



Journal of Business and Securities Law

B Y L A W S

Article I: PURPOSE

The Michigan State University College of Law, Journal of Business and Securities Law ("*Journal*") is an independent, student run organization. The primary purpose of the *Journal* is to provide insight into legal issues surrounding the business community through legal analysis and other types of publications such as articles, personal narratives, and commentary. In furthering this purpose, the *Journal* accepts submissions written by active members of the legal community, faculty of established law schools, and other members of the legal profession. Additionally, the *Journal* accepts student contributions, including selected submissions from its Editorial Board and general members. The *Journal* anticipates a wide scope of topics on legal business issues such as corporate litigation, commercial transactions, employment, ecommerce, securities regulation, and any other topic focusing on the intersection of law and business.

Article II: WRITE-ON COMPETITION

A. General

A write-on competition will be held between the end of the spring semester and the beginning of the following fall semester. The Editorial Board (Article XI, Section A) has the discretion to hold additional write-on competitions.

1. Competition orientation: An orientation meeting will be held during the spring semester to explain the structure of the write-on competition. Prospective members' contact information will be obtained at the orientation meeting.
2. Distribution of write-on materials: Write-on packets will be distributed via email to all write-on candidates. Deadlines, guidelines, and submission procedures will be outlined in the packets.

B. Write-on Requirement

If the grade-on requirements have not been met, potential candidates must submit a write-on submission in order to be considered for *Journal* membership.

C. Deadlines and Drafts

The Editorial Board will set the submission deadline, which will be stated in the write-on packet. The final draft will be due by 12:00 P.M. on the respective due date as indicated in the packet.

D. Content of Write-On Submission

The topic of the write-on submission shall be determined by the Editorial Board. The length of the write-on submission shall be no shorter than five pages and no longer than seven, exclusive of endnotes. The format of the submissions must be in Microsoft Word, with one inch margins. Font shall be Times New Roman and twelve-point size; all paragraphs shall be single-spaced. All citations must comply with the Blue Book: A Uniform System of Citation (18th Ed.).

E. Grading Criteria

Each submission shall be anonymously evaluated by *Journal* members (only the Editors-in-Chief will know the name of the author of each paper) in accordance with the following criteria: substance, organization, writing style, grammar, proper Bluebook form, proper headings and titles and analysis of research, including the presence of the required endnotes.

F. Publication

Publication of Write-On Submissions may be considered in accordance with Article V, Section A, Subsection 4.

G. Membership Determinations

Membership determinations based on the write-on competition shall be made by a special committee, which shall be composed of the Editors-in-Chief, the Managing Editor of Events and all other interested membership. All decisions of the special committee are final. Membership shall be determined on the basis of the Grading Criteria set forth in Article II, Section E. In no case shall membership be denied on the basis of age, color, disabled status, gender, height, marital status, national origin, political persuasion, race, religion, sexual orientation, veteran status, or weight.

H. Class Status

A student must have completed a minimum of 24 credits to participate in the write-on competition. Students must also have successfully completed Research, Writing, and Advocacy I and II or their equivalent.

I. GPA Requirements

A student must hold a minimum cumulative GPA of 2.75 to participate in the write-on competition.

J. Appeals

In the event that a student does not meet the criteria set forth in Article II, Sections H and/or I, they may appeal by submitting via email an appeal to the Editors-in-Chief at jbsl@msu.edu. The appeal shall be no longer than one page in length and should detail any extenuating circumstances that caused the student to fall short of the criteria and why they believe they will be an asset to the *Journal*.

Article III: GRADE-ON REQUIREMENTS

A. General

A student may be eligible for *Journal* membership without competing in the write-on competition if he or she:

1. Holds a minimum of a 3.5 grade point average or;
2. Holds a minimum of a 3.3 grade point average and a minimum grade of A- in both Research, Writing, and Advocacy I and II or their equivalent.

