplinary actions allowed by these By-Laws and may also be reported to the Honor Council with regard to possible violations of the Honor Code; however, the final determination as to the violation of writing competition Rules or By-Laws of the BUSINESS LAW REVIEW shall be made by the Executive Board.

Section 2. Duties of Candidates: The duties of candidates shall include a writing assignment (See ARTICLE VI.), and such other duties, which from time to time may be assigned by members of the Editorial Board.

Section 3. Unsatisfactory Evaluations:

(a) **Notification:** In the event that a candidate's assigned Articles & Comments Editor determines that the candidate's submitted printchair or subcheck is unsatisfactory, the Articles & Comments Editor will notify the candidate of his or her substandard performance within thirty days of the submission.

(b) **Process for Appeal:** Upon notification, the candidate will have four days in which to request an initial meeting with the Articles & Comments Editor, and may, within ten days of this meeting, petition the supervising Executive Editor for review of any adverse decision. The Executive Editor's decision as to whether a printchair or subcheck is unsatisfactory will be final.

(c) **Sanctions:** The Editorial Board will deny membership into the BUSINESS LAW REVIEW to any candidate receiving greater than two unsatisfactory printchair or subcheck evaluations. A candidate denied membership, however, may preserve his or her candidacy during the following year, by completing his or her further obligations as a candidate.

ARTICLE VIII – WRITING REQUIREMENT

Section 1. Generally: To receive a certificate of membership from the BUSINESS LAW REVIEW, each candidate must fulfill a writing requirement. Every topic must be approved by the Legal Research and Writing Editors before the candidate conducts extensive research. The article must be deemed to be a “credible first draft” by the Research and Writing Editors, Executive Board, or Editorial Board, or a combination thereof, to fulfill the writing requirement. Unless accepted by the Executive Board as a credible first draft, an article shall not fulfill the writing requirement. Section 4 of this Article specifies the process involved in student-candidate submissions of articles. Failure to submit a credible first draft within the time allotted shall constitute a ground automatic dismissal from the BUSINESS LAW REVIEW unless the candidate receives a written waiver of the date of submission, signed by the Editor-in-Chief and specifying the specific time limit of the waiver. The writing requirement itself is basic to the concept of the BUSINESS LAW REVIEW and cannot be waived under any circumstances.

Section 2. Format for Student Writing: Each BUSINESS LAW REVIEW candidate will be required to write one article of credible first draft quality during the submission period designated by the Executive Board.

(a) The Article: The article must concentrate on issues and topics arising in any field related to today’s domestic and international business environment, including but not limited to, administrative, antitrust, banking, bankruptcy, commercial, communications, corporate, e-commerce, entertainment, environment, health, insurance, intellectual property, internet, labor, maritime, securities, sports, and taxation law.

(b) Credible First Draft: A credible first draft is defined to be a polished article that evidences by style, organization, content and sufficient diverse research that qualifies the article as a viable submission for future revisions leading to publication in the BUSINESS LAW REVIEW.

(c) Length and style: The article must be a minimum of 30 pages in length double-spaced, including double-spaced footnotes, in a Roman typeface, utilizing a 12-point font, current word processing software and submitted as specified by the Editor-in-Chief. The margins will be set at: Top – 1.00”; Bottom – 1.00”; Right – 1.00”; Left – 1.00.”

(d) The article length requirement is to be strictly construed, but in the case where a student article is designed to be of shorter length (i.e. a highly specific casenote), the length requirement may be relaxed. Any relaxation of the length requirement must be approved in writing and signed by the Editor-in-Chief.

(e) The credible first draft of each Candidate’s paper shall be forwarded by the Research and Writing Editors to the remaining members of the Executive Board for approval. If the Research and Writing Editors determines that the paper is not of credible first draft quality, the student may unilaterally submit the paper to the Executive Board for an independent determination of credible first draft quality. With the recommendation of three-fifths of the Executive Board, the paper shall be determined to be of credible first draft quality. If the candidate is not satisfied with the determination of the Executive Board, the candidate may

improve the paper and resubmit it with written authorization by the Editor-in-Chief. Alternatively, after the third unsuccessful resubmission to the Executive Board, the Candidate may request a one time review by the Editorial Board for a determination, via a two-thirds vote, as to whether the paper is of credible first draft quality.

