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# THE CONSTITUTION OF THE VIRGINIA ENVIRONMENTAL LAW JOURNAL

## ARTICLE I – NAME

SECTION 1. The name of this organization shall be the Virginia Environmental Law Journal (Association).

## ARTICLE II – PURPOSE

SECTION 1. The purpose of the Association is to advance legal education and scholarship by publishing a professional periodical known as the Virginia Environmental Law Journal (VELJ).

## ARTICLE III – OFFICES

SECTION 1. The registered office (Office) of the Association shall be at the University of Virginia School of Law, in the county of Albemarle, Virginia. This Office shall be the primary meeting location of the members of the Association.

SECTION 2. The Association may also have an office or offices at such place or places, within or without the Commonwealth of Virginia, as the Managing Board may from time to time designate, or as the business of the Association requires.

## ARTICLE IV – MEMBERS

SECTION 1. The Association shall consist of the Board of Directors, as described in Article XI; the Senior Managing Board and Junior Managing Board, as described in Article V; Editorial Board as described in Article VII; and National Advisory Board, as described in Article VIII.

SECTION 2. An incoming Managing Board shall be elected by a majority vote of the incumbent Senior Managing Board at a meeting called for such purpose in February or March of each year .

SECTION 3. The Editorial Board shall be composed of those students, full or part-time, currently enrolled in a graduate or professional program at the University of Virginia, who have previously been elected to membership pursuant to Article VII, Section 1.

SECTION 4. Nondiscrimination Clause. A student organization is ineligible for CIO status when the organization restricts its membership, programs, or activities on the basis of age, color, disability, gender identity, marital status, national or ethnic origin, political affiliation, race, religion, sex (including pregnancy), sexual orientation, veteran status, and family and genetic information. Notwithstanding these requirements, a CIO may petition to restrict its membership based on gender (e.g. all-male or all-female a cappella groups) or an ability to perform the activities related to the organization's purpose by filing a written request with the Office of the Dean of Students. In evaluating any such requests, the University will look not merely to the constitution of an organization but to its actual practices and operations.

SECTION 5. Preservation of membership integrity: no person's current, past, or future membership in any position with the Association shall be impeached or questioned for procedural reasons once such person has substantially and faithfully served in the role, so long as the position was incidental to an approval of at least a majority of any Senior Managing Board or otherwise pursuant to Article VII, Section 1, but in all cases only if such person was a University of Virginia student at the time of serving the role. This provision shall deem such person's role to have been authorized and legitimate at all times during the role, so long as the length of term was substantial (not de minimus) and the attention to duty was faithful. Questions over faithful duty should be resolved by contacting any managing member of the journal, past or present, who could elucidate whether the person fulfilled the purported role.

## ARTICLE V - MANAGING BOARD

SECTION 1. The Senior Managing Board (SMB) and Junior Managing Board (JMB) shall be elected from members of the Editorial Board who will be full-time law or joint-JD students during the contemplated term of office. Such election shall be by a majority vote of the incumbent Senior Managing Board at a meeting called for such purpose in February or March of each year.

SECTION 2. The Senior Managing Board shall consist of at least the following members:

1. One Editor-in-Chief
2. One Managing Editor
3. One Business Director
4. One Executive Editor
5. Two Submissions Editors
6. One Projects Director

Other positions in either the SMB or JMB shall be designated as the Senior Managing Board sees fit by majority vote: a majority vote to create the position and a majority vote to elect eligible members to the newly created vacancy. Notwithstanding Article XV, Section 1, a majority of the entire Senior Managing Board may amend this Section to change the number and kinds of Managing Board members.

SECTION 3. The Senior Managing Board members shall be of equal rank and shall be entitled to votes of equal weight. A quorum shall consist of a majority of the Managing Board members then in office.