B. Class Status

A student must have completed a minimum of 29 credits to grade-on to the *Journal*. Students must also have successfully completed RWA I and II or their equivalent. In no case shall membership status be denied on the basis of age, color, disabled status, gender, height, marital status, national origin, political persuasion, race, religion, sexual orientation, veteran status, or weight.

C. Appeals

Appeals will not be considered in regards to the foregoing grade-on requirements.

Article IV: MEMBERSHIP

A. GPA Requirements

A minimum cumulative GPA of 2.75 must be maintained by all members. However, this requirement is subject to the discretion of the Editorial Board.

B. Participation in Other Organizations

Journal members may participate in other school activities and organizations. However, MSU College of Law policy prohibits a student from concurrently serving as a member of more than one journal.

C. Workshops

Members are required to attend all scheduled workshops unless their absence is excused by the Editors-in-Chief.

D. Assignments

Cite-checking assignments will be distributed each semester. Members are required to undertake each assignment in a responsible manner.

- Footnotes or endnotes shall be checked to conform with proper Bluebook citation. Quotations in the submission shall be compared with the language of the original document to ensure that the wording in the submission is exactly as it appears in the original document.
- Each assigned member shall read each publication submission in its entirety and make suggested editorial changes thereto. Failure to properly complete a cite-checking assignment by the specified date will result in disciplinary action.

E. Participation

All staff members are required to participate in the following:

1. Perform assignments and attend workshops;
2. Serve on a committee as needed;
3. Meet all deadlines promptly;
4. Attend staff meetings; and
5. Attend *Journal* events when applicable.

F. Editorial Board Participation

Requirements for Editorial Board Members include those stated above as well as all individual duties set forth in Article XII.

Article V: PUBLICATION

A. Evaluation

1. Prior to publication, the Editorial Board will evaluate all submissions. Approval of the submission will be based on substance, organization, writing style, grammar, Bluebook form, and thoroughness of research.
2. The Editorial Board will determine which writings will be published. Writings will be deemed publishable based on the above mentioned criteria and the recommendations of expert readers.
3. No submission is guaranteed publication and the Editorial Board reserves the right to remove a submission from publication at any time. A submission that is denied publication is not precluded from publication eligibility in subsequent issues.
4. One write-on submission may be published from each write-on competition. The criteria will be based on the Editorial Board's evaluation. The Editorial Board will consider each write-on submission anonymously when making its decision.

Article VI: COURSE CREDIT

No course credit is given for *Journal* membership at this time.

Article VII: DISCIPLINARY ACTION AND APPEALS

A. Termination for failure to meet deadlines or for turning in substandard work.

1. **First Warning:** If a member misses one writing or production deadline without requesting an extension in a timely manner, or turns in an incomplete assignment pursuant to the assignment guidelines, or fails to meet a committee deadline, the Editorial Board shall warn the member (orally and by written notification) of the risk of termination.

2. **Second Warning:** Any member who misses a second deadline shall be placed on probation for the remainder of the school term, effective immediately upon receipt of a written notice. The written notice shall be copied to the Faculty Advisor and filed with the *Journal*.

3. **Termination:** A probationary member who misses a third deadline or submits an incomplete production assignment shall be terminated.

B. Termination for cause

The Editorial Board may, by a majority vote, terminate any member for just cause, in accordance with the procedure set forth in Article VII, Section C. Just cause may include, but is not limited to:

1. Failure to meet two deadlines without requesting an extension in a timely matter;
2. Failure to complete a cite-checking assignment in a timely manner;
3. Flagrant and irresponsible disregard for writing production or editorial duties;
4. Abuse of *Journal* privileges;
5. Failure to participate in events for which the member has accepted responsibility;
6. Repeated substandard work;
7. Excessive tardiness in attending meetings and fulfilling deadlines;
8. Repeated absence at meetings, workshops, and events hosted by the *Journal*;
9. Actions that may be construed as violent, hostile, or defamatory;

C. Procedure for removal of a member

1. Any Editorial Board member may present a written recommendation for termination to the Editorial Board for investigation and vote. Any Editorial Board member who is a party to the action will not be entitled to vote in any proceeding regarding this dispute.

