

# ACOUSTICAL NEWS

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**Editor's Note:** Readers of this journal are encouraged to submit news items on awards, appointments, and other activities about themselves or their colleagues. Deadline dates for news and notices are 2 months prior to publication.

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## Proposed amendments to the Bylaws

As the Acoustical Society of America (ASA) developed its Strategic Leadership for the Future Plan, Financial Stewardship emerged as one of the four main goals of the plan, with the objective to develop and implement a new business model for the Society and to change our governance and administrative structure to implement the business plan.

In order to achieve these goals, the Executive Council (EC) established a Finance Committee charged with making recommendations to the EC on long-term (greater than one fiscal year) financial decisions that are aligned with the Strategic Leadership for the Future Plan, a multi-year budgeting methodology that forecasts future financial needs, tracking and reviewing progress toward budgetary goals, adapting the budgeting strategy based on trends and emerging needs, suggesting spending strategies for the ASA reserves, and identifying new sources of revenue.

As a result of its deliberations, the Finance Committee recommended that ASA restructure the Treasurer's position from one concerned primarily with administrative tasks to one focused more on policy and oversight, with the administrative tasks charged to an outsourced financial management firm. The proposal also includes changing the method for selection of the Treasurer from an appointed position to an elected position with a three-year term of office and the option for one additional three-year term.

The Executive Council then referred the recommended changes to the Rules and Governance Committee which developed a set of bylaws changes described below. These include other proposed changes not related to the Treasurer position which are described in the relevant articles.

As required by Article XV of our Bylaws, the proposed amendments are published herewith and will be presented to Members and Fellows of the Society for vote at a Business Meeting to be held at the spring 2018 meeting in Minneapolis on 9 May 2018.

Susan E. Fox  
Executive Director

### Article II. Purpose

*Present:* Article II. Purpose

The purpose of the Society is to increase and diffuse the knowledge of acoustics and promote its practical applications.

*Proposed:* Article III. Mission

The mission of the Society is to generate, disseminate, and promote the knowledge and practical applications of acoustics.

*Rationale:* If the text that now appears on the ASA website was developed during the ASA Strategic Leadership for the Future initiative as a new "mission" statement, it should be described that way in the Bylaws.

### Article III. Membership, Section 5. Privileges

*Present:* Members in all classes of membership may attend general meetings of the Society and submit papers for publication in the Journal

or for presentation at meetings. Members in good standing in all classes of membership shall have access to membership lists and such other publications as may be authorized by the Executive Council. Fellows and Members in good standing shall be entitled to vote and to hold office in the Society.

*Proposed:* Members in good standing in all classes of membership shall have access to membership lists and such other publications as may be authorized by the Executive Council. Fellows and Members in good standing shall be entitled to vote and to hold office in the Society.

*Rationale:* The first sentence is no longer necessary. Any person (member or nonmember) may attend general meetings of the Society and submit papers to Society journals.

### Article V. Officers, Section 6. Treasurer

*Present:* The Treasurer shall account for all funds, securities, and other property of the Society and shall be the chief adviser to the Executive Council on all financial matters. With the assistance of other officers of the Society designated by the President, he or she shall prepare the Society's budgets and be responsible for business transactions of the Society as assigned and authorized by the Executive Council. The Treasurer shall arrange for the collection of all dues and other amounts receivable by the Society, and shall periodically make such financial reports to the Executive Council and to members of the Society as are requested by the Executive Council. With the approval of the Executive Council, the Treasurer may delegate some of these responsibilities to others.

*Proposed:* The Treasurer shall be the chief financial policy advisor to the Executive Council with responsibility for oversight of the long-term strategic financial matters of the Society and short-term financial policy implementation. The Treasurer shall be the chief advocate for the financial well-being of the Society and shall act as the liaison between the Executive Council and Society committees involved with finances. The Treasurer shall perform other duties and assume other responsibilities as shall from time to time be assigned by the Executive Council.

