

# Bylaws of The Association for Challenge Course Technology

*Revised on May 24, 2024*

## Article I — Name and Purpose

Section 1 – *Name*: The name of this association shall be The Association for Challenge Course Technology (the “Association”). It shall be a nonprofit organization incorporated under the laws of the State of Delaware.

Section 2 – *Purpose*: The purposes of the Association shall be:

- To establish and promote the standard of performance and measure of excellence that defines professional practice and effective challenge course programs.
- To develop, refine, and publish standards for design, performance, inspection, operation and certification for the challenge course, canopy/zip line tour and aerial adventure/trekking park community.
- To provide accreditation for vendors and provide a public forum for education and professional development.
- To advocate globally for the challenge course, canopy/zip line tour and aerial adventure/trekking park community.
- For any other lawful purpose consistent with the provisions of the Articles of Incorporation or these Bylaws.

## Article II — Membership

Section 1 – *Qualification*: Membership in this Association shall be composed of individuals or organizations having an interest in the challenge course field (“Members”).

Section 2 – *Accredited Professional Vendor Membership (PVM)*: Accredited Professional Vendor Member (PVM) status shall be open to organizations which have successfully completed the Professional Vendor Member application and review process and are in good standing with the Association.

Section 3 – *Membership Dues*: The Board of Directors shall establish membership dues for all classes of membership.

Section 4 – *Terms of Membership*: The term of membership shall be as stated in current membership materials of the Association.

Section 5 – *Revocation of Membership*: Any member may be removed at any time, with or without cause, by a two-thirds vote of the Board of Directors.

Section 6 – *Reinstatement of Membership*: Any member whose membership has been revoked may be reinstated by a majority vote of the members of the Board of Directors.

### **Article III—Meetings of Members**

Section 1 – *Annual General Meeting*: A meeting of the Members of the Association shall be held annually for the election of Directors and the transaction of other business as may properly come before the Members during the annual conference or other such date as shall be fixed by the Directors.

Section 2 – *Special Meetings*: Special meetings of the Members of the Association may be called at any time by the Chair or by a majority of the voting members of the Board of Directors.

Section 3 – *Notice of Meetings*: Printed notice of each meeting shall be given to all Members of the Association, by mail or e-mail, not less than ten nor more than sixty days before the date of the meeting.

Section 4 – *Quorum*: At an annual or special meeting, 50% +1 of the Accredited Professional Vendor Members of the Association shall constitute a quorum for business transactions to take place and motions to pass.

Section 5 – *Member Voting*:

- a) *Accredited Professional Vendor Members (PVMs)*: Unless otherwise provided in these Bylaws, each PVM is entitled to one (1) vote on all voting matters brought before the Association. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, all matters before the PVMs are decided by a majority vote of those PVMs present and voting on a particular matter at a meeting in which a quorum exists. A vote or election that is conducted virtually requires that a quorum of eligible members have cast ballots. A PVM that cannot be present at the meeting may appoint another PVM representative to cast its vote by way of a proxy ballot. Notice of such a proxy vote shall be submitted in writing or by electronic transmission, to the Executive Director seven (7) days before the date of the meeting or scheduled vote. PVMs who vote by proxy are deemed present in person for purposes of determining whether a quorum is present.

- b) *All other members*, hereinafter known as “General Members” shall have one (1) vote solely for the purpose of electing members to the Board of Directors as provided in Article IV of these bylaws. Members of the Board of Directors shall be elected by a majority of the votes of the General Members, and such voting shall take place by the casting of ballots in a manner prescribed by the Board of Directors and consistent with the laws of the State of Delaware.

## **Article IV – Board of Directors**

**Section 1 – Authority and Responsibility:** The governing body of this Association shall be the Board of Directors. Directors must be current Members of the Association.

**Section 2 – Composition:** The Board shall have nine (9) elected Directors. The number of Directors may be increased or decreased by amendment of the Bylaws. The Executive Director, if any, shall serve as a non-voting member of the Board of Directors. Six (6) members of the Board shall be elected exclusively by a majority vote of the PVMs, and three (3) members of the Board shall be elected exclusively by a majority vote of the general members.

**Section 3 – Term of Office:** Members of the Board of Directors shall serve for a term of three (3) years and until their successors are elected. If a Director is elected to fill a vacancy, that Director shall be elected for the unexpired term of the predecessor in office. A Board member may serve up to two consecutive terms and will not be eligible for serving for at least one year following these terms. Any Director serving a partial board term is eligible for two (2) more board terms, not to exceed eight (8) years. Two (2) of the terms shall expire in a given year for positions voted on by PVMs, and one (1) term shall expire in a given year for the positions voted on by the general members.