2. A member recommended for termination may, within 7 days of receiving notice of pending termination, submit any relevant information for the Editorial Board's consideration.

3. If a majority of the Editorial Board votes for the termination, the member shall be notified of said determination, and has 7 days for which to submit a written notice of appeal to the Editorial Board.

4. If appeal is granted, the Editors-in-Chief will schedule a hearing for the member in front of the entire Editorial Board, who will make a final determination.

5. The decision of the Editorial Board shall be final if no timely appeal is submitted.

Article VIII: FACULTY ADVISOR

A. Choosing a Faculty Advisor

1. Selection/Removal: The decision to select or remove a particular faculty member as a Faculty Advisor is made by the Editorial Board. Once the decision has been made, it shall be presented at the next regular meeting for a majority vote.
2. Eligible persons: The Faculty Advisor must be a tenured or an associate member of the faculty of Michigan State University College of Law.
3. Responsibilities: The Faculty Advisor shall act as the final arbiter in any disputes between *Journal* members that cannot be reasonably resolved without the advisor's aid. A meeting shall be scheduled with the advisor to discuss the problem. The attendance of all involved parties is mandatory. The advisor shall be presented with all sides of the issue and shall make a decision accordingly. This decision must be reported to the Editorial Board within seven days of the hearing and must be in writing.

B. Duties of a Faculty Advisor

Duties of Faculty Advisor may include, but are not limited to:

1. Serving as a resource for *Journal* members;
2. Attending and participating in board meetings.

C. Vacancy

1. A Faculty Advisor shall be asked each term if he or she would like to continue as the Faculty Advisor.
2. Should the Faculty Advisor choose not to continue, A Faculty Advisor shall be selected by a majority vote of the entire Editorial Board.

Article IX: CONDUCT OF MEETINGS

A. Editorial Board Meeting

1. Meetings shall be held at least once a month throughout the academic school year.
2. The Editors-In-Chief shall conduct each meeting.
3. Each Editorial Board Member is required and expected to conduct him or herself in a professional manner.
4. Attendance is mandatory unless excused by the Editors-in-Chief
5. Notice of all meetings shall be given at least one week in advance via email.

B. Staff Meetings

1. Meetings shall be conducted at least once a month during the academic school year.
2. All members are required and expected to conduct themselves professionally.
3. The Editors-in-Chief shall conduct staff meetings.

4. Staff meetings are mandatory and attendance will be excused only if the Editors-in-Chief consent to the absence.
5. If a member misses two meetings in one semester without excusal, the member shall be subjected to disciplinary steps set forth in Article VII.
6. Notice of all meetings shall be given one week in advance via email.

C. Special Meetings

1. A Special Meeting can only be called by the Editors-in-Chief, at the request of any member, to address an important issue that must be dealt with before the next regularly scheduled meeting.
2. These meetings are mandatory unless excused by the Editors-in-Chief.

D. Conduct of Business at Meetings

Business will be conducted only if a majority of the members are present.

Article X: AMENDMENTS

A. Power of Amendment

The Editorial Board shall have the power to amend any Article set forth in these Bylaws by a majority vote.

B. Procedure

1. Notice of a Special Meeting, setting forth a proposed Amendment shall be given to all members via email.
2. At the Special Meeting a vote shall be taken on the proposed Amendment. The proposed Amendment shall be adopted upon receipt of a majority vote.

C. Voting

Each vote may be cast either orally or in writing; each Editorial Board member is entitled to one vote. In order to vote, the member must be fully advised of the Amendment.

D. Written Votes

1. A member may cast his or her vote in writing prior to the date of the Special Meeting by depositing a sealed envelope with the Editors-in-Chief containing a dated writing indicating their assent or dissent to the proposed Amendment.
2. The Editors-in-Chief shall refrain from opening the sealed envelope until the present members are in the process of casting their votes at the special meeting.

