

The Bylaws of World Forum for Acoustic Ecology (WFAE)

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THE OBJECTIVES OF THE WFAE

The World Forum for Acoustic Ecology (WFAE), founded in 1993, is an international interdisciplinary Association of Organisations (in collaboration with active individuals) from around the world who correspond with and assist each other to actuate and maintain activities pertaining to Acoustic Ecology.

As Acoustic Ecology is the study of the relationship between living organisms and their sonic environment (soundscape), the WFAE will draw attention to unhealthy imbalances in this relationship, encourage and promote improvement of the acoustic quality of a place wherever possible and to protect and maintain acoustically balanced soundscapes where they still exist.

The philosophy of the WFAE is informed by the individual perspectives of geographers, designers, composers, educators, architects, social planners, philosophers, psychologists, and many others working in scientific, social and cultural contexts.

Within a framework of care for the sonic environment WFAE works in collaboration with its Affiliate and Associate Members to promote:

- education and learning;
- research and study;
- the communication and dissemination of information;
- environmental activism in the field of acoustic ecology.

Objectives of the WFAE include:

- a) to create a large and imaginative variety of contexts and situations that encourage : listening to the soundscape, sharpening of aural skills and deepening listeners' understanding of sounds and their meanings.
- b) to design healthy and acoustically balanced sonic environments.
- c) to encourage and support research about the aesthetic, ecological, philosophical, sociological and cultural aspects of the sonic environment.
- d) to monitor and evaluate actions affecting and altering the quality of the sonic environment.
- e) to preserve and create times and spaces of quiet.

f) to protect existing natural soundscapes.

g) to recognise, celebrate and protect indigenous soundscapes produced by the practices and lifestyles of aboriginal/indigenous cultures and all other diverse cultures.

h) to publish and distribute information and research on Acoustic Ecology.

i) to study the significance of electroacoustic and communication media (internet, radio, TV, background and foreground music, etc.) and its increasing presence in the soundscape.

j) to provide a forum where those involved in the study of acoustic ecology can meet and exchange information about their work.

General items:

k) to acquire by way of grant, gift, purchase, bequest or devise, or otherwise obtain real and personal property and to use and apply such property to the realisation of the objects of the WFAE;

l) to actively encourage, support and develop production, promotion and communication systems, including information and information retrieval systems, for the acoustic ecology community in all of its multiple related manifestations.

m) to buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the WFAE;

n) to encourage and assist in any and all stages of research, development, preparation, production, presentation, "broadcasting" and distribution of information, materials, works, ideas, positions and intellectual manifestations which are beneficial to this community and the community at large;

o) to encourage and broaden research, production and advancement of scientific, technical, artistic and educational community purposes, for the betterment and mutual benefit of the whole community, locally, regionally, nationally and internationally;

p) to establish relationships and agreements, and cooperate with other individuals, groups, institutions, and corporations with similar or parallel purposes.

q) to establish, provide and maintain such resources and facilities, physical and intellectual, as shall be deemed necessary for the above purposes and services, which shall include among others: communications and information systems, publication,

archives (sonic, graphic and textual), documentation, public presentations, exhibits, and production, etc.;

r) to realise any related activities, artistic, educational, professional or commercial, that may be deemed in the interests of the WFAE as may be determined from time to time by the WFAE.

s) to recognise and support the principles of racial and gender equality

t) to recognise English as the official language, while advocating for and supporting publication of documents in other languages.

u) a guiding principle should be that fair and balanced representation of different regions, cultures and specialisations be aimed at in the policy and activity of the WFAE.

1 CORPORATE SEAL

1.1 Identification

World Forum for Acoustic Ecology (WFAE)

The name of the organisation shall be the World Forum for Acoustic Ecology and hereafter in these Bylaws be referred to as the WFAE.

1.2 Location

The head office of the WFAE shall be that of the person(s) nominated by the Board to manage the mailing, banking and administrative affairs of the WFAE.

1.3 Fiscal Year

Unless otherwise ordered by the Board of the WFAE, the fiscal year-end of the WFAE shall be 31st December.

2 MEMBERSHIP

2.1 Members

Membership in the WFAE shall constitute individual persons, institutions or organisations interested in furthering the aims and objectives of the WFAE. Members agree to abide by all Bylaws and policies.

2.2 Application

Any individual or institution involved in the field of acoustic ecology and who encourages and promotes the ideas and purpose of the WFAE can apply to the WFAE Board to become a member of the WFAE.