Section 3. Criteria for Publication: Criteria for publication of student work will be established by the Research and Writing Editors with the approval of the Editor-in-Chief. The criterion includes but is not limited to the following areas: timeliness, grammar and punctuation, organization, sentence structure, Bluebooking and footnotes, writing style, and sophistication.

Section 4. Student Writing Process:

(a) All articles must be submitted according to the Student Writing Calendar which is set by the Research and Writing Editors and approved by the Editor-in-Chief. The Student Writing Calendar will list the specific deadlines for each step in the student writing process.

(b) The student writing process consists of:

Meeting with Research and Writing Editors for Topic Selection.
Writers Deadline for Law Review Article Topic Selection.
Writers Deadline for Preemption Check of Law Review Article Topic.
Writers Law Review Article Topic Selection and Preemption Check Results Posted.
Writers Deadline for Outline of Law Review Article.
Writers Deadline for Introduction of Law Review Article.
Writers Deadline for First Draft of Law Review Article.
Comments on Writers First Draft of Law Review Article Returned by Research and Writing Editors.
Writers Deadline for Second Draft of Law Review Article.
Comments on Writers Second Draft of Law Review Article Returned by Research and Writing Editors.
Writers Deadline for submission of the final Credible First Draft of Law Review Article.

(c) A candidate’s failure to complete a credible first draft of an article within the time allotted in the Student Writing Calendar will result in his or her immediate termination from the BUSINESS LAW REVIEW. This failure is viewed as complete failure to complete the requirements needed to fulfill the candidacy requirements of the BUSINESS LAW REVIEW, and pursuant to the requirements and wording as set forth in Article VI, Section 1, failure to complete the credible first draft is grounds for automatic dismissal from the BUSINESS LAW REVIEW. This automatic dismissal is not subject to the Expulsion Proceedings as set forth in Article IX, Section 2, as failure to meet the Writing Requirement Guidelines are extensively and exclusively governed by the whole of Article VI, irrespective of any other By-Law Provision.

ARTICLE IX – ELECTIONS AND APPOINTMENTS

Section 1. Eligibility: Any member of the Editorial Board who has completed one article of

publishable quality shall be eligible for the election to any office on the BUSINESS LAW REVIEW provided he has at least one full year of resident work in the school remaining to be done before graduation, and provided further that he expects to be available for the duties of the office during the year for which elected, except that any member of the Editorial Board graduating in January (“January graduate”) of the calendar year following the election shall be eligible to run for the position of Articles & Comments Editor for a one semester term, in accordance with the provisions of section 2 of this Article.

(a) The Editor-in-Chief, the Executive Editors, and the Managing Editor shall alternate performance of their obligations during the period between any required work periods so that the administrative functions of each of the offices, and the presence of one throughout the summer shall not excuse the others from the fulfillment of their obligations. Each officer, however, shall remain responsible for the editorial function of his particular office.

(b) The Articles & Comments Editors and Symposium and Events Editor shall remain responsible for the editorial function of their particular offices, as determined by the Editor-in-Chief, the Executive Editors, and the Managing Editor, throughout the summer.

(c) This section shall not be construed to prevent any member of the Executive Board from engaging in full-time employment during the summer period between any required work periods.

Section 2. Time: Election of officers shall be held at a meeting or meetings of the Editorial Board duly called for that purpose at least two months before the end of the spring semester. All officers shall be elected for a term of one full year; except that a January graduate may be elected to the position of Articles & Comments Editor for a term of one semester. In the event that a January graduate runs for a one-semester term as an Articles & Comments Editor, the following rules and procedures shall apply:

(a) When nominating himself, pursuant to section 4 of this Article, the January graduate must indicate, in a parenthetical following his name, that he is running as a January graduate. Eligible Editorial Board members may thereafter nominate themselves as successors to the January graduate. The drop-down provisions of section 4(b) of this Article apply to successor positions.

(b) The Executive Board shall determine the date on which the term of the January graduate, if elected, shall expire, and the date on which the term of his successor shall commence. Such determination shall be made no later than the second day before the election is held.

Section 3. Vacancies; Should any office become vacant during the term for which the officer was elected, a successor to that office shall be appointed by the Editor-in-Chief and confirmed by majority vote of the Executive Board.

Section 4. Nomination: Nominations and election for each office shall be separate for each office in the following order: Editor-in-Chief, Executive Editors, Managing Editor, Legal Research and Writing Editors, Senior Articles Editor, Symposium and Events Editor, Alumni Editor, Online Media Editor, and Articles & Comments Editors, and successor(s) to January

graduate Articles & Comments Editor(s).