E. Execution of Amendments

All proposed Amendments that receive a majority of votes at the Special Meeting become effective immediately upon adjournment of the Special Meeting. Effective Amendments must be added to the Bylaws within two weeks following the Special Meeting; revised copies of the Bylaws must be made available to all members.

Article XI: EDITORIAL BOARD

A. Composition:

The Editorial Board shall be composed of the following members:

1. Editors-in-Chief (2)
2. Managing Editor of Publication
3. Managing Articles Editor
4. Managing Editor of Business
5. Managing Editor of Events
6. Managing Editor of Notes and Comments
7. Editor of Publication
8. Articles Editor
9. Editor of Business and Events
10. Editors of Notes and Comments (2)
11. Chairman to the Business Law Society.

B. Elections of Managing Editors:

1. Elections will be held annually at the February Staff Meeting.
2. Each active member will receive one vote.
3. In the event of a tie, the tiebreaker will be determined by a vote of the Editors-in-Chief.
4. Eligibility/procedure:
 - a. A member in good standing is eligible to run for a Managing Editorial Board position.
 - b. Any member interested in running for a Managing Editorial Board position shall notify the Editors-in-Chief of their interest in writing at least one week prior to the February staff meeting and shall give a speech at the Staff Meeting before the election.

B. Election of Editors-in-Chief:

1. Editors-in-Chief will be elected by the outgoing Editors-in-Chief and the outgoing Managing Editors at a special meeting in February.
2. The special meeting shall be held one week prior to the February Staff Meeting.
3. At the close of the meeting, the outgoing Editors-in-Chief and Managing Editor will vote to elect the incoming Editors-in-Chief. Each outgoing Editor-in-Chief and Managing Editor will receive one vote.
4. In the event of a tie, the tiebreaker will be determined by a vote of the outgoing-Editors-in-Chief.
5. Eligibility/procedure:
 - a. A member in good standing is eligible to run for an Editor-in-Chief position.
 - b. Any member interested in running for a Editor-in-Chief position shall notify the outgoing Editors-in-Chief of their interest in writing at least two weeks prior to the February staff meeting and will be invited to interview at a special meeting.

C. Election of 2L Editor Positions

1. 2L Editors will be elected by the Editors-in-Chief and the Managing Editors at a special meeting, to be held at least one week prior to the September staff meeting.
2. Each Managing Editor and Editor-in-Chief will receive one vote.
3. In the event of a tie, the tiebreaker will be determined by a vote of the Editors-in-Chief.
4. Eligibility/procedure:

- a. All members in good standing with at least two academic semesters remaining at MSU-Law is eligible to run for an Editorial Board position.
- b. Any member interested in running for an Editorial Board position shall notify the Editors-in-Chief of their interest in writing at least two weeks prior to the September staff meeting and shall be invited to interview before the special committee.

D. Term Served

1. Any member may run for any open position.
2. All Editorial Board positions are tenured.
3. The term of the incoming Editorial Board will begin on the day after the date of the last final exam of the spring semester and expires on the last day of the last final exam of the next spring semester.

E. Transition

In order to facilitate a smooth transition between Editorial Boards and to aid the newly elected Editorial Board, the outgoing Editorial Board shall provide training and orientation during the transition period between the election and the incoming Editorial Board's term and have the same responsibilities as elected Editorial Board members.

F. Vacancy

Vacancies on the Editorial Board shall be filled via appointments made by the Editors-in-Chief. Once an Editorial Board member has been appointed to the board, they are tenured within that position.

