

**VANDERBILT LAW REVIEW
CHARTER**

**ARTICLE I
NAME**

The name of the organization is the Vanderbilt Law Review.

**ARTICLE II
PURPOSE**

1. The purpose of the organization is to publish a periodical entitled the Vanderbilt Law Review.
2. One volume of the Vanderbilt Law Review shall be published in each calendar year. Each volume shall be published in six issues throughout the academic year. The publication schedule for each academic year shall be set by the Senior Editorial Board.
3. The Vanderbilt Law Review shall also publish content in an online companion to the print journal entitled “Vanderbilt Law Review En Banc.” The publication schedule of En Banc shall be set by the Senior Editorial Board.

**ARTICLE III
MEMBERSHIP**

1. There shall be three classes of members of the Vanderbilt Law Review. These classes shall be designated as Senior Editors, Editors, and Staff Members.
2. Any rising second- or third-year student of the Vanderbilt Law School is eligible for selection as a staff member.
 - a. Criteria for selection of Staff Members from the rising second-year class shall be as follows:
 - i. Sixteen applicants who obtain the highest scores in a writing competition shall be selected for membership each year.
 - ii. Sixteen applicants who were not offered membership under subsection (i) above, and who have the highest first-year grade point average shall be selected for membership each year.
 - iii. Additional selection procedures, including the requirements for the writing competition, shall be specified in the By-laws.
 - b. Criteria and procedures for selection of Staff Members from the rising third-year class shall be specified in the By-laws.

3. No member of the Vanderbilt Law Review shall concurrently be a member of any other recognized student published academic journal of the Vanderbilt Law School.
4. Anti-Discrimination Statement.
 - a. The *Vanderbilt Law Review* does not discriminate on the basis of race, gender, age, religion, ethnic background, marital status, or sexual orientation. Furthermore, it is the policy of the *Vanderbilt Law Review* to fully comply with the current nondiscrimination policy of Vanderbilt University.
 - b. Subsection (a) shall be printed in the Vanderbilt Law Review.

ARTICLE IV ORGANIZATION

1. Vanderbilt Law Review Composition
 - a. The Vanderbilt Law Review shall have the following Senior Editors and Editors: one Editor in Chief, one Executive Editor, one Senior Articles Editor, one Senior Managing Editor, one Senior Notes Editor, one Senior En Banc Editor, ten Articles Editors, one Symposium Editor, one Publication Editor, six Managing Editors, four Notes Editors, one Notes Development Editor, and three En Banc Editors. “During new editor selection, the Senior Board shall have the discretion to increase or decrease by one the number of Articles Editors, Notes Editors, Managing Editors, and En Banc Editors.”
 - b. In the event that the second-year class exceeds thirty-two members as a result of the Transfer Write-On Competition and/or graduate students who have deferred their membership to the Vanderbilt Law Review, the Senior Editorial Board shall have the discretion to temporarily reallocate the extra number into unnamed Editorial Board positions for the upcoming year. Thus, for a class of thirty-three students, the Senior Editorial Board would have the discretion to temporarily create one new Editorial Board position for the upcoming year.
2. The Editor in Chief, the Executive Editor, the Senior Articles Editor, the Senior Managing Editor, the Senior Notes Editor, and the Senior En Banc Editor shall constitute the Senior Editorial Board.
3. Together, the Editor in Chief, Executive Editor, each Senior Editor, and the Editors shall constitute the Editorial Board. The Editorial Board shall be the governing body of the Vanderbilt Law Review and shall be responsible for interpreting this Charter and the By-laws. The Editorial Board shall be empowered to convene a Policy Committee to address relevant questions related to the long-term goals and general policies of the Law Review. The Editorial Board shall provide the Policy Committee with specific guidance related to the Committee’s goals.

4. Senior Editors and Editors for the following year shall be chosen from among eligible Staff Members by the Editorial Board at a meeting called for that purpose. All Editors shall serve a term, such term to commence following such selection and to conclude following publication of the Vanderbilt Law Review's final issue of the subsequent academic year.
5. The Editor in Chief shall have overall responsibility for publishing the Vanderbilt Law Review and shall be the chief executive officer of the Vanderbilt Law Review.
6. The Executive Editor shall be the administrative officer of the Vanderbilt Law Review and shall assist the Editor in Chief in his or her editorial duties. In the event of the temporary absence or incapacity of the Editor in Chief, the Executive Editor shall assume responsibility for the publication of the Vanderbilt Law Review, but only during such absence or incapacity.
7. The Senior Articles Editor shall be responsible for supervising the soliciting, obtaining, editing, and preparing for publication works by authors for inclusion in the Vanderbilt Law Review.
8. The Senior Managing Editor shall be responsible for the form, accuracy, and completion of proper citation for all written work published in the Vanderbilt Law Review.
9. The Senior Notes Editor shall be responsible for supervising the process of reviewing and editing the works of student authors, selecting those suitable for publication, and preparing selected works for publication.
10. The Senior En Banc Editor shall be responsible for supervising the soliciting, obtaining, editing, and preparing for publication works by authors for inclusion in the Vanderbilt Law Review En Banc. The Senior En Banc Editor shall also be responsible for all technological matters affecting the Vanderbilt Law Review.
11. Each officer has the affirmative duty and responsibility to train and instruct the successor to that office in the proper performance of the duties of his or her office.

