



MIAMILAW
UNIVERSITY OF MIAMI SCHOOL OF LAW

**BUSINESS
LAW REVIEW**

UNIVERSITY OF MIAMI BUSINESS LAW REVIEW

BY-LAWS



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ARTICLE I—TITLE

Section 1. Name: The name of this organization shall be the *University of Miami Business Law Review* (“BUSINESS LAW REVIEW” or “the *Review*”).

Section 2. Affiliation/Location: The BUSINESS LAW REVIEW shall be located at and affiliated with the *University of Miami School of Law*, 1311 Miller Drive, Coral Gables, Florida 33146.

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 and others associated with the legal profession, as well as notes and comments written by law students, for the purpose of enhancing the study of business and law.

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

Section 3. Organization Goal: The organizational goal of the BUSINESS LAW REVIEW is to establish itself as a preeminent law review by teaching and developing Members’ and Candidates’ 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, following the fulfillment of their Candidacy Requirements in accordance with the provisions of these By-Laws, are Members in good standing of the *Review*.

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

Section 3. Editorial Board: The Editorial Board shall consist of all Members and Candidates of the *Review*.

Section 4. Members: Members in good standing are those students who fulfill the following four requirements: (1) successful completion of all Editorial assignments (i.e., print chair and sub check assignments) during their first year of candidacy; (2) successful completion of a written paper of publishable quality as defined by these By-Laws; (3) successful completion of at least one (1) *Insight* blog post; and (4) timely performance of 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 Dean and Dean of Students of *University of Miami School of Law*.

Section 7. Award of Certificates: All Members, in good standing, of the BUSINESS LAW REVIEW shall receive Certificates of Membership and a medallion upon graduation provided that they complete their candidacy requirements. A majority of the Executive Board may deny a Member a certificate of membership and/or a medallion upon recommendation 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: (1) act as an advisory board to the Editor-in-Chief; (2) make effective the general policies of the BUSINESS LAW REVIEW; and (3) 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
Sub Check
Articles and Comments Editors' Edits
Executive Editors' First Edit
First Edits Sent to Author
Executive Editors' Second Edit (if necessary)
Second Edits Sent to Author (if necessary)
Final Approval E-mail Sent to Author
Template Sent to Publisher

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

Section 2. Editor-in-Chief: The Editor-in-Chief shall: (1) be directly responsible for the entire management of the affairs of the BUSINESS LAW REVIEW; (2) pass final judgment on each and every article, note, comment, and *Insight* blog post submitted to the BUSINESS LAW REVIEW for publication; (3) assign, and make necessary changes to, duties not otherwise assigned to the Executive and Editorial Boards and Candidates; (3) preside over all meetings; (4) determine all matters of general policy subject only to the guidance of the Executive Board; (5) supervise and direct all officers in the discharge of their respective duties; (6) officially invite qualified students of the *University of Miami School of Law* to become candidates; (7) notify candidates of their election to the Board when so elected; (8) admonish and discipline officers of the Executive Board and, members of the Editorial Board; and (9) sign Certificates of Membership. His or her authority shall be commensurate with his or her duties. The individual elected to this position shall chair the Executive Board and may contribute funds towards his or her Voluntary Activity Fee (“VAF”).

Section 3. Executive Editor: There shall be two (2) Executive Editors who shall otherwise represent the Editor-in-Chief in his or her absence. The Executive Editors shall: (1) be responsible for coordinating with the Editor-in-Chief regarding the editorial process of the BUSINESS LAW REVIEW; (2) be primarily responsible for overseeing the publication of each issue of the *Review*; (3) directly supervise the Articles & Comments Editor(s) with respect to the editing process; (4) regularly and frequently advise the Editor-in-Chief as to the progress of any currently incomplete publication schedule; and (5) perform any such duties and have any such powers as 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 may contribute funds towards their VAF.

Section 4. Managing Editor: There shall be a Managing Editor who oversees the regular business and operations of the BUSINESS LAW REVIEW. The responsibilities shall include, but are not necessarily limited to: (1) recording the minutes of all meetings of the BUSINESS LAW REVIEW; (2) coordinating and maintaining any and all office policies and procedures; (3) collecting the VAF from the Executive Board, Members, and Candidates; (4) managing the budget of the BUSINESS LAW REVIEW; (5) maintaining a roster of current members and candidates (e.g., telephone numbers, e-mails, etc.); (6) scheduling all BUSINESS LAW REVIEW events; (7) developing fundraising proposals; (8) soliciting and maintaining the organizational outline bank; (8) promoting the BUSINESS LAW REVIEW to the law school community; and (9) performing any such other duties as the Editor-in-Chief may assign. The individual elected to this position shall serve on the Executive Board and may contribute funds towards his or her VAF.