2.3 Categories

The membership categories are:

1. Affiliate membership
2. Individual membership
3. Associate membership

2.4 Affiliate Membership

This category is designed for memberships of organisations who wish to take an active role in the leadership and functioning of the WFAE. Any properly constituted organisation may apply for Affiliated membership. Each application will be considered by the Board on a case-by-case basis and assessed according to the applicant's circumstances. Once approved an Affiliated Organisation pays a nominated component from each of its individual member's fees to the WFAE and is required to nominate one representative to the Board of the WFAE.

Each Affiliated organisation has ONE vote on the board of the WFAE, via their nominated representative.

Membership of an affiliate organisation confers individual membership of the WFAE.

2.5 Individual Membership

This category is designed to cater for individuals who are not currently members in an Affiliated Organisation. Individual members of Associated Organisations may apply for membership as an Individual Member.

Each Individual Member has ONE vote at ballots of the membership at large.

The Board may decide to award Special Individual membership to anyone of their choosing.

2.6 Associate Membership

This category is designed for memberships of Organisations who have an interest in the field of Acoustic Ecology and wish to support WFAE. Associate Organisations can be involved in the deliberations of the Board of WFAE but do not have voting rights. Any Organisation can apply to the WFAE Board to become an Associate of the WFAE.

Associate Organisations are entitled to limited rights within the WFAE.

2.7 Members Rights

Affiliated members

- will receive general WFAE publications
- have voting rights in ballots of the membership at large
- are required to appoint one individual VOTING member to the board
- can nominate for position of General Secretary of WFAE
- will be able to participate in WFAE projects, sometimes at reduced rates.

Individual members

- will receive general WFAE publications
- have voting rights in ballots of the membership at large
- can nominate for position of General Secretary of WFAE
- can be appointed to the WFAE board
- will be able to participate in WFAE projects, sometimes at reduced rates.

Associate members

- receive the WFAE newsletter
- have one VOTE in ballots of the membership at large
- can be appointed to the board

- can nominate for position of General Secretary of WFAE

2.8 Annual Dues

Affiliated members will forward the WFAE component of collected fees annually unless special arrangements have been made with the WFAE Board or the General Secretary. Affiliate members, Individual members and Associate members will be billed at the start of the fiscal year for annual dues, as determined by the Board of Directors of the WFAE.

Subsidies would be offered at the discretion of the General Secretary to members who require financial assistance with the payment of fees. Dues for the various classifications of membership shall be set by the Board.

2.9 Dues change

A dues change may go into effect ninety (90) days after the membership has been notified.

2.10 Non-payment

After a delay of twelve months, if dues are still outstanding, an Affiliate or Associate member becomes inactive, effective from the previous start of the fiscal year.

An Individual member becomes inactive after the expiration of their membership.

2.11 Inactive Member

An inactive member loses all rights and privileges until reinstated by payment of all dues. After two years, an inactive Affiliated member or Associate member is deemed to have resigned from the WFAE.

2.12 Resignation

Any Member may resign from the WFAE by delivering a written notice to the Secretary of the WFAE.

2.13 Required Resignation

Any member may be required to resign by a vote of three-quarters (3/4) of the Members present at an annual meeting or extraordinary general meeting called for that purpose.

2.14 Miscellaneous

Membership in the WFAE is not transferable.

3 BOARD OF DIRECTORS OF THE WFAE

3.1 Board of Directors

The property and business of the WFAE shall be managed by a Board of Directors of the WFAE (the Board) comprised of one voting representative from each Affiliated Organisation and non-voting members comprising Individual and Associate members.

3.2 Elections

Board member representatives are elected by the Affiliated Organisation and Associate Organisations according to their local election procedures.

3.3 Terms and Term Limits

Directors shall be elected for a term of two (2) years by members of their Affiliate Organisation. There is no limit to the number of times a director may serve on the Board.

3.4 Board Meetings

Meetings of the Board shall be held as often as the business of the WFAE may require and at any time as determined by the directors provided that within a reasonable time (about five (5) working days) before the meeting is to take place, a notice be given orally or in writing (other than by mail) to each director. There shall be at least one (1) meeting of the Board per year either in person or by way of electronic communication.

3.5 Error in Notification

No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or void any proceedings adopted. Any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or adopted.

3.6 Quorum

A simple majority of the elected Board members shall constitute a quorum for meetings of the Board.

3.7 Remuneration and Expenses

Directors, Officers and Advisory Panel members, as such, shall not receive any remuneration for their services other than by resolution of the Board. If approved a

director may be paid reasonable expenses incurred by the director in the performance of their duties.

3.8 Employees

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time. The employee shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of appointment.

3.9 Employee Remuneration

The remuneration of all agents and employees shall be fixed by the Board of Directors by resolution.