(a) **Sign-up list:** At least three weeks before the election meeting, the Editor-in-Chief shall post in the BUSINESS LAW REVIEW office a sign-up list for nominations. The Editor-in-Chief shall remove the sign-up list at 5:00 p.m. on the third day before the election meeting.

(b) **Drop-down provision:** Nominations will be self-made, by each nominee's signing the list. Each nominee must sign up for the highest office for which the nominee desires to run; nominees may sign up for alternative offices. A nominee who runs unsuccessfully for an office shall be presumed eligible to run for any subsequent office to be filled at the election meeting. A nominee must be present at the election meeting in order to run for a position on the Executive Board. A nominee may be exempted from this requirement with the approval of the Executive Board.

(c) **Speeches by nominees:** All nominees shall be given an opportunity to speak on their own behalf at the election meeting. Members of the Editorial Board shall have an opportunity to question the nominees. There shall be a general discussion of the nominees by Editorial Board members after all nominees have spoken and have left the room. The Election Chair shall rule out of order any question about a candidate's willingness to run for any subsequent office under the dropdown provision.

(d)(i) **Election procedure:** Before the day of the election meeting, the Executive Board shall adopt election procedure rules, which shall include time limits for the nominees' opportunity to speak on their behalf, for questioning of the nominees by the membership, and for the general discussion period.

(d)(ii) No person who is a candidate for an Executive Board position shall be present in the room during the general discussion related to the position that person is running for.

If during the general discussion of the candidates someone raises an issue regarding a candidate not addressed during the candidate's speech or question and answer period and a voter believes it would be unfair to not have that candidate address the issue, then the voter may make a motion to bring the candidate back in the room for the sole purpose of addressing the issue. If another voter seconds the motion then a vote shall be held as to whether the candidate should return to the room to address the issue.

If a majority of the people in the room vote to allow the candidate to address the issue, then the candidate shall return to the room and the Election Chair shall paraphrase the issue to the candidate. The Election Chair shall then allow the candidate a reasonable amount of time to respond to the issue.

The identity of the person who raised the issue about the candidate causing these procedures to be invoked shall never be revealed to anyone not in the room when the issue was originally raised. Any person who violates this rule may be subject to both expulsion from the BUSINESS LAW REVIEW and referral to the Honor Council for additional sanctions.

(e) **Cone of Silence:** No person present during the discussion of the candidates for

office shall discuss what was said to any person not present during the discussion, including the candidate for office. However, anything said during the discussion that is in and of itself an Honor Code violation shall be reported to, and only to, the Honor Council.

Section 5. Balloting:

(a) **Generally.** Balloting for each office shall be conducted separately. All Editorial Board members, including nominees, may cast one ballot each. When casting a ballot, a member may vote for a number of nominees equal to the number of positions to be filled, and no member may give more than one vote to a single nominee on any particular ballot. The nominees shall be ranked according to the number of valid ballots cast for each nominee.

(b) **Votes necessary to win.**

i. **Majority Needed.** A majority of votes is required to win. If no majority is garnered in the first election, the top three vote-getters will have a runoff. In this second election, if none of the top three gets a majority, a runoff of the top two vote-getters shall take place.

ii. **Articles and Comments Editors.** Each nominee receiving a majority of the valid ballots cast shall be elected. In the event that fewer than eight candidates receive a majority of votes, the field shall be cut to the top vote-getters equivalent to twice the number of remaining open ACE positions, plus ties. Any subsequent runoffs shall be conducted in the same format. The number of votes each member may cast in runoffs shall be equal to the number of positions open.

Section 6. Absentee and Proxy Voting: The Executive Board by a majority vote may allow absentee balloting. Such ballots must be deposited with the Managing Editor before the election meeting.

Section 7. Assumption of Authority: The assumption of authority by the officers-elect shall take place on a date set by the Editor-in-Chief as soon as is convenient after elections, but in no case later than the last day of the academic semester.

Section 8. Appointments: If after the annual election of officers any position(s) remain unfilled, the Editor-in-Chief may appoint a member to fill that position. The member must be confirmed by a majority vote of the Executive Board.