ARTICLE V DEPARTMENTS

1. The four Senior Editors shall have responsibility for the faithful execution of their respective departments' duties. Furthermore, the Senior Editors shall represent their respective departments on the Senior Board, and act as primary liaison to the Editor in Chief.
2. The Articles Department shall consist of the Senior Articles Editor, the nine Articles Editors, the Symposium Editor, and, at his or her discretion, the Editor in Chief. The

Articles Department, excluding the Symposium Editor, shall be responsible for reviewing and selecting for publication works for inclusion in the Vanderbilt Law Review. The Articles Department shall furthermore be responsible for the editing and overall preparation of such works for publication. The Senior Articles Editor shall divide and assign these duties and responsibilities in any manner that is appropriate for the efficient operation of the Department. The Symposium Editor will be responsible for hosting and planning the symposium or, during the publication year, for being the primary editor of the Symposium issue. The Symposium Editor shall not, unless he or she chooses otherwise, be responsible for reviewing and selecting for publication works for inclusion in non-Symposium issues of the Vanderbilt Law Review.

3. The Managing Department shall consist of the Senior Managing Editor and the seven Managing Editors. The Managing Department shall be responsible for the review of the accuracy and sufficiency of all legal citations appearing in the Vanderbilt Law Review. The members of the Managing Department shall furthermore be responsible for the supervision of Vanderbilt Law Review Staff Members' review of the conformity of legal citations with the Bluebook. The Senior Managing Editor shall divide and assign these duties and responsibilities in any manner that is appropriate for the efficient operation of the Department.
4. The Notes Department shall consist of the Senior Notes Editor, the four Notes Editors, the Notes Development Editor, and, at his or her discretion, the Executive Editor. The Notes Department shall be responsible for reviewing and selecting for publication works by Vanderbilt Law Review members for inclusion in the Vanderbilt Law Review. The Notes Department shall furthermore be responsible for the editing and overall preparation of such works for publication. The Senior Notes Editor shall divide and assign these duties and responsibilities in any manner that is appropriate for the efficient operation of the Department.
5. The En Banc Department shall consist of the Senior En Banc Editor, the three En Banc Editors, any volunteer members of the Vanderbilt Law Review, and, at their discretion, the Editor in Chief and/or the Executive Editor. The En Banc Department shall be responsible for reviewing and selecting for publication works for inclusion in the Vanderbilt Law Review En Banc. The En Banc Department shall furthermore be responsible for the editing and overall preparation of such works for publication. The En Banc Department shall furthermore be responsible for ensuring that the Vanderbilt Law Review is technologically up to date. The Senior En Banc Editor shall divide and assign these duties and responsibilities in any manner that is appropriate for the efficient operation of the Department.
6. The Publication Editor will work directly with the Editor in Chief and will have the following duties: He or she shall be responsible for formatting Articles, Notes, and other works for print publication, as well as En Banc submissions for online publication. The Publication Editor will also communicate with authors published in print about their publication orders, assist the Editor in Chief in announcing the completion of new issues,

aid the Staff Coordinator in managing the Law Review's subscriptions, and communicate with the publishing company.

**ARTICLE VI
ALUMNI BOARD OF ADVISORS**

1. The Vanderbilt Law Review shall have an Alumni Board of Advisors ("Alumni Board"). The purpose of the Alumni Board is to advise and consult with the Senior Board on matters of alumni involvement and fundraising, organizational policy, Law Review–Law School relations, and organizational memory. The Alumni Board may advise the Senior Board on other matters at the Senior Board's discretion.
2. The Alumni Board shall consist of at least five alumni of Vanderbilt Law School who were also members of the Law Review. The Alumni board will consist of no more than nine members. The Senior Board may, at its discretion, appoint to the Alumni Board up to two Vanderbilt Law School alumni who were not members of the Law Review.
3. Members of the Alumni Board will be selected at the sole discretion of the Senior Board. The Senior Board may promulgate standardized selection procedures to be adopted through the by-law amendment process. Alumni Board members shall serve three-year terms.

**ARTICLE VII
EMPIRICAL METHODS CONSULTANTS**

1. The Managing Committee and Articles Committee may select Empirical Methods Consultants. Any student enrolled in Vanderbilt University's Ph.D. Program in Law and Economics is eligible for selection as an Empirical Methods Consultant. The Managing and Articles departments may select Empirical Method Consultants following a review of applicants' qualifications. Empirical Methods Consultants shall serve a term of one year, but Empirical Methods Consultants may be reselected to serve additional one-year terms.
2. Empirical Methods Consultants shall be non-voting members of the Articles Committee. Empirical Methods Consultants shall be responsible for aiding the Articles Department in reviewing and selecting for publication works containing empirical legal research.
3. If articles containing empirical legal research are selected for publication, Empirical Methods Consultants may—at the discretion of the Senior Articles Editor and Senior Managing Editor—be responsible for aiding the Articles and Managing Departments in the editing and overall preparation of such works for publication. In fulfilling these duties and responsibilities, Empirical Methods Consultants shall, when necessary, be advised by a professor in Vanderbilt University's Ph.D. Program in Law and Economics.