Section 5. Senior Notes & Comments Editors: There shall be two (2) Senior Notes and Comments Editors (“SNCEs”) who are primarily responsible for coordinating all student notes and comments considered for publication in the BUSINESS LAW REVIEW. Specifically, the tasks

of the SNCEs include: (1) assisting candidates with developing note or comment topics for their work; (2) ensuring that the appropriate faculty advisor is assigned to each candidate's topic; (3) ensuring that the candidate conducts a thorough preemption check of his or her topic; (4) reviewing student writing and providing candidates with constructive feedback; (5) ensuring that student work coincides with the publication schedule; (6) coordinating the editorial process for reviewing and revising students' work; (7) nominating student notes and comments to the Executive Board for publication; and (8) performing 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 may contribute funds towards their VAF.

Section 6. Senior Articles Editor: The Senior Articles Editor shall: (1) coordinate and supervise the article publication selection process; (2) review article submissions; (3) propose potentially publishable articles to the Editor-in-Chief; (4) initiate contact with outside authors regarding publication in the BUSINESS LAW REVIEW; (5) coordinate the successful execution of all outside Authors' publication agreements; (6) maintain the *Review's* interlibrary loan relationship with the law library; and (7) 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 may contribute funds towards his or her VAF.

Section 7. Senior Writing Editor: The Senior Writing Editor is responsible for maintaining and organizing the *Review's* annual Student Writing Competition. He or she shall assist the Editor-in-Chief in inviting all new student candidates to the *Review* 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 may contribute funds towards his or her VAF.

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 Symposium and Events Editor shall: (1) facilitate topic selection with the other Executive Board members; (2) create advertisements in conjunction with the Managing Editor, to be sent to alumni and posted around campus; and (3) perform any 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 may contribute funds towards his or her VAF.

Section 9. Alumni Editor: There shall be an Alumni Editor who is primarily responsible for organizing alumni outreach. Specifically, the Alumni Editor shall: (1) create and update a database of all BUSINESS LAW REVIEW alumni; (2) facilitate and plan social and networking events for the *Review*; (3) assist the Symposium and Events Editor with the Symposium; (4) create initiatives to improve the image and impact of the *Review*; and (5) perform any 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 may contribute funds towards his or her VAF.

Section 10. Online Media Editor: There shall be an Online Media Editor who is primarily responsible for maintenance of the BUSINESS LAW REVIEW’s digital identity. Specifically, the Online Media Editor shall: (1) actively update the *Review’s* website; (2) coordinate and regularly edit *Insight* blog posts written by any Member or Candidate of the *Review*; (3) maintain the BUSINESS LAW REVIEW’s social media presence; and (4) perform any duties as the Editor-in-Chief may assign from time to time. The Online Media Editor shall ensure that the BUSINESS LAW REVIEW’s digital identity remains autonomous, independent, and student-run, as mandated by Article XV of these By-Laws. The individual elected to this position shall serve on the Executive Board and may contribute funds towards his or her VAF.

Section 11. Articles and Comments Editors (“ACE(s)”): There shall be Articles and Comments Editors who shall be primarily responsible for delegating the editing of articles, notes, and/or comments to be published. 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. The Executive Editors will directly supervise ACEs. Each ACE shall: (1) supervise a group of student candidates (in an “ACE Group”); (2) maintain detailed records of assignments given to candidates; and (3) perform any duties the Editor-in-Chief and/or Executive Editors may assign from time to time. ACE Groups shall be organized and assigned by the Editor-in-Chief at the commencement of each academic semester. There shall be no difference in rank among the ACEs. The individuals elected to this position shall serve on the Executive Board and may contribute funds towards their VAFs.