Article XII: DUTIES OF THE EDITORIAL BOARD

A. Editors-in-Chief

The positions of Editor-in-Chief require full knowledge and understanding of The *Journal's* objectives and all of the duties of the Editorial and Staff members. The Editors-in-Chief are responsible for overseeing all *Journal* activities and maintaining the goals set out in the Bylaws. Specific responsibilities include, but are not limited to:

1. Keeping in contact with the Faculty Advisor, Academic Dean, Assistant Dean, other faculty members and the student body when necessary;
2. Resolving all personnel matters;
3. Implementing the *Journal's* membership manual and Bylaws;
4. Overseeing the selection of submissions for publication;
5. Verifying the eligibility of incoming members and assisting in the write-on competition;
6. Preparing and delivering the agenda for staff meetings;
7. Maintaining a complete file of publication agreements executed by the *Journal* along with the Managing Articles Editor and the Managing Editor of Publications;
8. Establishing an annual budget during each spring semester along with the Managing Editor of Business;
9. Reviewing each set of page proofs and assembling and updating the introductory pages of the *Journal*;
10. Organizing and overseeing elections;

11. Reading and editing all Editor compilations and page proofs for accuracy;
12. Presenting new ideas for improved quality and efficiency of the production process;
13. Selecting and providing research for the write-on competition, along with the Managing Editor of Events; and
14. Planning the write-on competition, along with the Managing Editor of Events.

B. Managing Editor of Publication

Specific responsibilities include, but are not limited to:

1. Establishing a production schedule to ensure timely production of the *Journal*;
2. Ensuring that all submissions meet web standards and requirements;
3. Updating website with any new submission voted on by the Editorial Board;
4. Consistently tracking the progress of the *Journal* through its stages of publication;
5. Providing feedback to all members to maintain high standards in production and writing assignments;
6. Organizing training sessions for all new members;
7. Coordinating, distributing, and compiling production assignments;
8. Reading and editing all submission page proofs, to ensure that the issue is free from error;
9. Generating new ideas to promote quality and efficiency;
10. Keeping all members informed through memos;
11. Selecting each issues profiles and obtaining updated biographical information on the featured persons;
12. Providing the Managing Articles Editor with each author's first page proofs so that they are sent to the outside author in a timely manner;
13. Preparing instructional packets, which shall be distributed at the new students orientation meeting;
14. Determining the write-on competition time table;
15. Editing first and second drafts after assigned editors are finished, writing brief notes to each author suggesting further research in specific areas;
16. Evaluating the editing of other Editors and providing constructive feedback;
17. Editing and recommending for publication; and
18. Devising a system at the beginning and end of each semester by which two to four members visit first and second semester (day) and third and fourth semester (evening) classes to inform them of the *Journal's* write-on competition and qualifications.

C. Managing Articles Editor

After the Editorial Board decides on topics/issues for publication, this Editor must solicit submissions, book reviews, and other specialized information for publication. It is the function of this Editor to obtain publishable material by actively soliciting authors to write about practical, current, and worthwhile subject matters. Specific responsibilities include, but are not limited to:

1. Soliciting submissions from professors, lawyers, and other professionals, according to proposed themes, topics, or issues;
2. Approximately 46 submissions should be solicited per issue;
3. Submissions should be solicited in time to send them through a three month production cycle;

4. As soon as an agreement is reached with an outside author, a letter of confirmation should be sent; generally, letter of acceptance or rejection for unsolicited submissions, when appropriate, should be sent in a timely manner;
5. Request the appropriate materials from the author (diskette, biographic information, and hard to locate research), send the publication agreement, and send a copy of the author's first page proof;
6. Forwarding all submissions received by the Editor to the Editors-in-Chief with a recommendation of publication;
7. Primarily responsible for compilation of outside submissions and book reviews;
8. Maintaining and updating a file of potential writers;
9. Maintaining a file of all solicited writers and speakers;
10. Maintaining a separate file of the name, address, and telephone number and biographical information of each outside author for each *Journal* issue so that this Editor can send the authors' first proofs in a timely manner, and request that they be returned within 7 days;
11. Providing the Managing Editor of Publication with the authors' addresses in order to send reprints; and
12. Assisting the Managing Editor of Publication with preparing submissions for website publication and updating website.