SECTION 4. The Editor-in-Chief shall be charged with the general responsibility of preparing VELJ for publication and shall have the following powers:

- (a) to allocate to and among the members of the Association such powers and duties as seem to him/her appropriate and necessary; provided, however, that such allocation shall not be inconsistent with this Constitution and its Bylaws;
- (b) to shape the editorial policy of VELJ within the bounds of intellectual responsibility;
- (c) to review and select manuscripts in accordance with Section 11;
- (d) to call and preside over meetings of the Association; provided that he/she call meetings on

the Senior Managing Board at least every semester during the school year; and  
(e) to vote on any matters on which a member of the Association may vote.

SECTION 5. The Managing Editor shall:

- (a) prepare VELJ for publication;
- (b) supervise the editorial process for accepted notes and articles;
- (c) carry on correspondence with authors of articles regarding corrections and revisions; and
- (d) supervise the Articles Editors throughout the editorial process;
- (e) supervise the Editorial Board throughout the editorial process; and
- (e) perform such other tasks as the Editor-in-Chief shall assign.

SECTION 6. The Executive Editor shall:

- (a) assist the Managing Editor in supervising the editorial process for accepted notes and articles;
- (c) supervise the Production Editors throughout the editorial process; and
- (d) perform such other tasks as the Editor-in-Chief and the Managing Editor shall assign.

SECTION 7. The Submissions Editors shall:

- (a) review and select notes and case comments for publication in accordance with Section 11;
- (b) edit complete notes and case comments;
- (c) carry on correspondence with authors of articles and notes regarding submission and selection;
- (d) provide the Managing Editor with an up-to-date version of each article and note selected for a given issue; and
- (e) perform such other tasks as the Editor-in-Chief assigns.

SECTION 8. The Projects Director shall:

- (a) plan the annual symposium with the assistance of members of the Editorial Board chosen by for that purpose;
- (b) raise funds for the operations of the journal through solicitation of alumni, law firms, and other sources;
- (c) plan social events for the Journal; and
- (c) perform such other related tasks as the Editor-in-Chief shall assign.

SECTION 9. A Systems Director if appointed shall:

- (a) maintain the VELJ website including posting all articles, notes, and other content;
- (b) continually develop the Journal's intellectual infrastructure to improve its systems and best practices; and
- (c) perform such other related tasks as the Editor-in-Chief shall assign.

SECTION 10. The Business Director shall:

- (a) prepare and maintain financial records for the journal;
- (b) assist in the preparation of funding applications;
- (c) serve as a first point of contact for all Journal related business;.
- (d) perform advisory analysis on all matters of constitutional, corporate, and contract matters of the Journal; and
- (e) perform such other related tasks as the Editor-in-Chief shall assign.

SECTION 11. Selection of Notes and Articles:

The Submissions Editors, with the concurrence of the Editor-in-Chief, shall be responsible for selecting articles, notes, and other pieces for publication. The Editor-in-Chief and Submissions Editors shall call upon the Articles Review Board to assist in the screening of submitted articles and notes.

SECTION 12. Any duties of a Managing Board member may be delegated by the Senior Managing Board to another Managing Board member; provided that such delegation is by written resolution of the Managing Board. No delegation shall bind future Managing Boards unless approved thereby.

SECTION 13. The Senior Managing Board may elect any member of the Association to fill any Managing Board vacancy. When the Senior Managing Board is notified of a vacancy, it shall solicit applications describing the vacancy and duties of the available position. The Editor-in-Chief shall direct any Managing Board member to create an application for interested students to complete. The application shall be disseminated to every student of the Association, and then students shall submit this application to the Managing Board. The Managing Board shall then discuss the applications and elect an interested student to fill the position, by simple majority vote of the Senior Managing Board.

ARTICLE VI - ARTICLES REVIEW BOARD

SECTION 1. The Articles Review Board (ARB) shall be elected from eligible students by a majority of the Senior Managing Board.