**Section 4 – Nominations:** Any Member of the Association may nominate an individual, with that person’s permission, to serve on the Board of Directors, and any Member may place his/her own name in nomination for a position on the Board of Directors. All nominations for positions voted on by PVMs shall be submitted to the Vice Chair at least forty-eight (48) hours before the scheduled election. All nominations for positions voted on by the general members shall be submitted by the date specified in the notice for nominations.

**Section 5 – Board Election:**

- a) *Accredited Professional Vendor Members (PVMs):* At each Annual General Meeting or other designated time, the PVMs shall elect or re-elect Directors for the positions voted upon by PVMs. Each open seat to be filled during an election shall be considered to be a separate voting matter and each PVM is entitled to the number of votes equal to the number of seats

open for election. Candidates who receive the most votes shall be elected to the Board of Directors. Election for PVM seats is to be held after the close of nominations and no later than the Annual General Meeting. Election shall be held either in-person or by virtual ballot as determined by the Board of Directors and be communicated to the voting members no less than 30 days prior to the election. In the event of a tie, a run-off election will be held with those who tied. Unless otherwise provided in these Bylaws, a Director shall hold office until the Annual General Meeting of Members held in the third year following the year of his/her election.

- b) *General Members*: The election of the Directors for the positions shall be voted upon by the General Members by the casting of ballots in a manner prescribed by the Board of Directors and consistent with the laws of the State of Delaware. In the event of a tie, a special meeting will be held for the purpose of conducting a run-off election with those who tied at a date determined by the Board of Directors. Unless otherwise provided in these Bylaws, a Director shall hold office until the Annual Meeting of Members held in the third year following the year of his/her election.

*Section 6 – Quorum*: At any meeting of the Board of Directors, 50% +1 of the voting Board shall constitute a quorum for business transactions to take place and motions to pass.

*Section 7 – Vacancies*: If a vacancy occurs on the Board, whether resulting from the death, resignation, disqualification, or removal of a Director, that vacancy shall be filled solely by the affirmative vote of a majority of the Directors then in office. The Board of Directors may also vote to have the vacancy filled at the next regularly scheduled election.

*Section 8 – Resignation, termination, and absences*: Any Director may resign at any time upon written notice to the Board of Directors. Such resignations shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. Unless otherwise required by the laws of the State of Delaware, a Director may be removed with or without cause at any time by a two-thirds vote of the Board of Directors, provided that written notice of such removal is given to any Director so removed.

*Section 9 – Meetings of the Board*: Regular meetings of the Board of Directors shall be held. The Board of Directors shall fix the date, place, and time of the meetings. Special meetings may be held at any time whenever called by the Chair or the Vice-Chair.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent in writing, and the writing or writings are filed with the minutes of the proceedings of the Board. This action may be taken by email at the discretion of the Board.

Any one or more members of the Board may participate in a meeting of the Board by means of conference telephone or similar communication equipment in which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

**Section 10 – Compensation of Directors:** The Association shall not pay any compensation to Directors for their services. Directors may be reimbursed for expenses incurred in the performance of their duties to the Association in reasonable amounts, as approved by the Chair. Members of the board will not be required to pay the registration fee at the annual conference.

**Section 11 – Executive Committee:** The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, and Treasurer and include the Executive Director as a non-voting member. The Executive Committee may make decisions on behalf of the Board in urgent situations when the Board is unable to meet.

**Section 12 - Board Emeritus:** The Board Emeritus of the Association shall be appointed by the Board of Directors.

- a) Individuals with emeritus status should be considered honorary board members and as a result may be consulted for guidance regarding current ACCT business at any time.
- b) Emeritus status may be held by a maximum of 5 individuals at one time. As new individuals are considered for emeritus status, the board may seek guidance from the current emeritus members to determine which individual's should no longer serve.
- c) Emeritus members will have full access to all ACCT Board meetings including closed session discussions, but will have no voting rights. Travel reimbursement to Board meetings will not be provided unless the Board requests their presence.
- d) Board Emeritus members may be removed at the Board's discretion.

## **Article V – Officers and Duties**

**Section 1 - Officers:** The Board of Directors shall elect or appoint from among its members a Chair, a Vice Chair, a Secretary, and a Treasurer.

**Section 2 – Term of Office:** Each officer shall hold office for the year which he or she is elected or appointed or until their earlier resignation or removal. All officers shall be elected or appointed at the first meeting of the Board following the annual election.

**Section 3 – Vacancies and Removal:** Vacancies resulting from any resignation or removal shall be filled by a majority vote of the Board of Directors then in office. An officer appointed or elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office. Any officer may be removed with or without cause at any time by a two-thirds vote of the Board.