3.10 Professional Activities and Conflict of Interest

Nothing here precludes any director from serving the WFAE in any business or professional capacity. The director then may be paid professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the WFAE. It is expected that any director, agent or employee shall declare any potential or actual conflict of interest if such should arise in the performance of their duties.

3.11 Use of WFAE name

The WFAE board should have the sole authority to administer and approve the use of the title "WFAE - World Forum for Acoustic Ecology". Unauthorised use requires some action.

4 POSITIONS

4.1 Executive Committee

The positions of the WFAE Executive shall be: President, Vice-president, Secretary, Treasurer and any such other positions as the Board may by bylaw determine.

The Executive Committee shall be the four principal officers of the WFAE (President, Vice-president, Secretary, Treasurer). Any two positions may be held by the same person.

A quorum of the Executive Committee shall be the majority of its members. The voting members of the Executive Committee shall consist of the four officers of the WFAE. The

Executive Committee shall have general supervision of the affairs of the WFAE between its business meetings, develop a set of written policies to assist in the transaction of the business of the WFAE, make recommendations to the WFAE membership, fix the hour and place of meeting, and shall perform such other duties as are specified in these Bylaws.

4.2 Term Limits and Appointment to Positions

Positions of the WFAE Executive shall serve for a term of two or three years (whichever the Executive Officer prefers), with an option to renew one time.

When an electoral office is declared vacant, or at which time an election is called, expressions of interest will be declared open for the vacant executive officers.

A nominations committee will be formed to administer the process of nominations, and a charter will describe the function of the nominating committee. Thereafter, individual candidates will be selected by the nominating committee to be ratified by the WFAE Membership at Large at an annual general meeting or special general meeting, as need be.

4.3 President

The President shall be responsible for the general and active management of the affairs of the WFAE, and shall preside at all meetings of the WFAE and of the Board.

In the case of a tied Board vote, the President may cast a tiebreaker vote.

4.4 Vice-president

The Vice-president shall, in the absence of the President, perform the duties of the President and shall perform such other duties as shall from time to time be determined by the Board. Should the office of President become vacant between elections, the Vice-president shall assume the vacancy and continue through their rightfully-elected term.

Unless serving in place of the President, or as a Board Director, the Vice-president is a NON-VOTING member of the board.

4.5 Treasurer

The Treasurer shall have custody of the funds and securities of the WFAE and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the WFAE in the books belonging to the WFAE and shall have deposited all monies,

securities and other valuable effects in the name of and to the credit of the WFAE in such chartered bank, trust company or any other financial institution, or in the WFAE of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse, or authorize the disbursement of the funds of the WFAE as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the WFAE. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Unless serving as a Board Director, the Treasurer is a NON-VOTING member of the board.

4.6 Secretary

The Secretary is responsible for all administration concerning the minutes of meeting and sending notices for meetings.

Areas of supervision for the Secretary include:

- WFAE public image (website) maintenance and updates
- WFAE mailing list maintenance and archiving
- Secretary replies to physical and electronic correspondence
- Contributing ideas & vision
- Special projects
- Co-admin of WFAE social media
- Keeper of the archives (Archivist)

Unless serving as a Board Director, the Secretary is a NON-VOTING member of the board.

4.7 Other positions

The duties of all other positions of the WFAE shall be determined by the Board as required.

4.8 General Secretary

The General Secretary, assisted by appointed committees and individuals, administers the WFAE office for a 2 year period. The General Secretary is empowered by the Board to carry on the affairs of the WFAE under the general supervision of the directors, and shall perform such duties as may be prescribed by the Board or President.

The General Secretary is appointed by majority vote of the WFAE Board. Any Affiliate member or Individual member of the WFAE may nominate for the position of General Secretary. The full board of WFAE gives consideration to the selection of General Secretary but only VOTING board members (Affiliate Member Representatives) elect the position.

The General Secretary is a NON-VOTING member of the board.

4.9 Special Service Contracts

The Executive Committee shall have the authority to enter into special service contracts for services that the Executive Committee deems necessary to facilitate the on-going activities of the WFAE. These contracts will be used for, but not be limited to: a General Secretary, printing jobs, and conference facilities.

4.10 Executive Committee

The Executive Committee shall be the four principal officers of the WFAE (President, Vice-President, Secretary, Treasurer). A quorum of the Executive Committee shall be the majority of its members. The voting members of the Executive Committee shall consist of the four officers of the WFAE. The Executive Committee shall have general supervision of the affairs of the WFAE between its business meetings, develop a set of written policies to assist in the transaction of the business of the WFAE, make recommendations to the WFAE membership, fix the hour and place of meeting, and shall perform such other duties as are specified in these Bylaws.