SECTION 2. Each Articles Review Board member shall:

- (a) screen articles and notes submitted to VELJ pursuant to the direct supervision of the Submissions Editors.
- (b) perform preemption checks on professional manuscripts under consideration for publication in accordance with procedures prescribed by the Editor-in-Chief or Submissions Editors; and
- (c) perform such other tasks as the Editor-in-Chief or Submissions Editors assign.

SECTION 3. For the purpose of status, the ARB shall be considered part of the Junior Managing Board.

ARTICLE VII - EDITORIAL BOARD

SECTION 1. The Editorial Board shall be selected as follows:

- (a) The Editor-in-Chief shall form a committee of members of the Senior Managing Board to elect new members to the Editorial Board for a contemplated new term in the Journal;
- (b) said committee shall abide by the processes of the Uniform Journal Tryout Committee of the University of Virginia School of Law for inducting new members via said Tryout process;
- (c) any student who submits a manuscript accepted for publication shall be elected to the Editorial Board as a matter of right.

(d) in any case, the Senior Managing Board may elect any eligible student to Editorial Board by simple majority vote. This is in addition to the SMB's power to induct any eligible student to any vacancy. Eligibility for the purpose of this section means that the student shall be a University of Virginia law or joint JD student for at least one full Journal term for which the student shall be elected, and the student has already served on the ranks of any other UVA Law Academic Journal.

SECTION 2. Members of the Editorial Board shall assist in the preparation of VELJ as members of the Managing Board prescribe. Such assistance shall include, but is not limited to, routine editorial tasks, such as proofreading, cite-checking, solicitation and topic screening. In addition, Editorial Board members shall assist in the maintenance of the VELJ office, as prescribed by the Managing Board, including, by not limited to, photocopying, posting mail and billing.

#### ARTICLE VIII - NATIONAL ADVISORY BOARD

SECTION 1. The Association shall have a National Advisory Board (NAB) comprised of not less than five, and not more than twenty members, who have expertise in environmental matters and who have expressed a willingness to assist and advise VELJ in performance in its duties. At least one NAB member shall represent the University of Virginia School of Law, and at least one NAB member shall represent the Department of Environmental Sciences or the School of Architecture. The remaining members may be drawn from state and federal government, private law practice, established environmental groups, VELJ alumni, the University or other academic institutions, or any other entity, which deals with environmental issues.

SECTION 2. A NAB member shall serve as such until two thirds of the Managing Board votes to remove such member from the NAB with or without cause, or such member submits a written and signed resignation. A NAB member may resign at any time. Vacancies on the NAB shall be filled by a majority vote of the Senior Managing Board, upon nomination of a candidate by the Editor-in-Chief.

SECTION 3. The Editor-in-Chief and/or Projects Director shall communicate with members of the NAB individually at least once a year to discuss the Journals' progress and objectives.

#### ARTICLE IX - PUBLICATION RIGHTS

SECTION 1. VELJ shall have first rights to any student editorial contribution submitted to or written under the guidance and auspices of VELJ. Violation of this provision shall be cause for removal from VELJ membership.

#### ARTICLE X - REMOVAL AND RESIGNATION

SECTION 1. Any VELJ member who has not performed his/her duties satisfactorily must receive an adequate warning that his/her work has been unacceptable before any action is taken

to move for probation pursuant to Section 2, below. The warning shall consist of a warning letter or email from the Editor-in-Chief in conjunction with one other member of the Senior Managing Board, explicitly admonishing the member that he/she has not performed specifically outlined duties satisfactorily and that his/her performance must be improved for the member to maintain his/her good standing. Such letter shall only be sent upon the agreement of the Editor-in-Chief and one other member of the Senior Managing Board.

If the member demonstrates to the Editor-in-Chief his/her willingness and ability to improve his/her performance, the member shall be provided reasonable opportunity to do so before further action, such as a move for probation, is taken against the member. This warning shall be provided to the member at least 10 days before any further action is taken against the member.