ARTICLE V—EDITORIAL BOARD

Section 1. Duties and Powers: The Editorial Board shall perpetuate itself as provided in these By-Laws. It shall have the power to perform any act(s) authorized by these By-Laws. 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 *University of Miami School of Law*. The granting of, or refusal to grant, academic credit for any note or comment 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 *University of Miami School of Law* for Editorial Board participation shall be offered, controlled, administered, and awarded by the

Editor-in-Chief, with the grade given by the Faculty Advisor in his or her capacity as a member of the faculty of the *University of Miami School of Law*. Two (2)-three (3) academic credits, considered independent research, are allowed for an Editorial Board member during his or her tenure on the Editorial Board. Three-credit independent writing projects must be submitted for Decanal approval through the Registrar's Office. All positions of the Editorial Board are able to receive academic credit at the discretion of the faculty.

Section 3. Active Membership on the Editorial Board: All Members and Candidates of the *Review* shall be considered as active until graduation, unless the Member or Candidate has resigned or has been expelled in accordance with the provisions of these By-Laws. Any Member or Candidate who does not successfully complete an assignment shall be subject to disciplinary action as set forth in these By-Laws. Nothing in this section shall be construed in any way to limit the power of the Editor-in-Chief to assign work to any Member or Candidate 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 BUSINESS LAW REVIEW.

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

ARTICLE VI—VOLUNTARY ACTIVITY FEES AND BUDGET

Section 1. Voluntary Activity Fee:

- (a) The Editor-in-Chief and Managing Editor shall have the power to levy VAFs and promulgate any procedures required to collect such VAFs.
- (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 the VAF is to be collected.
- (c) The Editor-in-Chief and Managing Editor shall make a good-faith effort to use the VAF 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 VAFs 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.

(b) The Editor-in-Chief and Managing Editor shall submit the budget to the Review’s administrative assistant for approval.

(c) A copy of the budget shall be available upon request to any Member or Candidate of the Editorial Board or member of the Executive 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.

ARTICLE VII—CANDIDATES

Section 1. Invitations to Candidacy Based on the Summer Writing Competition:

(a) Each summer, the Editor-in-Chief shall extend to members of the rising second- and third-year classes an invitation to compete in an annual Summer Writing Competition. Such invitations will be extended to those rising second-year students with a minimum GPA of 3.0 *or* ranked in the top 50% of their class, and those rising third-year students with a GPA of 3.2 *or* ranked in the top 50% of their class.

(b) Each potential candidate must properly enter and complete the requirements of the Summer Writing Competition as conducted by the *University of Miami Law Review* (“UMLR”).

(c) The competition will be based solely on a writing assignment as coordinated with and through the Senior Writing Editor managing the Summer Writing Competition.

(d) In conducting the writing competition, the BUSINESS LAW REVIEW shall make reasonable accommodation(s) 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 affect the evaluation of potential candidates. The Editor-in-Chief of the BUSINESS LAW REVIEW, in consultation with the Senior Writing Editor, reserves the right to define “reasonable accommodation(s)” as circumstances dictate.

(e) The completed assignment will ultimately be evaluated by *at least* three persons designated by Senior Writing Editor of the BUSINESS LAW REVIEW. Those submissions determined to be of Review quality shall be submitted to the Senior Writing Editor 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. The BUSINESS LAW REVIEW may choose to accept or reject any or all candidates

from the writing competition.

(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.

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

(j) 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 *University of Miami School of Law's* Honor Council for disciplinary action with regard to possible violations of the Honor Code.

(k) Any Member or Candidate of the *Review* found to be knowingly giving aid to any competitor or otherwise materially violating the rules of the competition shall be subject to the 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 the Writing Competition Rules or the 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 requirement (see Article VIII), and such other duties, which may be assigned by members of the Editorial Board from time to time.

Section 3. Unsatisfactory Evaluations:

(a) Notification:

- i. In the event that a Candidate's assigned Articles & Comments Editor determines that the Candidate's submitted print chair or sub check is unsatisfactory, the Articles & Comments Editor will notify the candidate of his or her substandard performance within seven days of the submission.

- ii. In the event that a Candidate's assigned Senior Notes & Comments Editor determines that the Candidate's submitted student writing assignment and/ or final note or comment is unsatisfactory, the Senior Notes & Comments Editor will notify the Candidate of his or her substandard performance within seven days of the submission.

(b) Process for Appeal:

- i. Upon notification from the ACE, 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 print chair or sub check is unsatisfactory will be final.
- ii. Upon notification from the Executive Editor, the Candidate will have four days in which to request an initial meeting with the Senior Notes & Comments Editor, and may, within ten days of this meeting, petition the Editor-in-Chief for review of any adverse decision. The Editor-in-Chief's decision as to whether a print chair or sub check is unsatisfactory will be final.