D. Managing Editor of Business

Specific responsibilities include, but are not limited to:

1. Maintaining and updating statistics of all who visit the *Journal's* website;
2. Mailing thank-you letters to all participants, including donors;
3. Managing all fundraising activities;
4. Distributing production work, editing and compiling production submissions along with all other Editors;
5. Keeping and maintaining a calendar for distribution of all *Journal* activities;
6. Working closely with Managing Editor of Events to track all event guests, invitees, and donors;
7. Working with Managing Editor of Publication to provide research for write-on competition;
8. Organizing table and workers for activities fair at the beginning of the school year;
9. Maintaining alumni relations;
10. Keeping and updating a copy of the *Journal's* budget, which will be re-worked each year with the Editors-in-Chief; and
11. Keeping an account of the *Journal's* debits and credits as they pertain to each area in which funds have been allocated.

E. Managing Editor of Notes and Comments

Specific responsibilities include, but are not limited to:

1. Assisting Editor of Publication in facilitating cite-checking;
2. Organizing cite-checking groups and distributing cite-checking assignments to the staff;
3. Overseeing the proper compilation of submissions before it is submitted to the Managing Editor of Publications; and
4. Working with Editors of Publication and Articles Editors to assist in troubleshooting.

F. Managing Editor of Events

Specific responsibilities include, but are not limited to:

1. Advertising all events and organizing ticket sales of these events;
2. Updating website frequently as to content, other than journal submissions;
3. Contacting the Alumni Relations Department and the Michigan Bar Association's Business Law Section well in advance in order to generate mailing labels;
4. Printing any invitations to events;
5. Assigning staff members to label items and stamp the invitations;
6. Ensuring that programs for the events are printed;
7. Distributing materials for Editorial Board meetings, including the agenda, pens, and paper;
8. Maintaining a current file of potential authors/speakers;
9. Organizing all recruitment events;
10. Selecting the cases and research materials for the write-on competition with the assistance of the Business Editor.

G. Editors of Notes and Comments

Specific responsibilities include, but are not limited to:

1. Assisting Managing Editor of Notes and Comments;
2. Assisting Editor of Publication in facilitating cite-checking;
3. Organizing cite-checking groups and distributing cite-checking assignments to the staff;
4. Overseeing the proper compilation of submissions before it is submitted to the Managing Editor of Notes and Comments and the Managing Editor of Publications; and
5. Working with Editors of Publication and Articles to assist in troubleshooting.

H. Editor of Publication

Specific responsibilities include, but are not limited to:

1. Assisting Managing Editor of Publication in distributing, coordinating, and compiling production assignments;
2. Assisting Managing Editor of Publication in entering page proof changes on diskette;
3. Assisting in research and compilation of packets for orientation and write-on competition;
4. Assisting in the production, cite-checking, and research workshops;
5. Maintaining and keeping track of production assignments and the production chart;
6. Making phone calls to Journal members when assignments are handed out; and
7. Assisting the Managing Articles Editor with his or her various duties.

I. Articles Editor

Specific responsibilities include, but are not limited to:

1. Assisting Managing Articles Editor in obtaining, coordinating, compiling, and selecting submissions;
2. Assisting Managing Articles Editor in contracting with authors;
3. Assisting in the production, cite-checking, and research workshops;
4. Maintaining and keeping track of submissions; and
5. Making phone calls to submission authors when needed.

J. Editor of Business and Outside Events

Specific responsibilities include, but are not limited to:

1. Assisting Managing Editor of Business in updating and maintaining all Journal statistics pertaining to the website;
2. Assisting Managing Editor of Events with updates to the website;
3. Assisting in establishing and maintaining all business records;
4. Maintaining communication with the Managing Editor of Business;
5. Developing ideas and strategies for solicitation of corporate sponsorship;
6. Assisting Managing Editor of Events with his or her various duties;
7. Selecting the cases and research materials for the write-on competition, with the assistance of the Business Editor.

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