*Rationale:* The proposed replacement for Article V, Section 6 is shorter than the original and shorter than previous replacement suggestions. Shortening makes the article more consistent with the sections in Article V defining other Society officers and more consistent with the articles defining the role of Treasurer in the Bylaws of similar societies. Serving as the "chief advocate for the financial well-being of the Society" is consistent, the Executive Council being ultimately responsible for the Society's financial well-being. The Treasurer's designated role is to provide oversight for all financial matters and call the EC's attention to potential problems. The Treasurer is not given the direct authority to correct these potential problems by making budgetary or other changes without the approval of the Executive Council. The role of "liaison" covers activities such as "conveying financial directives" and "communicating advice to committees." The role of "liaison" is also consistent with the (elected) Treasurer serving as the chair of the Administrative Council on Financial Affairs. Committee assignments for the (elected) Treasurer should be reviewed so they are consistent with this language. It is expected that specific tasks (such as reviewing financial reports, presenting financial reports and an annual budget to the Executive Council, providing oversight for business transactions and collection of dues, committee service) will be clearly specified in the Rules, as they are now.

## Article VI. Executive Council

*Present:* The Treasurer, the Editor-in-Chief, the Executive Director, and the Standards Director shall be members of the Executive Council without vote.

*Proposed:* The Editor-in-Chief, the Executive Director, and the Standards Director shall be members of the Executive Council without vote.

*Rationale:* As an elected officer, the Treasurer shall be a voting member of the Executive Council, which is the same as all other elected officers.

## Article IX. Election of Officers and Executive Council, Section 1. (Terms of Office)

*Proposed:* Revise this section to include the term of office of the Treasurer and to codify a restriction on consecutive terms for the Treasurer.

Add the following text to after the paragraph for the Vice President:

The term of office of the Treasurer shall be three years.

Two of the six elected members of the Executive Council shall be elected each year for terms of three years.

Neither a President-Elect nor a Vice President-Elect shall be eligible for re-election to his or her respective office. The Treasurer may be nominated for no more than one additional three-year term. No other elected member of the Executive Council shall be eligible for election to two consecutive terms in the office.

*Rationale:* This allows a three-year term for the Treasurer, which provides the necessary stability and consistency in that office. The wording also allows flexibility for the additional term for the Treasurer to be

consecutive or non-consecutive. The limits on elected members of the Executive Council are operationally unambiguous.

## Article IX. Election of Officers and Executive Council, Section 3. Election

*Present:* Elections shall be by mail ballot which the Executive Director shall mail to every Member and Fellow in good standing at least twenty, but no more than fifty, days prior to the election date.

*Proposed:* Elections shall be by mail and/or electronic ballot. The Executive Director shall send ballots or notifications to vote electronically to every Member and Fellow in good standing at least twenty, but no more than fifty, days prior to the election date.

*Rationale:* This change allows for notifications of electronic voting for ASA elections.

## Article X. Appointment and Terms of Officers

*Present first paragraph:* The Treasurer, the Editor-in-Chief, and the Standards Director shall each be appointed by the elected members of the Executive Council for terms of not more than three years with the terms to be stated at the time of appointments and shall be eligible for reappointment. These officers may be compensated in such matter as the Executive Council may determine.

*Proposed first paragraph:* The Editor-in-Chief and the Standards Director shall each be appointed by the elected members of the Executive Council for terms of not more than three years, with the terms to be stated at the time of appointments, and shall be eligible for reappointment. These officers may be compensated in such manner as the Executive Council may determine.

*Rationale:* Mainly, the revised Article X excludes the Treasurer from the list of appointed officers. The revision could be interpreted to exclude compensation for the Treasurer, but that interpretation is not necessary. Compensation (or not) is something for the Executive Council to decide, possibly on a case by case basis. The current Bylaws do not prohibit compensation for elected officers.