Section 4. Sanctions: The Executive Board will deny membership of any Candidate of the BUSINESS LAW REVIEW who receives more than two unsatisfactory print chair or sub check evaluations and/or who fails to submit a paper of publishable quality. However, a Candidate denied membership during their second year may preserve his or her candidacy during the following year by completing his or her outstanding obligations as a Candidate. A Candidate denied membership during their third year will not be deemed a member for purposes of the BUSINESS LAW REVIEW.

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 each Candidate's Senior Notes and Comments Editor before a Candidate may conduct extensive research. The Candidate must submit a "credible final draft of publishable quality" to his or her Senior Notes and Comments Editor by the specified deadline to fulfill the writing requirement. Unless accepted by the Senior Notes & Comments Editor as a credible first draft, a note or comment shall not fulfill the writing requirement. Section 4 of this Article specifies the process involved in student-candidate submissions of notes and comments. Failure to submit a credible final draft within the time allotted shall constitute a ground for 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 note or comment of publishable quality during the submission period designated by the Executive Board.

(a) The Note or Comment: The note or comment must concentrate on an issue and topic 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 Final Draft of Publishable Quality: A "credible final draft of publishable quality" is defined as a polished note or comment that evidences by style, organization, content and sufficient diverse research that qualifies the note or comment as a viable submission for future revisions leading to its publication in the BUSINESS LAW REVIEW. It also meets the length and style requirements as defined in Article VIII, Section 2(c) of these By-Laws. A credible final draft includes: a title, an abstract, an introduction, the body of the note or comment, footnotes, and a conclusion.

(c) Length and style: The note or comment must be a minimum of 30 pages in length, double-spaced, 12-point Times New Roman font, justified, and submitted in Microsoft Word Document format. The footnotes will be single-spaced with one space separating each footnote. The margins will be set at: Top—1.00"; Bottom—1.00"; Right—1.00"; Left—1.00." The page numbers shall be centered in the footer of the paper beginning on the first page. The style of the abstract will be in italics.

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

(e) The credible final draft of each Candidate's paper shall be forwarded by the Senior Notes & Comments Editors to the remaining members of the Executive Board for approval. If the Senior Notes & Comments Editors determine that the paper is not of publishable quality, they shall convey that to the Candidate. On a case-by-case basis and with the written approval of the Editor-in-Chief, the Candidate may improve their paper and re-submit it by a date to be determined by the Editor-in-Chief.

Section 3. Criteria for Publication: Criteria for publication of student work will be established by the Senior Notes & Comments 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 notes or comments must be submitted according to the Student Writing Calendar which is set by the Senior Notes & Comments 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 steps consist of:

Choosing a Topic
Choosing a Faculty Advisor
Completing a Preemption Check
Completing an Annotated Outline
Completing an Abstract
Completing <i>any</i> ten (10) pages from note/comment
Complete credible first draft of publishable quality
Complete credible final draft of publishable quality

(c) A candidate's failure to complete a credible final draft of publishable quality of a note or comment 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 a complete failure of 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 note or comment of publishable quality shall be eligible for the election to any office on the BUSINESS LAW REVIEW provided he or she has at least one full year of resident work in the school remaining

to be done before graduation, and provided further that he or she 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 December (“December 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.

Section 2. Time: The election of officers of the Executive Board shall be held at a mandatory Elections meeting of the outgoing Executive Board and Editorial Board duly called for that purpose to take place in February. All officers shall be elected for a term of one full year; except that a December graduate may be elected to the position of Articles & Comments Editor for a term of one semester. In the event that a December graduate runs for a one-semester term as an Articles & Comments Editor, the following rules and procedures shall apply:

(a) When nominating him or herself, pursuant to section 4 of this Article, the December graduate must indicate on the Elections sign-up list that he or she is running as a December graduate. Eligible Editorial Board members may thereafter nominate themselves as successors to the December graduate. The drop-down provisions of section 4(b) of this Article IX apply to successor positions.

(b) The Executive Board shall determine the date on which the term of the December 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. Candidacy for Office: Nominations and elections for each office shall be separate for each office in the following order: Editor-in-Chief, Executive Editors, Managing Editor, Senior Notes & Comments Editors, Senior Articles Editor, Senior Writing Editor, Symposium and Events Editor, Alumni Editor, Online Media Editor, and Articles & Comments Editors, and successor(s) to December graduate Articles & Comments Editor(s).