4.11 Committees

The Board may appoint committees whose member's mandate will end at the will of the Board. The board shall determine their duties and may fix any remuneration to be paid.

The President shall appoint committee chairs for all standing committees. The President shall appoint all chairs for any ad hoc committees as the Executive Committee of the WFAE shall deem necessary from time to time to carry on the work of the WFAE.

5 POWERS OF DIRECTORS

5.1 Management

The directors of the WFAE will manage the affairs of the WFAE in all things. The Board will make, or have made, any kind of contract which the WFAE may lawfully enter into, and generally, as the WFAE is authorised to do.

5.2 Signing Power

Contracts, documents or any instruments in writing requiring the signature of the WFAE, shall be signed by any two positions one of which is the President or designate. All contracts, documents and instruments in writing so signed shall be binding upon the WFAE without any further authorisation or formality. The directors shall have power from time to time by resolution to appoint an officer or positions on behalf of the WFAE to sign specific contracts, documents and instruments in writing. The directors may give the WFAE's power of attorney to any registered dealer with any stocks, bonds, and other securities of the WFAE. The seal of the WFAE, when required, may be affixed to contracts, documents and instruments in writing signed as stated or by any officer or positions appointed by resolution of the Board.

5.3 Expenditures

The directors shall have power to authorise expenditures on behalf of the WFAE from time to time and may delegate by resolution to an officer or positions of the WFAE the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objectives of the WFAE. They shall have the power to enter into a trust arrangement with a trust company (or banking institution) for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the World Forum for Acoustic Ecology(WFAE) in accordance with such terms as the Board of Directors may prescribe.

5.4 Revenues

The Board shall take such steps as they may deem requisite to enable the WFAE to acquire, accept, solicit or receive legacies, gifts, grants, settlements, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the WFAE.

5.5 Capital Fund

The Board shall have the power to enter into a trust arrangement with a trust company (or banking institution) for the purpose of creating a capital trust fund in which only the interest may be made available for the benefit of promoting the interests of the World Forum for Acoustic Ecology (WFAE) in accordance with such terms as the Board may prescribe.

5.6 Committees

The Board may appoint committees whose members' mandate will end at the will of the Board. The board shall determine their duties and may fix any remuneration to be paid.

5.7 Books and Records

The directors shall see that all necessary books and records required by the Bylaws of the WFAE or by any applicable statute or law are regularly and properly kept.

5.8 Rules and Regulations

The Board may prescribe such rules and regulations not inconsistent with these Bylaws relating to the management and operation of the WFAE as they deem expedient, provided that such rules and regulations shall have force and effect only until the next meeting of the members of the WFAE when they shall be confirmed. Failing such confirmation at such a meeting of members, from that time will cease to have any force and effect.

5.9 Minutes

The minutes of the Board shall not be available to the general membership of the WFAE but shall be available to the Board, each of whom shall receive a copy of such minutes.

5.10 Governance manuals

Each Executive Committee member shall be issued a governance manual, and shall be responsible for maintaining that manual during their tenure and for transmitting them to the secretary upon completion of term of office.

5.11 General Duties and Responsibilities of Board Members

In addition to the responsibilities described above, board members are expected to carry out the following duties and responsibilities:

- Attend regular meetings as called by the WFAE President
- Respond to Board correspondence in a timely fashion
- Vote on motions presented to the Board
- Developing and overseeing an annual WFAE budget
- Regularly report on the activities of the associated Affiliate Organisation
- Support the Executive in the execution of WFAE activities and projects, and realisation of WFAE Objectives

Where a Board member consistently fails to execute their duties and responsibilities as established in these Bylaws, the Executive may call for the associated Affiliate Organisation to elect a new Affiliate representative to the WFAE Board.

Whereby an Executive member consistently fails to execute their duties and responsibilities as established in these bylaws, the Board may call for them to vacate the position and a special general election be called to fill the vacancy.

5.12 Archiving

The President shall charge the Archivist with the development of appropriate storage and retrieval processes. The maintenance of those historical records shall be referred to as archives.

6 WFAE BOARD ADVISORY PANEL

6.1 Membership

The Board may create a WFAE Board Advisory Panel (the Panel). All Directors are members of the Panel. Membership on the Panel will be by invitation from the Board, and the Panel shall exercise such powers as are authorized by the Board. Any Panel member may be removed by a two-thirds (2/3) vote of the Board. WFAE Advisory Panel members need not be members of the WFAE and may be from sister Organizations or institutions, or interested individuals, regionally, nationally or internationally.