4. Empirical Methods Consultants shall not be members of the Law Review. Empirical Methods Consultants shall not be eligible for any other position, role or office on the Law Review merely by serving as Empirical Methods Consultants. However, Empirical Methods Consultants who are joint J.D./Ph.D candidates shall be eligible to become full Law Review members by any process available to other J.D. candidates. In the event that any Empirical Methods Consultant becomes a full member of the Law Review by processes available to other J.D. candidates, such Empirical Methods Consultant shall be eligible for any position, role or office available to other members of the Law Review who are selected through such process.

ARTICLE VIII MEETINGS

1. Meetings of the Editorial Board may be called by the Editor in Chief. The Editor in Chief must call a meeting of the Editorial Board when requested to do so in writing by any four Editors. Such written request shall include the subjects for discussion or consideration at the meeting. Such meeting shall be held within two weeks of the Editor in Chief receiving such a written request.
2. Meetings of the membership of the Vanderbilt Law Review may be called by the Editor in Chief. The Editor in Chief must call a meeting of the membership when requested to do so in writing by sixteen members. Such written request shall include the subjects for discussion or consideration at the meeting. Such meeting shall be held within two weeks of the Editor in Chief receiving such a written request.
3. A quorum is required for all meetings. For a special meeting of all members for the purpose of considering an amendment to this Charter or By-laws, a quorum shall consist of three-fourths of all members. For all other meetings, a quorum shall consist of one-half of all members of the relevant body. In the absence of a quorum, those eligible to vote and who are present may vote to set a new date for the meeting and direct the Editor in Chief to call such new meeting.
4. Except as otherwise specified in this Charter or in the By-laws, all questions shall be decided by majority vote of those present and eligible to vote.
5. Except as otherwise provided in this Charter or accompanying By-laws, any discussion of a deliberative body of the Vanderbilt Law Review may be disclosed by any member of that body to any other member of the Vanderbilt Law Review.
6. If sixteen Law Review members request an explanation of a decision made by any deliberative body, such body shall produce a written explanation of its decision. This explanation must include all divergent viewpoints considered, and the process by which a decision was reached.
7. Any member of a deliberative body may request that the discussions of that deliberative body remain confidential. Upon unanimous agreement that such discussions shall remain

confidential, all members of the deliberative body shall abide by the confidentiality policy.

8. If sixteen Law Review members request an explanation of a confidential decision made by any deliberative body, such body shall produce a written explanation of its decision. This explanation must include all divergent viewpoints considered, and the process by which a decision was reached, but under no circumstances may such an explanation reveal the identity of individuals expressing any viewpoint.
9. No member of the Law Review shall be required to return to the Law School prior to the expiration of the regularly scheduled summer break, unless such a requirement is recommended by the Senior Board and approved by two-thirds of the Editorial Board, in accordance with Article III of the By-laws.

ARTICLE IX DISCIPLINARY PROCEDURES

1. No member of the Vanderbilt Law Review shall be subject to, nor threatened with, any disciplinary measure, except those specified herein or in the By-laws.
 - a. A two-thirds vote of the entire Editorial Board shall be required to remove a member from the Editorial Board.
 - b. A two-thirds vote of the entire membership shall be required to remove a member from the Vanderbilt Law Review.

ARTICLE X AMENDMENTS

1. By-laws, and amendments to the Charter or By-laws, may be introduced by the Senior Board via email, with voting to be held by email, at a meeting, by voting over a period of time by means of a ballot box, or by any other reasonable and fair method of voting. Any member of the Vanderbilt Law Review may require a meeting to discuss an amendment proposed by the Senior Board upon acquiring the signatures of 2 other members of the Law Review. If such a meeting is held, the vote on the amendment can be held either by a vote at the meeting or by voting over a period of time by means of a ballot box. Regardless of whether a meeting is held, an amendment of the Charter is deemed approved only if three-fourths of the total membership of the Vanderbilt Law Review cast a vote and two-thirds of the membership vote in favor of the amendment. An amendment of the By-laws is deemed approved, or a new By-law is deemed effective, only if three-fourths of the total membership of the Vanderbilt Law Review cast a vote and a simple majority of the membership of the Vanderbilt Law Review vote in favor of the amendment.
2. If an individual member of the Vanderbilt Law Review wishes to propose an amendment to the Charter or By-laws, that member must obtain the signatures of four other members.

Upon the receipt of such a petition, the Editor in Chief shall call a meeting in accordance with Article VII, Section 1, if the member proposing the amendment so requests, and that member shall be allowed to present the case for the amendment. If the member proposing the amendment does not request a meeting, the vote may be held by email, by voting over a period of time by means of a ballot box, or by any other reasonable and fair method of voting. The voting requirements to approve an amendment to either the Charter or the By-laws proposed by an individual member are the same as would be required for a Senior Board-proposed amendment to be adopted.