SECTION 2. The Editor-in-Chief shall send written or emailed notice of probation to the affected member. Notice must include:

- (a) a statement that the member is on probation pending a decision of the Senior Managing Board under Section 4;
- (b) the grounds for probation;
- (c) the date on which the Senior Managing Board shall review the grounds for probation and vote on the member's status; and
- (d) a statement that the member has the right to make statements on his/her behalf at the meeting. Probation shall become effective the day the notice is postmarked by the U.S. Mail system or sent via email.

SECTION 3. No sooner than seven days after the notice of probation is sent, the Senior Managing Board shall meet to review the grounds for probation, provided that at least two thirds of the Senior Managing Board members are present. A member on probation shall have the opportunity to make a statement on his/her own behalf at the meeting, but shall have not right to be present during the Senior Managing Board's deliberation and vote.

SECTION 4. A VELJ member on probation and provided a hearing under Section 3 may be removed by a vote of at least two thirds of the entire Senior Managing Board. If the Senior Managing Board does not remove the member, it shall reestablish the member's good standing contingent upon sufficient performance of duties assigned by the Editor-in-Chief, or prescribe conditions for the member's continued probation.

SECTION 5. If seven VELJ members petition the Senior Managing Board to reconsider its action under Section 4, the Senior Managing Board shall convene to reconsider its decision. The Senior Managing Board shall permit members who petitioned for reconsideration to speak on behalf of the affected member, and notice shall be provided the affected member pursuant to Section 2.

SECTION 6. The Senior Managing Board shall notify a member on probation of its decision under Section 4 within five days by sending the member a letter outlining the decision and the facts supporting that decision. If the Senior Managing Board decides to continue the member's probation, it shall prescribe actions the member may take to reestablish his/her good standing.

SECTION 7. Any Managing Board member who fails to perform his/her duties satisfactorily or fulfill his/her obligations to VELJ may be removed from the Managing Board by a two-thirds vote of the Senior Managing Board, in accordance with Article XII, Sections 2–7. A Managing Board member who is removed under this section retains his/her Editorial Board membership.

SECTION 8. An Editorial Board member may resign from VELJ at any time. Any Managing Board member may resign from the Managing Board without resigning from the Editorial Board. Any VELJ member may take a leave of absence and rejoin the Editorial Board without penalty. The member must notify the Managing Board in writing or email at least two weeks prior to commencing the leave of absence.

SECTION 9. Any member who is removed or resigns from VELJ shall either remove such affiliation from his/her resume entirely or note the dates of involvement; and shall provide written notice to his/her future summer or permanent employer of his/her disaffiliation. This shall not apply to those students who have substantially fulfilled 2 years of faithful service with the journal, but who have an extended stay at UVA beyond the normal JD Student, and who do not wish to fill a position exceeding the typical two years.

#### ARTICLE XI – BOARD OF DIRECTORS

SECTION 1. The management of the affairs, property, and business of the Association shall be vested in a Board of Directors consisting of the Senior Managing Board, who shall hold office until they contemplate a vacancy to their position, upon which successors are elected. In addition to the powers expressly conferred upon it by the Constitution, Bylaws, and the Articles of Incorporation, the Board of Directors may exercise all such powers of the Association and do all such lawful acts as are not by statute or by the Articles of Incorporation, or by this Constitution and its Bylaws directed or required to be exercised or done by the members.

#### ARTICLE XII - OFFICERS

SECTION 1. The officers of the Association shall be the President, Secretary, and Treasurer. The Editor-in-Chief shall serve as President; the Executive Editor shall serve as Secretary, and the Senior Business Director shall serve as Treasurer. The officers shall serve a term of approximately one year and shall hold office until their successors are duly elected and qualify. Officers elected to fill vacancies shall be chosen for the unexpired portion of the terms of their predecessors and shall hold office until their successors are duly elected and qualify.

SECTION 2. The President shall be the chief executive of the Association; he/she shall preside at all directors' and members' meetings; shall have general supervision over the affairs of the Association, and shall perform all such other duties as are incident to his/her office or as the Board of Directors shall prescribe.

