### COMMENT

RETHINKING VENUE FOR		
UNINCORPORATED ASSOCIATIONS		
AND PARTNERSHIPS	Clare K. Pierce	69

### RECENT DEVELOPMENTS

Oncale v. Sundowner		
Offshore Services, Inc.:		
THE UNITED STATES SUPREME		
Court Holds That Same-Sex		
Sexual Harassment Is		
ACTIONARI E I INDER TITI E VII	Frin I Law	72

# TULANE LAW REVIEW

VOLUME 73

DECEMBER 1998

No.

## **CONTENTS**

#### **ARTICLES**

CORPORATE DEMOCRACT AND	
STOCKHOLDER-ADOPTED	
By-Laws: Taking Back	
THE STREET? Lawrence A. Hamermesh	4
"WHY INFER"? WHAT THE NEW	
Institutional Economics Has to	
SAY ABOUT LAW-SUPPLIED	
DEFAULT RULES	4
THE EMPEROR DOES NOT NEED	
CLOTHES—THE EXPANDING USE	
of "Naked" <i>Crummey</i>	
WITHDRAWAL POWERS TO	
OBTAIN FEDERAL GIFT TAX	
ANNUAL EXCLUSIONS Bradley E.S. Fogel	5
REORGANIZATION AND CONVERSION	
OF A JOINT VENTURE INTO A	
WHOLLY FOREIGN-OWNED	
ENTERPRISE IN THE PEOPLE'S	
REPUBLIC OF CHINA Daniel C.K. Chow	(
ESSAY	
MAPPING TAX NARRATIVES Carolyn C. Iones	
MAPPING LAX MARKATIVES	•



Devoted to the Civil Law, Comparative Law and Admiralty

#### **ARTICLES**

CORPORATE DEMOCRACY AND STOCKHOLDER-ADOPTED BY-LAWS: TAKING BACK THE STREET?

Lawrence A. Hamermesh

"WHY INFER"? WHAT THE NEW INSTITUTIONAL ECONOMICS HAS TO SAY ABOUT LAW-SUPPLIED DEFAULT RULES

J.P. Kostritsky

THE EMPEROR DOES NOT NEED CLOTHES—THE EXPANDING USE OF "NAKED" CRUMMEY WITHDRAWAL POWERS TO OBTAIN FEDERAL GIFT TAX ANNUAL EXCLUSIONS

Bradley E.S. Fogel

REORGANIZATION AND CONVERSION OF A JOINT VENTURE INTO A WHOLLY FOREIGN-OWNED ENTERPRISE IN THE PEOPLE'S REPUBLIC OF CHINA

Daniel C.K. Chow

**ESSAY** 

MAPPING TAX NARRATIVES

Carolyn C. Jones

**COMMENT** 

RETHINKING VENUE FOR UNINCORPORATED ASSOCIATIONS AND PARTNERSHIPS

Clare K. Pierce

#### RECENT DEVELOPMENTS

VOLUME 73 NUMBER 2 DECEMBER 1998