**VANDERBILT LAW REVIEW
BY-LAWS**

**ARTICLE I
SELECTION PROCESS**

1. First-Year Membership Competition.
 - a. All eligible rising second-year Vanderbilt Law School students may seek membership on the Vanderbilt Law Review. In the case that a student is participating in a joint-degree program, or will be taking a leave of absence from Vanderbilt Law School, that student must participate in the First-Year Membership Competition held in the summer directly after the student's second semester of law school.
 - b. All first-year students seeking membership shall be required to participate in a writing competition consisting of a Mini-Note, a Bluebooking exercise, and an editing exercise. The Mini-Note scores, the Bluebooking exercise score, and the editing exercise score shall be combined to produce a composite writing score. The Mini-Note shall count as seventy percent and the combined Bluebooking and editing exercise scores shall count as thirty percent.
 - c. Offers of Membership on the Vanderbilt Law Review will be extended to all those students who participate in the Membership Competition and who:
 - i. (A) Hold the eighteen highest first-year grade point average,

(B) were not offered membership under subsection (A) above, but who receive the sixteen highest composite scores in the Membership Competition.
 - ii. Persons who receive an offer pursuant to part (i) above who take leave of absence will receive an offer of membership acceptance of which is deferred until the beginning of that student's second year of law school.
 - iii. Dual-degree students who receive an offer pursuant to part (i) above have the option of serving as a "staff member" (1) during their 2L year or (2) during the school year immediately following the summer in which they were offered membership.
 - d. The rules governing the First-Year Membership Competition, along with a copy of the Vanderbilt Law Review's Anti-Discrimination Statement, shall be distributed to all entrants at the time of the Competition's commencement.
2. Transfer Competition.
 - a. All students who transfer to Vanderbilt Law School and enter as second-year students shall be eligible to seek membership on the Vanderbilt Law Review through a

- Transfer Competition. Transfer students shall complete the same competition as used in the First-Year Membership Competition.
- b. The Law Review is not required to offer any memberships through the Transfer Competition if there are no entries which meet selection criteria outlined in subsection (c) below.
 - c. Membership on the Law Review shall be offered to those participants who demonstrate superior analytical and verbal skills through the Transfer Competition, according to the selection criteria established by the Law Review. The Transfer Competition shall be graded in a similar manner as the First-Year Membership Competition. If, in the Senior Board's judgment, the Notes Department is unable to grade all of the transfer competition submissions unassisted, the Senior Board may require non-Notes Department members of the Editorial Board to assist in grading the transfer competition submissions.
 - d. The rules governing the Transfer Competition, along with a copy of the Vanderbilt Law Review's Anti-Discrimination Statement, shall be distributed to all entrants at the time of the Competition's commencement.
3. Second-Year Membership Competition.
- a. All eligible rising third-year Vanderbilt Law School students may seek membership on the Vanderbilt Law Review through the Second-Year Membership Competition. To receive an offer of membership through this Competition, students shall be required to write a full length original student note of a quality equal to the student notes selected for publication in the Vanderbilt Law Review in the notes selection process. No submission for this Competition shall have been originally written for any other purpose.
 - b. The Vanderbilt Law Review shall not be required to make membership offers under this Competition unless submissions are judged to meet the selection criteria stated in section (a) above.
 - c. The rules governing the Second-Year Membership Competition, along with a copy of the Vanderbilt Law Review's Anti-Discrimination Statement, shall be distributed to all entrants at the time of the Competition's commencement.
 - d. A copy of the Charter and By-laws shall be distributed to each entrant who is offered membership on the Vanderbilt Law Review.

ARTICLE II DISCIPLINARY ACTION

1. The following disciplinary actions may be taken against any Law Review member for failure to fulfill his or her obligations as a member of the Law Review or a department

within the Law Review; or for behavior inconsistent with the rules or principles of the Vanderbilt Law Review or Vanderbilt Law School.

2. Any of the following disciplinary actions may be taken at the discretion of the appropriate disciplinary authorities, as designated below. No particular action must be taken as a prerequisite to any other action. Any member may bring to the attention of the appropriate disciplinary authority conduct that may warrant discipline pursuant to this provision.
3. Any member subject to any of the following disciplinary actions may not serve as a voting member in any deliberation of that action relating to that member. Unless otherwise provided for in this section, all deliberation related to the following disciplinary actions shall remain confidential.
 - a. The Senior Board may issue Letters of Warning to any member of the Law Review. The Senior Board may publicize these Letters of Warning to any member of the Law Review.
 - b. The Editorial Board shall have the final authority, subject only to any requisite approval by the Law Review Faculty Advisor, to remove this credit. Removal pursuant to this provision requires a two-thirds vote of the entire Editorial Board, taken at the conclusion of a meeting of that body, called in accordance with Article VI, section 1.
 - c. The Editorial Board shall have the final authority, subject only to any requisite approval by the Law Review faculty advisor, to remove an Editorial Board member from his or her position. Removal pursuant to this provision requires a two-thirds vote of the entire Editorial Board, taken at the conclusion of a meeting of that body, called in accordance with Article VI, section 1.
 - d. A simple majority of the Editorial Board may recommend to the membership the removal from the Law Review of any member. The membership shall have the final authority, subject only to any requisite approval by the Law Review faculty advisor, to remove a member from the Law Review. Removal pursuant to this provision requires a two-thirds vote of the entire membership, taken at the conclusion of a meeting of that body, called in accordance with Article VI, section 2.
4. No member of the Vanderbilt Law Review shall be subject to, nor threatened with, any disciplinary measure, except those specified herein or in the By-laws.