SECTION 3. An officer may be removed at any time by a two-thirds vote of the Board of Directors at any regular or special meeting of the Directors.

SECTION 4. In the case of absence or disability of the President, his/her duties shall be performed by such other officer as the Board of Directors may designate.

SECTION 5. The President or Treasurer shall keep the minutes of all members' and Board of Directors' meetings; he/she shall be in charge of all corporate records and papers, keep in safe custody the corporate seal; file an annual report to the Virginia Corporation Commission; attest with his/her signature and impress with the corporate seal all written contracts of the Association as to which the seal and attestation are necessary; and shall perform all such other duties as are incident to his/her office, or as the Board of Directors may prescribe.

The Treasurer shall have custody of all monies and securities of the corporation and shall keep the regular books of account. He/she shall disburse the funds of the Association in payment of the just demands against the Association, or as may be ordered by the Board of the Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required of his/her, an account of all his/her transactions as Treasurer and of the financial conditions of the Association. He/She shall perform all duties incident to his/her office or which are properly required of him by the Board of Directors.

SECTION 6. In the case of the absence or inability to act of any officer of the Association, the Board of Directors may, from time to time, delegate the powers or duties of such officer to any other officer, or any director or other person whom it may select.

SECTION 7. Any vacancy in any office arising from any cause may be filled by the Directors at any regular or special meeting.

SECTION 8. The Board of Directors may appoint such other officer or officers as it shall deem necessary or expedient, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

### ARTICLE XIII – FINANCES

SECTION 1. The funds of the Association shall be deposited in such banks, trust companies, or other depositories as the Board of Directors from time to time may designate. Checks drawn to pay indebtedness of this corporation may be signed by an officer or officers of the Association that the Board from time to time may designate.

SECTION 2. The President and Treasurer together are hereby authorized to borrow money and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds only pursuant to resolutions duly adopted by the Board of Directors, and in compliance with the statutes for such cases made and provided. The President and the Treasurer together may invest the funds of the corporation in such income-producing notes, bonds, certificates of deposit, debentures, or securities (including preferred stock) as they shall designate, subject to the approval of a majority of the Board of Directors present at a duly-called meeting of the Board.

SECTION 3. The accounts of the Association shall be kept on the basis of a fiscal year ending on the last day of December of each year, and annual financial statements shall be prepared as of that date.

#### ARTICLE XIV – AMENDMENTS

SECTION 1. Amendments to this Constitution and its Bylaws may be made by a vote of two-thirds of the Senior Managing Board. Before any proposal to amend this Constitution and its Bylaws may be made at any meeting, it shall be submitted for consideration to all of the Senior Managing Board, who shall have a reasonable time to study, discuss, and vote on the proposal.

SECTION 2. This Article shall not limit those powers granted to the Senior Managing Board by Article IV of this Constitution.

## THE BYLAWS OF THE VIRGINIA ENVIRONMENTAL LAW JOURNAL

#### ARTICLE I - MEMBERS MEETINGS

SECTION 1. The annual meeting of the members of the VELJ Association as defined in Article III of the Constitution, shall be held before March 1st at a date and time fixed by the Board of Directors. The meeting shall be held at the registered office of the corporation or at such other place as may be fixed by the Board of Directors and announced in the notice of the meeting. At such meeting the members shall conduct such business as may properly be brought before the meeting.

SECTION 2. A special meeting of members, to be held at a place to be fixed by the Board of Directors and announced in the notice of the meeting, may be called at any time by the President, or in his/her absence, the Secretary, or by any two members of the Board of Directors. It shall be the duty of the President or Directors to call such meeting whenever so required by one fifth of VELJ members in good standing. A request for the calling of a special meeting of members shall state the purpose or purposes of the proposed meeting, and the business to be conducted at such meeting shall be confined to the objects stated in the request.