ARTICLE X – IMPEACHMENT

Section 1. Impeachment: Impeachment charges may be filed, for cause, against any officer of the Review. These charges may be filed by any member of the BUSINESS LAW REVIEW with the concurrence of a majority vote of the Executive Board, or as a result of direct petition signed by one-third of the members of the BUSINESS LAW REVIEW.

Section 2. Impeachment Vote: Following the filing of impeachment charges, the accused officer shall be entitled to reasonable notice of the charges, a hearing before the members of the

BUSINESS LAW REVIEW, the opportunity to present witnesses and cross-examine opposing witnesses, and any other reasonable procedural protections required to guarantee procedural due process under the circumstances. Each member shall render a verdict of either: “Guilty as Charged” or “Not Guilty.” A two-thirds majority of the Review’s members shall be necessary to impeach. An officer found guilty under this section will be removed from office, but may remain a member of the BUSINESS LAW REVIEW.

ARTICLE XI – EXPULSION

Section 1. Members and Candidates: Any member or candidate of the BUSINESS LAW REVIEW, who is not an officer, may be expelled, for cause, from the Review by the Editor-in-Chief and a majority of the Editorial Board. Prior to such action, the candidate or member shall be entitled to reasonable notice of the charges, a hearing before the Editorial Board, the opportunity to present witnesses and cross-examine opposing witnesses, and any other procedural protections required to guarantee procedural due process under the circumstances.

Section 2. Candidates: A candidate may be expelled from the BUSINESS LAW REVIEW for repeated failure to meet deadlines, or for any other sufficient cause, by the Editor-in-Chief with the concurrence of a majority of the Executive Board, following reasonable notice of the charges, a hearing before the Executive Board, the opportunity to present witness and cross-examine opposing witnesses, and any other procedural protections required to guarantee due process under the circumstances. A candidate so dropped may appeal his dismissal and may be reinstated by a two-thirds vote of the Members of the Review.

Section 3. Failure to Pay Dues: Any member who fails to pay his or her annual dues prior to the Thanksgiving Recess of the year the dues are due will be automatically expelled from the review subject to reinstatement only by a majority vote of the members of the review. The Editor-in-Chief may allow a dues payment time extension. Such extension must be in writing, signed by the Editor-in-Chief and specify the revised due date of the payment.

ARTICLE XII – ONLINE IDENTITY

The guiding principles of the BUSINESS LAW REVIEW’s online identity are academic excellence and full student control of any website officially affiliated with the organization. Therefore, the following rules shall apply to the BUSINESS LAW REVIEW’s digital presence:

Section 1. Institutional Website: The BUSINESS LAW REVIEW Executive Board shall maintain at least one institutional website for the Review.

Section 2. Online Publication: The BUSINESS LAW REVIEW website(s) shall consist of any original student work or news deemed publishable online by the Executive Board. All such information shall be produced, edited, and placed online by BUSINESS LAW REVIEW members or candidates.

Section 3. Integrity: All information published on the BUSINESS LAW REVIEW’s website

shall comport with the BUSINESS LAW REVIEW's commitment to professionalism, integrity, academic excellence, and good writing.

Section 4. Management: The BUSINESS LAW REVIEW's digital presence shall be fully managed and controlled by BUSINESS LAW REVIEW members and candidates. Specifically:

(a) The BUSINESS LAW REVIEW Executive Board shall maintain independent, student control over its website, and any other website purporting to be an institutional home page for the Review.

(b) The BUSINESS LAW REVIEW shall not cede student control over its website, or any other website referenced in Section 3, to anyone not a member of BUSINESS LAW REVIEW Executive Board.

ARTICLE XIII – AMENDMENTS

The By-Laws shall be subject to amendment by a two thirds vote of the Editorial Board providing the intended amendment has been presented to the members of the BUSINESS LAW REVIEW at least one week before a vote on the proposed amendment is taken.

ARTICLE XIV – INTERPRETATION

Section 1. Ambiguities: Ambiguities found in these By-Laws shall be subject to the interpretation of the Executive Board as to meaning unless deemed otherwise by a two-thirds vote of the members of the UNIVERSITY OF MIAMI BUSINESS LAW REVIEW.

Section 2. Parliamentary Authority: Except where these By-Laws are contrary, “Robert’s Rules of Order (revised)” shall be the parliamentary authority.

ARTICLE XV – RATIFICATION

All By-Laws revisions or amendments shall have a prospective application only, and shall be effective immediately following ratification, unless the Bylaw itself specifies differently, in which case the revision shall take effect when specified.