ARTICLE III DOCUMENT RETENTION

1. The Law Review shall institute a document retention policy whereby the Senior Board will retain copies of unpublished sources that authors cite in their works. Documents shall

be retained for a minimum of ten years in a manner to be established by the 2007-08 Senior Board.

**ARTICLE IV
RATIFICATION**

1. The By-laws shall become effective when approved by one-half of the total membership of the Vanderbilt Law Review at a meeting called for that purpose and at which three-fourths of the total membership shall constitute a quorum.
2. Upon approval in accordance with this Article, all provisions of these By-laws shall become effective on May 10, 2003.

CHARTER AND BY-LAW AMENDMENTS (PRE-2009)

The content of the below amendments has been interlineated with the appropriate Charter and bylaws text:

Charter Amendments

1. The Editorial Board shall be expanded to include a “Technology Editor.” Under the supervision of the Senior Board, the Technology Editor shall be responsible for developing the Law Review’s web presence. The primary responsibilities for the Technology Editor in 2008-09 will include (1) soliciting commentators (typically professors) to respond to Law Review articles on the VLR website and/or on other online forums, (2) creating a plan to expand our online presence, and (3) implanting the plan. In recognition that the position initially will require less work than other Editorial Board positions, the 2008-09 Technology Editor will also be responsible for completing a cite-checking assignment over the summer. Beginning in 2008-09, future Senior Boards will determine whether the incoming Technology Editor will undertake summer cite-checking responsibilities in advance of elections. (Passed October 29, 2007)
2. The Special Topics issue shall be discontinued (after 2008-09) and the Special Projects Editor position stricken from the masthead (in 2009). (Passed October 29, 2007)
3. The Notes Department of the Editorial Board shall be expanded from three to four Notes Editors. (Passed November 21, 2008)
4. The Vanderbilt Law Review shall also publish content in an online companion to the print journal entitled “Vanderbilt Law Review En Banc.” The publication schedule of En Banc shall be set by the Senior Editorial Board. (Passed November 21, 2008)
5. The “Technology Editor” position on the Editorial Board shall be replaced with the position “En Banc Editor.” Under the supervision of the Senior Board, the En Banc Editor shall be responsible for developing the Law Review’s online companion, En Banc. The primary responsibilities for the En Banc Editor will include (1) running and maintaining En Banc, (2) creating plans to expand En Banc and the Law Review’s online presence, and (3) implementing such plans. (Passed November 21, 2008)

By-Laws Amendments

1. The Law Review shall institute a document retention policy whereby the Senior Board will retain copies of unpublished sources that authors cite in their works. Documents shall be retained for a minimum of ten years in a manner to be

established by the 2007-08 Senior Board. (Passed October 29, 2007)

2. Dual-degree students who receive an offer pursuant to part (i) above have the option of serving as a “staff member” (1) during their 2L year or (2) during the school year immediately following the summer in which they were offered membership.
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CHARTER AND BY-LAW AMENDMENTS (2009)

PROPOSED AMENDMENT 1: SHORT TERM FLEXIBILITY SOLUTION

Brief Description:

This amendment would provide a short-term solution to the increasing VLR workload to account for the fact that the current 2L VLR class is essentially fixed. It would give the senior board the authority to reallocate Associate Editor positions to Editorial Board positions during the election this academic year. Thus, the senior board could give more members of the 2L class Editorial Board positions if interest and enthusiasm warrants such a reallocation. However, the senior board would not force reallocation; it would possess the flexibility not to create those positions if interest was lacking. The senior board believes this proposal give VLR the best opportunity to take advantage of opportunities for the 2010-11 publication year.

Amendment:

Section 1. Short-Term Flexibility in Organization.

Article IV of the Vanderbilt Law Review Charter is amended by adding at the end the following:

“11. Notwithstanding the enumeration of editors in Paragraph (1) of this Article, should the desire for Editorial Board positions exceed the number of available Editorial Board positions, the Senior Editorial Board shall have the temporary authority to decrease the number of Associate Editors and reallocate the balance into unnamed Editorial Board positions. This authority shall only exist for the 2010-11 Vanderbilt Law Review elections, and this language shall be stricken from the Vanderbilt Law Review Charter immediately following said elections.”

Proposed 10/22/2009; enacted 11/11/2009 by vote of 50-4

PROPOSED AMENDMENT 2: LONG-TERM EXPANSION SOLUTION

Brief Description:

This amendment responds to VLR's abnormally high workload per member by creating two additional En Banc Editor positions and one additional Articles Editor position, beginning with the 2011-2012 academic year (i.e., when the current 1Ls are rising 3Ls). To fill those positions, VLR would extend 32 offers (rather than 30) from the spring write-on competition, beginning in spring 2010, and would also permanently decrease the number of Associate Editors from 6 to 5.

Amendment:

Section 1. Increase in Membership.

(a) GRADE-ON APPLICANTS. Clause (i) of Article III, Paragraph (2), Section (a) is amended by striking "Fifteen" and inserting "Sixteen".