6.2 Communications systems

Panel members will normally be in the Board of Directors communications systems (letters, electronic mail, etc.), and may be invited to participate in meetings of the Board.

6.3 Meetings

Meetings of the WFAE Advisory Panel may be held at any time and place as determined by its members provided that within a reasonable time (about five (5) working days) before the meeting is to take place, notice shall be given orally or in writing to each member of the Panel. Members of the Panel present shall constitute a quorum. No error or omission in giving notice of any meeting of the Panel or any adjourned meeting of the Panel shall invalidate such meeting or make void any of its proceedings. Any member of the Panel may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings.

6.4 Minutes

The minutes of the Panel shall not be available to the general membership of the WFAE but shall be available to the Panel, each of whom shall receive a copy of such minutes.

7 INDEMNIFICATION

7.1 Assumption of Liability

Every director of the WFAE or other person who is undertaking any liability on behalf of the WFAE, shall be indemnified and saved harmless out of the funds of the WFAE for all costs incurred in any action brought against the individual, or in respect of any action done or permitted by the individual, in the execution of their duties, except such expenses as are occasioned by the director or individual's own wilful neglect or default.

8 MEETINGS

8.1 Location of Meetings

The annual or any other general meeting of the members shall be held at the head office of the WFAE, or at any other place or electronic means (including video conferencing) as the Board may determine, and on such day(s) as the Board shall determine.

8.2 Presenting Motions

Every Affiliated member or Individual Member whose dues are fully paid has the right to present motions to any meeting of the WFAE.

8.3 Voting

Every Affiliated member whose dues are fully paid shall have one vote at a Board meeting and no more.

Every Individual member whose dues are fully paid shall have one vote at a general meeting and no more.

A legitimate vote may be cast in person, or by electronic means as authorised and overseen by the WFAE Executive.

8.4 General Meetings

The Board or the President or Vice-president shall have power to call, at any time, a general meeting of the members of the WFAE. The members may consider and transact any business either special or general at any meeting of the members.

An annual general meeting shall be held each year for the purpose of providing annual reports.

8.5 Special Meetings

The Board or the President or Vice-president shall have power to call, at any time, a special meeting of the members of the WFAE. A special meeting of the WFAE must be convened upon request in writing by twenty-five (25) or more Members of the WFAE. A delay of up to fourteen (14) days is provided for.

8.6 Quorum

Affiliate and Individual Members present at a general meeting shall constitute a quorum. At least one (1) board director must be present.

8.7 Majority Decision

Every question shall be determined by a simple majority of votes unless otherwise specifically provided by statute or by these Bylaws.

8.8 Chair's Vote

The chair, normally the President, will not normally vote. If there is a tie in a vote at a meeting, the chair may cast a vote.

8.9 Open and Closed Sessions

Meetings will be open unless specified or requested as a closed session.

8.10 Speaking Privileges

Speaking privileges to those other than Affiliated or Individual members whose dues are paid, Honorary Members and Patrons will be granted by a simple majority of members present.

8.11 Auditor

The Affiliated or Individual members whose dues are paid, Honorary Members and Patrons shall from time to time appoint an auditor to audit the accounts of the WFAE. The remuneration of the auditor shall be fixed by the Board.

8.12 Robert's Rules of Order

All meetings of the WFAE will be ruled by the current edition of Robert's Rules of Order.

8.13 Error of Notification

No error or omission in giving notice of any annual, general or special meeting or any adjourned meeting, whether annual, general or special, of the members of the WFAE shall invalidate such meeting or make void any proceedings. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings. Members, directors or positions shall be contacted at their last address recorded on the books of the WFAE.

8.14 Minutes

Minutes of all open meetings will be distributed via a WFAE communications system.

9 AMENDMENT OF BYLAWS

9.1 Amendments

Amendments to these Bylaws shall be presented in written form to the Secretary by the Executive Committee or by petition of a group of ten active Individual members. After presentation there must be opportunity for discussion of the proposed amendment at a called business meeting of the WFAE.

Voting on the amendments shall be determined by the Executive Committee and must occur either at the next meeting of the WFAE or if decided by the Executive Committee to be of an emergency nature, a special election may be held not sooner than fifteen (15) days nor later than thirty (30) days after discussion of proposed amendment.

9.2 2/3 Majority

All alterations or amendments must be sanctioned by an affirmative vote of two-thirds (2/3) of the members present at a meeting duly called for the purpose of considering the alterations.

10 INTERPRETATION

10.1 Pronoun Usage and Body Corporate reference

In these Bylaws and in all other Bylaws of the WFAE, persons shall be referred to by the gender neutral pronoun 'they'. References to persons shall include firms and corporations.