**Section 4 – Resignation:** Any officer may resign at any time by giving written notice to the Chair. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Chair.

**Section 5.1 – Chair:** The Chair shall serve as the chairperson of the Board of Directors. The Chair shall preside at all meetings of the Board of Directors and the Executive Committee and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Association in accordance with policies and directives approved by the Board of Directors.

**Section 5.2 – Vice-Chair:** In the absence of the Chair or in the event of his/her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall serve as the Nominating Committee of the Board. The Vice-Chair shall perform such other duties and have such other powers as the Board of Directors may from time to time assign.

**Section 5.3 – Secretary:** The Secretary shall be responsible for the keeping of an accurate record of all the proceedings of all meetings of the Board of Directors shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the Office of Secretary.

**Section 5.4 – Treasurer:** The Treasurer shall oversee the Association’s funds and the establishment of proper accounting procedures for the handling of the Association’s funds, and shall report on the financial condition of the association at each meeting of the Board of Directors and as otherwise directed.

## **Article VI – Committees and Task Forces**

**Section 1 – Committee and Task Force Formation:** The Board may create committees and task forces, as needed, to conduct the business of the Association. Each committee and task force shall serve at the pleasure of the Board.

**Section 2 – Committee and Task Force Rules:** Each committee and task force designated by the Board may make, alter, or repeal rules of the conduct of its business, subject to the approval of the Board of Directors.

A majority of the entire number of members of each committee or task force shall constitute a quorum for the transaction of business. Committees and task forces make decisions by recorded vote in accordance with their procedures.

A committee or task force may take action without a meeting if all members of that committee or task force consent in writing to the adoption of a resolution authorizing the action. The resolution shall be filed with the minutes of the committee.

One or more members of a committee or task force may participate in a meeting using a conference telephone call or similar, in which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

**Section 3 – *Records*:** Minutes shall be kept of each meeting of each committee and task force. Copies of the minutes of each meeting shall be filed with the Executive Director.

**Section 4 – *Consensus Group*:** The Association shall create and maintain a committee known as the Consensus Group in accordance with the policies and procedures governing Standards Developers accredited by the American National Standards Institute (ANSI). The Consensus Group will operate according to ANSI policies and procedures.

**Section 5 – *Committee Members*:** Committee members are volunteers that serve at the sole discretion and pleasure of the Board of Directors. Any or all committee member(s) may be removed at any time, with or without cause, by a two-thirds vote of the Board of Directors. The Board of Directors may also, at its discretion, impose any other restriction or sanction on any then-serving committee member or any removed committee member as the Board of Directors deems necessary or appropriate, by a two-thirds vote of the Board of Directors.

**Section 6 – *Dissolution of a Committee*:** Any committee may be dissolved at any time by a two-thirds vote of the Board of Directors.

## **Article VII – Executive Director and Staff**

**Section 1 – *Employees*:** The Board of Directors may hire employees who shall have such authority and perform duties as may be prescribed by the Board.

**Section 2 – *Compensation of Employees*:** The Association may pay compensation to employees for services rendered. The amount shall be fixed by the Board, or, if the Board delegates power to any officer or officers, then by such officer or officers.

### **Article VIII – Finance**

Section 1 – *Fiscal Year*: The Board of Directors shall determine the fiscal year of the Association.

Section 2 – *Budget*: The Treasurer shall prepare the budget of the Association, in conjunction with the Executive Director, for approval by the Board of Directors.

Section 3 – *Audit*: The Board of Directors will determine the necessity for an audit of the Association’s finances.

### **Article IX – Rules of Order**

Section 1 – *Rules of Order*: The meetings and proceedings of the Association shall be regulated and controlled according to the current edition of Robert’s Rules of Order, except as may be otherwise provided by these Bylaws.

### **Article X – Indemnity**

Section 1 – *Indemnity*: The Association shall indemnify officers, directors, employees and agents to the full extent permitted by Delaware law at 8 Del. C. § 145 now in effect or as may be amended.

### **Article XI – Amendments**

Section 1 – *Amendment of the Bylaws*: The Bylaws of the Association may be adopted, amended or repealed in whole or in part by a two-thirds vote of the Board of Directors then in office.

### **Article XII – Order of Precedence**

Section 1 – If there is a conflict between the terms of these Bylaws and any other written procedure, policy, or other written document related to the operations of the Association adopted by the Board of Directors, the terms of these Bylaws shall control and prevail to the extent of the conflict, unless otherwise specified in the resolution of the Board of Directors adopting such other written procedure, policy, or other written document.