(b) WRITE-ON APPLICANTS. Clause (ii) of Article III, Paragraph (2), Section (a) of Article III is amended by striking "Fifteen" and inserting "Sixteen".

Section 2. Expansion of *En Banc*.

(a) INCREASE IN EDITORIAL BOARD. Paragraph (1) of Article IV is amended to read the following: "1. Vanderbilt Law Review Composition.

"a. The Vanderbilt Law Review shall have the following Senior Editors and Editors: one Editor in Chief, one Executive Editor, one Senior Articles Editor, one Senior Managing Editor, one Senior Notes Editor, seven Articles Editors, one Symposium Editor, six Managing Editors, four Notes Editors, one Notes Development Editor, one Chief En Banc Editor, and two En Banc Editors.

"b. The Vanderbilt Law Review shall have five Associate Editors.

"c. In the event that the second-year class exceeds thirty-two members as a result of the Transfer Write-On Competition and/or graduate students who deferred their membership to the Vanderbilt Law Review, the Senior Editorial Board shall have the discretion to temporarily reallocate the extra number into unnamed Editorial Board and/or Associate Editor positions for the upcoming year. Thus, for a class of thirty-three

students, the Senior Editorial Board would have the discretion to temporarily create one new Editorial Board or Associate Editor position for the upcoming year.”

(b) CLERICAL CHANGE. Paragraph (10) of Article IV is redesignated as Paragraph (11).

(c) EN BANC EDITOR. Article IV is amended by adding the following paragraph: “10. The Chief En Banc Editor shall be responsible for supervising the soliciting, obtaining, editing, and preparing for publication works by authors for inclusion in the Vanderbilt Law Review En Banc. The Chief En Banc Editor shall also be responsible for all technological matters affecting the Vanderbilt Law Review.”

Section 3. Creation of *En Banc* Department.

(a) SENIOR EDITORS. Paragraph (1) of Article V is amended to read the following: “1. The three Senior Editors and the Chief En Banc Editor shall have responsibility for the faithful execution of their respective departments’ duties. Furthermore, the Senior Editors and shall represent their respective departments on the Senior Board, and act as primary liaison to the Editor in Chief. The Chief En Banc Editor shall act as primary liaison to the Editor in Chief.”

(b) *EN BANC* DEPARTMENT. Paragraph (5) of Article IV is amended to read the following: “5. The En Banc Department shall consist of the Chief En Banc Editor, the two En Banc Editors, any volunteer members of the Vanderbilt Law Review, and, at their discretion, the Editor in Chief and/or the Executive Editor. The En Banc Department shall be responsible for reviewing and selecting for publication works for inclusion in the Vanderbilt Law Review En Banc. The En Banc Department shall furthermore be responsible for the editing and overall preparation of such works for publication. The En Banc Department shall furthermore be responsible for ensuring that the Vanderbilt Law Review is technologically up-to-date. The Chief En Banc Editor shall divide and assign these duties and responsibilities in any manner that is appropriate for the efficient operation of the Department.”

Section 4. Numerical Requirements for Meetings.

(a) MEETINGS OF THE MEMBERSHIP. Paragraph (2) of Article VII is amended by striking “fifteen” and inserting “sixteen”.

(b) REQUESTING EXPLANATION OF A DECISION. Paragraph (7) of Article VII is amended by striking “fifteen” and inserting “sixteen”.

(c) REQUESTING EXPLANATION OF A CONFIDENTIAL DECISION. Paragraph (9) of Article VII is amended by striking “fifteen” and inserting “sixteen”.

Section 5. Offers of Membership.

(a) GRADE-ON OFFERS. Clause (i)(A) of Article I, Paragraph (1), Section (c) is amended by striking “fifteen” and inserting “sixteen”.

(b) WRITE-ON OFFERS. Clause (i)(B) of Article I, Paragraph (1), Section (c) is amended by striking “fifteen” and inserting “sixteen”.

Section 6. Explanation of Amendments.

Sections 1 through 4 contain amendments to the Vanderbilt Law Review Charter. Section 5 contains amendments to the Vanderbilt Law Review By-laws.

Section 7. Effective Date of Amendments.

Sections 1, 4, and 5 shall take effect immediately upon enactment of this amendment. Sections 2 and 3 shall take effect in the beginning of the 2011-12 academic year.

Proposed 10/22/2009; enacted 11/11/2009 by vote of 48-8

Membership expansion approved by faculty on 2/19/2010

PROPOSED AMENDMENT 3: CONFORMING AMENDMENT

Brief Description:

This amendment makes minor changes to our Charter and By-laws to conform those documents to VLR's current practices. This amendment contains no changes to VLR practices since the current class of 3Ls joined the journal.

Amendment:

Section 1. Term in Office.

Paragraph (4) of Article IV of the Vanderbilt Law Review Charter is amended by striking "of one year, such term to commence following such selection." and inserting ", such term to commence following such selection and to conclude following publication of the Vanderbilt Law Review's final issue of the subsequent academic year."

Section 2. Transfer Write-On Competition.