(a) **Sign-up list.** At least three weeks before the Election Meeting, the Editor-in-Chief shall post a sign-up list for Executive Board positions to be filled. Each candidate who wishes to run for an Executive Board position shall indicate their intent to run for the position by listing their name under the Title of the Executive Board position for which he or she wishes to run. The Editor-in-Chief shall close access to the sign-up list at 5:00 p.m. on the day before the election meeting.

(b) Drop-down provision. Each candidate for office must sign up for the highest office for which the candidate for office desires to run; candidates for office may sign up for alternative offices. A candidate for office who runs unsuccessfully for an office shall be presumed eligible to run for any subsequent office to be filled at the election meeting. A candidate for office must be present at the election meeting in order to run for a position on the Executive Board. A candidate for office may be exempted from this requirement with the approval of the Executive Board.

(c) Speeches by nominees. All candidates for office shall be given an opportunity to speak on their own behalf at the Election Meeting. The Editor-in-Chief shall determine the amount of time given to each candidate, looking at, but not limited to, such factors as position or number of candidates running for election. Members of the Executive and Editorial Boards shall have an opportunity to question the candidates for office. Time permitting, there shall be a general discussion of the candidates for office by the Executive and Editorial Board members after all candidates for office have spoken and have left the room. The Editor-in-Chief shall rule out of order any question about a candidate for office's willingness to run for any subsequent office under the dropdown provision.

(d) Election procedure:

- i. Prior to the Election Meeting, the Executive Board shall adopt election procedure rules, which shall include time limits for the candidate for office's opportunity to speak on his or her own behalf, for questioning of the candidates for office by the Executive and Editorial Boards, and for the general discussion period.
- ii. No candidate for office shall be present in the room during the general discussion related to the position that he or she is running for.

If during the general discussion of the candidate for office someone raises an issue regarding that candidate for office that was not addressed during the candidate for office's speech or question and answer period and a voter believes it would be unfair to not have that candidate for office address the issue, then the voter may make a motion to bring the candidate for office back into 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 for office should return to the room to address the issue.

If a majority votes to allow the candidate for office to address the issue, then the candidate for office shall return to the room and the Editor-in-Chief shall paraphrase the issue to the candidate for office. The Editor-in-Chief shall then allow the candidate for office a reasonable amount of time to respond to the issue.

The identity of the voter who raised the issue about the candidate for office 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 candidate 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 Executive Board and Editorial Board members, including candidates for office, may cast one ballot each. When casting a ballot, a member may vote for a number of candidates for office equal to the number of positions to be filled, and no voter may give more than one vote to a single candidate for office on any particular ballot. The candidates for office shall be ranked according to the number of valid ballots cast for each candidate for office.

(b) Votes Necessary to Win. A majority of votes (i.e., 51% or more) is required to win. If no majority is garnered in the first election, the top three vote-getters will have a run-off. In this second election, if a majority vote is still not reached, a run-off of the top two vote-getters shall take place.

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 person on the Executive or Editorial Boards of the BUSINESS LAW REVIEW with the concurrence of a majority vote of the Executive Board, or as

a result of a direct petition signed by one-third of both the Executive and Editorial Boards 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 Executive and Editorial Boards 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 person on the Executive and Editorial Boards shall render a verdict of either: “Guilty as Charged” or “Not Guilty.” A two-thirds majority of both the Executive and Editorial Boards 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

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 accused shall be entitled to reasonable notice of the charges, a hearing before the Executive 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. Each person on the Executive Board shall render a verdict of either: “Guilty as Charged” or “Not Guilty.” A two-thirds majority of the Executive Board shall be necessary to expel the accused. A Member or Candidate found guilty under this section will be removed from the *Review*. A Member or Candidate so expelled may appeal his or her dismissal and may be reinstated by a two-thirds vote of the Executive Board.

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 contain any original student work or news deemed publishable online by the Executive Board. All such information shall be produced, edited, and placed online by the BUSINESS LAW REVIEW Editorial Board.

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 credible, publishable writing.

Section 4. Management: The BUSINESS LAW REVIEW's digital presence shall be fully managed and controlled by the Editor-in-Chief and Online Media Editor. 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 the BUSINESS LAW REVIEW Executive Board.

ARTICLE XIII—AMENDMENTS

These By-Laws shall be subject to amendment by a two-thirds vote of the Executive Board provided that the intended amendment is 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.

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