SECTION 3. Notice to the members stating time, place, and purpose of members meetings shall be given either personally, by mail or by electronic mail not less than five days prior to such meeting; provided however, that when an amendment to the Articles of Incorporation is to be considered, such notice shall be given not less than twenty-five days nor more than fifty days prior to such meeting. Notice of meeting called for consideration of amendments to the Articles of Incorporation shall include a copy of the proposed amendments.

SECTION 4. The President or, in his/her absence, the Secretary, shall preside at members meeting.

SECTION 5. At every meeting of members, each member shall be entitled to cast one vote. Members shall be entitled to vote only on those matters specified in the Articles of Incorporation, Constitution and Bylaws. Members may vote in person or by proxy in manner to be determined by the Board of Directors.

SECTION 6. A quorum for conducting business at any members' meeting shall consist of members present in person constituting a majority of members of the Association, but members present, though less than a quorum, may adjourn the meeting from time to time, without notice other than at the time of adjournment, until the requisite number of members are present.

SECTION 7. Any or all the requirements of this Article of the Bylaws as to time, place or notice of any meeting of the members may be waived by the members, if every member of record agrees to the waiver in writing or by attendance in person of all the members.

SECTION 8. Notwithstanding any provision of the Constitution, Bylaws or the Articles of Incorporation, any action required by the Virginia Nonstock Corporation Act to be taken at a meeting of the members of a corporation, or any action that may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the members entitled to vote upon the matter under consideration. Such consent shall have the same force and effect as a unanimous vote of the members.

## ARTICLE II - MEETINGS OF BOARD OF DIRECTORS

SECTION 1. The annual meeting of the Board of Directors, without notice other than by this Section, shall be held immediately after the adjournment of the annual members' meeting, and at the same place.

SECTION 2. Special meetings of the Board of Directors, to be held at a place to be designated by the President or the Secretary may be called by the President or, in his/her presence, by the Secretary or by any two members of the Board of Directors.

SECTION 3. Notice of the time and place of all regular and special meetings of the Board of Directors shall be personally given, mailed or electronically mailed to each director by the President or Secretary at least five days before the time fixed for the meeting, unless the right to such notice is waived.

SECTION 4. A quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of a majority of the Board of Directors then in office, but the Directors present at any Directors' meeting, though less than a quorum, may adjourn the meeting from time to time, without notice other than at the time of adjournment, until the requisite quorum is present.

SECTION 5. Notwithstanding any provisions of the Constitution, Bylaws or of the Articles of Incorporation, any action which must or may be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of a committee of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed before such action by all the Directors or all the members of the Committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

SECTION 6. Any vacancy on the Board of Directors may be filled by vote of the remaining Directors at any regular or special meeting of the Board. A Director elected to fill any vacancy shall serve for the unexpired portion of the term of the Director whose place he/she filled until his/her successor shall be duly elected and qualify, unless sooner displaced.

SECTION 7. Any each annual members meeting, the Board of Directors shall submit a statement of the business done during the preceding year, together with a report of the general financial condition of the Association and on the condition of its tangible property.

SECTION 8. Any or all of the requirements of this Article of the Bylaws as to time, place or notice of any meeting of the Board may be waived by the Directors, if each member of the Board agrees in writing to the waiver.

SECTION 9. The Board of Directors may, by resolution or resolutions passed by the majority of the whole Board, designate one or more committees, each committee to consist of two or more of the Directors of the Association which, to the extent provided in such resolution or resolutions, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Association.

SECTION 10. In any case where the Association enters into any contract, or transacts any business with any Director or Directors, or with any corporation or association of which one or more of its Directors is a member, stockholder, director, officer, trustee, or partner, the contract or transaction shall not be invalidated or in any way affected by the fact that the Director or Directors have or may have an interest therein, which is or might be adverse to the interests of this Association, so long as full disclosure of the adverse interest is made to the Board by the Directors having such interest, and so long as the Board unanimously authorizes, affirms, ratifies, or approves the contract or transaction.

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