(a) DELETING MAXIMUM OFFER REQUIREMENT. Section (b) of Article I, Paragraph (2) of the Vanderbilt Law Review By-laws is amended by striking the entire first sentence, striking "Although a maximum number of offers shall be established," and capitalizing the first word ("the") of the amended first sentence.

(b) GRADING OF TRANSFER COMPETITION. Section (c) of Article I, Paragraph (2) of the Vanderbilt Law Review By-laws is amended by striking ", and as judged by the Notes Department of the Vanderbilt Law Review.", by striking the entire second sentence, and inserting the following: ". The Transfer Competition shall be graded in a similar manner as the First-Year Membership Competition."

Section 3. Second-Year Membership Competition.

Section (b) of Article I, Paragraph (3) of the Vanderbilt Law Review By-laws is amended by striking the entire first and second sentences.

Section 4. Summer Residency Requirement.

(a) ELIMINATING SUMMER RESIDENCY REQUIREMENT. Article III of the Vanderbilt Law Review By-laws is deleted.

(b) CLERICAL CHANGES. Article IV of the Vanderbilt Law Review By-laws is renumbered as Article III, and Article V of the Vanderbilt Law Review By-laws is renumbered as Article IV.

Proposed 10/22/2009; enacted 11/11/2009 by vote of 52-4

PROPOSED CHARTER AMENDMENTS 3 & 4:
CONFORMANCE WITH CURRENT PRACTICES

Brief Description:

The Law Review's charter has not been updated since the summer of 2010. During that time, the Senior Board has made several changes to the Law Review's structure that need to be reflected in the charter. These amendments reflect only changes already put into practice and include:

- the removal of the associate editor position, approved by the faculty in Fall 2012;
- the distribution of the former associate editor positions to add:
 - one additional En Banc editor
 - three additional articles editors;
- and the elevation of the Chief En Banc Editor to Senior Board status.

Amendments:

1. Removing Associate Editor Positions/Redistribution of Positions

- a. Art. III, § 1
 - i. Change of “four” to “three”
 - ii. Deleted “Associate Editors”
- b. Art. VI, § 1(a)
 - i. Change of “seven Articles Editors” to “nine Articles Editors”
 - ii. Change of “six Managing Editors” to “seven Managing Editors”
 - iii. Change of “two En Banc Editors” to “three En Banc Editors”
- c. Art. VI, § 1(b)
 - i. Deleted “or Associate Editor”
- d. Art. VI, § 4
 - i. Deleted “and Associate Editors”
 - ii. Moved “and” between “Senior Editors” and “Editors”
- e. Art. V, § 2
 - i. Changed “six Articles Editors” to “nine Articles Editors”
- f. Art. V, § 3
 - i. Changed “six Managing Editors” to “seven Managing Editors”
- g. Art. V, § 5
 - i. Changed “two En Banc Editors” to “three En Banc Editors”

2. Changing Chief En Banc Editor to Senior En Banc Editor

- a. Art. IV, § 1(a)
 - i. Changed “Chief En Banc Editor” to “Chief En Banc Editor”
- b. Art VI, § 2
 - i. Deleted “and” between “the Senior Managing Editor” and “the Senior Notes Editor”
 - ii. Added “and the Senior En Banc Editor”
- c. Art VI, § 10
 - i. Changed “Chief” to “Senior”
- d. Art. V, § 1
 - i. Changed “three Senior Editors” to “four Senior Editors”

- ii. Deleted “and the Chief En Banc Editor”
- iii. Deleted “The Chief En Banc Editor shall act as primary liaison to the Editor in Chief.”
- e. Art. V, § 5
 - i. Changed “Chief En Banc Editor” to “Senior En Banc Editor”

Senior Board Approval: August 5, 2013

Membership Approval: October 30, 2013 (53-1)

PROPOSED CHARTER AMENDMENT 4:
CREATION OF ALUMNI BOARD OF ADVISORS

Brief Description:

Many other comparable journals have created alumni boards of advisors. These alumni boards serve several key roles. First, an alumni board helps serve as the institutional memory of a journal as new members rotate in and out each year. Second, an alumni board could help the journal fundraise from its alumni in the future. Third, an alumni board can serve as a buffer between the law school's administration and the students if the school takes actions adverse to the journal's interests. Finally, increased alumni involvement could help our members in both the job and clerkship markets.

ARTICLE VI
ALUMNI BOARD OF ADVISORS

1. The Vanderbilt Law Review shall have an Alumni Board of Advisors ("Alumni Board"). The purpose of the Alumni Board is to advise and consult with the Senior Board on matters of alumni involvement and fundraising, organizational policy, Law Review–Law School relations, and organizational memory. The Alumni Board may advise the Senior Board on other matters at the Senior Board's discretion.
2. The Alumni Board shall consist of at least five alumni of Vanderbilt Law School who were also members of the Law Review. The Alumni board will consist of no more than nine members. The Senior Board may, at its discretion, appoint to the Alumni Board up to two Vanderbilt Law School alumni who were not members of the Law Review.
3. Members of the Alumni Board will be selected at the sole discretion of the Senior Board. The Senior Board may promulgate standardized selection procedures to be adopted through the by-law amendment process. Alumni Board members shall serve three-year terms.

Board Approval: August 5, 2013

Membership Approval: October 30, 2013 (53-1)

PROPOSED CHARTER AMENDMENT 5:
CREATION OF PUBLICATION EDITOR POSITION

1. The Publication Editor will work directly with the Editor in Chief and will have the following duties: He or she shall be responsible for formatting Articles, Notes, and other works for print publication, as well as En Banc submissions for online publication. The Publication Editor will also communicate with authors published in print about their publication orders, assist the Editor in Chief in announcing the completion of new issues, aid the Staff Coordinator in managing the Law Review's subscriptions, and communicate with the publishing company.

Removed one Managing Editor (down to 6) to make Publication Editor.

Board Approval: January 9, 2014

Membership Approval: January 10, 2013 (51-0)

PROPOSED AMENDMENT 1: NEW MEMBER SELECTION

Brief Description

This amendment would invert the procedure for selecting new members, selecting write-on members prior to grade-on members. Under the current system, the first sixteen members selected have no opportunity to write on, notwithstanding the significant work every member places into his or her mini-note and editing exercises. Because editors currently grade every single submission, the workload will not change with this amendment, nor will the basic structure of our new-member selection criteria: both before and after this amendment, VLR extends membership offers to the top sixteen GPAs and the top sixteen write on submissions.

Amendment

Article III of the Vanderbilt Law Review Charter is amended by replacing Section 2(a)(i) and (ii) with the following:

- iv. Sixteen applicants who obtain the highest scores in a writing competition shall be selected for membership each year.
- v. Sixteen applicants who were not offered membership under subsection (i) above, and who have the highest first-year grade point average shall be selected for membership each year.

PROPOSED AMENDMENT 2: LAW REVIEW COMPOSITION

Brief Description

The Charter currently provides for thirty-one 3L editors despite a standard class of thirty-two members. This amendment changes the language of the Charter to match the current composition of the Editorial Board—namely, by adding a tenth articles editor—and by giving the Senior Board the discretion to reallocated positions based on VLR’s needs and members’ interests.

Amendment

Article IV, Section 1(a) of the Vanderbilt Law Review Charter is amended by:

1. Striking the phrase “nine Articles Editors” and inserting “ten Articles Editors”; and
2. Adding the following sentence at the end of the paragraph: “During new editor selection, the Senior Board shall have the discretion to increase or decrease by one the number of Articles Editors, Notes Editors, Managing Editors, and En Banc Editors.”

PROPOSED AMENDMENT 3: AMENDMENT PROCESS

Brief Description

Currently, there are conflicting provisions for how to amend the Charter and By-Laws. Article VII provides that amendments must be proposed at a meeting of the Law Review Members, and that the Editor in Chief must provide a copy of the proposed amendment at least one week prior to the meeting. Article X, meanwhile, provides more flexibility for amendments in person, by online voting, or through “any other reasonable and fair method.” Given the infrequency of full membership meetings, the latter option is preferable. This Amendment will excise the conflicting provision in Article VII.

Amendment

Article VII of the Vanderbilt Law Review Charter is amended by striking Section 3 in its entirety and renumbering all subsequent sections accordingly.

PROPOSED AMENDMENT 4: NONDISCRIMINATION STATEMENT

Brief Description

This amendment would adopt Vanderbilt University’s nondiscrimination statement, which is significantly more inclusive than the current VLR nondiscrimination statement.

Amendment

Article III of the Vanderbilt Law Review Charter is amended by replacing Section 4(a) with the following:

- a. In compliance with federal law, including the provisions of Title VII of the Civil Rights Act of 1964, Title IX of the Education Amendment of 1972, Sections 503 and 504 of the Rehabilitation Act of 1973, the Americans with Disabilities Act (ADA) of 1990, the ADA Amendments Act of 2008, Executive Order 11,246, the Uniformed Services Employment and Reemployment Rights Act, as amended, and the Genetic Information Nondiscrimination Act of 2008, the Vanderbilt Law Review does not discriminate against individuals on the basis of their race, sex, religion, color, national or ethnic origin, age, disability, military service, or genetic information in its administration of educational policies, programs, or activities; admissions policies; scholarship and loan programs; athletic or other university-administered programs; or employment. In addition, the Vanderbilt Law Review does not discriminate against individuals on the basis of their sexual orientation, gender identity, or gender expression consistent with the university's nondiscrimination policy. Inquiries or complaints should be directed to the Equal Opportunity, Affirmative Action, and Disability Services Department, Baker Building, PMB 401809, Nashville, TN 37240-1809. Telephone (615) 322-4705 (V/TDD); FAX (615) 343-4969.

PROPOSED AMENDMENT: NONDISCRIMINATION STATEMENT (PART DEUX)

Brief Description

This amendment incorporates by reference Vanderbilt University's nondiscrimination statement. This change will prevent us from having to amend the charter every time the University modifies its nondiscrimination statement.

Amendment

Article III of the Vanderbilt Law Review Charter is amended by replacing Section 4(a) with the following:

- a. The *Vanderbilt Law Review* does not discriminate on the basis of race, gender, age, religion, ethnic background, marital status, or sexual orientation. Furthermore, it is the policy of the *Vanderbilt Law Review* to fully comply with the current nondiscrimination policy of Vanderbilt University.