Bylaws of
The Association for Challenge Course Technology
Revised on 10/21/2026

Article I — Name and Purpose

Section 1 – Name: The name of this association shall be The Association for Challenge Course Technology (the "Association"), and it may do business as (dba) "ACCT International." 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 develop and publish standards for design, performance, inspection, operation and training for the challenge course and canopy / zip line tour industry.
- To provide certification for individuals and accreditation for vendors and operators.
- To establish and promote the standard of performance and measure of excellence that defines professional practice and effective challenge course programs.
- 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 Vendor (AV): Accredited Vendor status shall be open to organizations that have successfully completed the Accredited Vendor process, comply with program requirements, and are in good standing with the Association.

Section 3 – Accredited Operation (AO): Accredited Operation status shall be open to organizations that have successfully completed the Accredited Operation process, comply with program requirements, and are in good standing with the Association.

Section 4 – Accredited Member (AM): Accredited Members shall be defined as organizations having the status of Accredited Vendor or Accredited Operation.

Section 5 – Sub Accounts of Organizational Members: As a benefit to organizational members, the Association may allocate sub accounts under certain membership types. The number of sub accounts available to any organizational member shall be specified in Association membership benefits at the time of the organization's registration. It may be changed from time to time by a vote of the Board of Directors. Eligible sub account holders are employees of the organizational member.

Section 6 – Membership Dues: The Board of Directors shall establish membership dues for all classes of membership.

Section 7 – Terms of Membership: The terms of membership shall be as stated in the current membership materials of the Association.

Section 8 – 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 9 – 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 transaction of business as required by these Bylaws and 8 Del. C. § 211 at a date as shall be designated 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 email, not less than ten (10) nor more than sixty (60) days before the date of the meeting unless otherwise required by law.

Section 4 – Quorum: At an annual or special meeting of the Members, 34% of the Accredited Members (AMs) of the Association shall constitute a quorum for business transactions to take place and motions to pass.

Section 5 – Member Voting for Non-Election Matters:

a) Accredited Members (AMs): Unless otherwise provided in these Bylaws, each Accredited Member is entitled to one (1) vote on all non-election voting matters brought before the Association. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, all matters before the Accredited Members are decided by a majority vote of those Accredited Members present and voting on a particular matter at a meeting in which a quorum exists. A vote that is conducted virtually requires that a quorum of eligible members have cast ballots. An Accredited Member that cannot be present at the meeting may appoint another Accredited Member 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 no less than ten (10) days before the meeting or scheduled vote date. Accredited Members that 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 votes solely for the purpose of electing members to the Board of Directors as provided in Article IV of these Bylaws.

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 these Bylaws. The Executive Director, if any, shall serve as a non-voting member of the Board of Directors. Three (3) members of the Board shall be elected exclusively by a majority vote of the Accredited Vendors, three (3) members of the Board shall be elected exclusively by a majority vote of the Accredited Operations, and three (3) members of the Board shall be elected exclusively by a majority vote of the General Members per terms specified in Article IV, Section 5.

Section 3 – Term of Office: Members of the Board of Directors shall serve for a term of three (3) years 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 to serve for at least one (1) 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. Three (3) Board Members' terms shall expire each year. One (1) Board Member term shall expire in each of the three Voting Categories (i.e. One (1) position voted on by the Accredited Vendors, one (1) position voted on by the Accredited Operations, and one (1) position voted on by 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 their own name in nomination for a position on the Board of Directors. All nominations for positions shall be submitted to the Vice Chair by the date specified in the notice for nominations.

Section 5 – Board Election: The election of the Directors for the open positions shall be voted upon by the Members eligible in each Voting Category by the casting of ballots in a manner prescribed by the Board of Directors and consistent with the laws of the State of Delaware.

a) Election procedures and dates shall be determined by the Board of Directors and be communicated to the voting members no more than sixty (60) and no less than (10) days prior to the election.

b) Candidates who receive the most votes in their Voting Category shall be elected to the Board of Directors. In the event of a tie, a run-off election shall be conducted with those who tied on a date determined by the Board of Directors.

c) Any member in good standing may run in any one (1) Voting Category, regardless of their membership type or accreditation status.

d) Unless otherwise provided in these Bylaws, a Director shall hold office until the conclusion of the election held at the end of their designated term.

e) Voting Categories: At such time as designated by the Board of Directors, Accredited Vendors, Accredited Operations, and General Membership shall elect or re-elect Directors for the position voted upon in their Voting Category as described herein. Barring vacancies described in Article IV, Section 7, one (1) director shall be elected or re-elected per Voting Category per year.

    i. Accredited Vendor Voting Category: Each Accredited Vendor organization in good standing is entitled to one (1) vote for candidates nominated and running for a director seat in the Accredited Vendor Voting Category.

    ii. Accredited Operation Voting Category: Each Accredited Operation organization in good standing is entitled to one (1) vote for candidates nominated and running for a director seat in the Accredited Operation Voting Category.

iii. General Members Voting Category: Each General Member (registered as an individual, principal of an organizational membership account, or sub account of an organizational member) in good standing shall be entitled to one (1) vote for candidates nominated and running in the General Members Category. Principal accounts for Accredited Members shall be excluded from voting for candidates in the General Members Category since they vote in the Accredited Vendor or Accredited Operation Category.

f) Eligible Candidates: Any Member (as an individual possessing an individual account or as a principal or employee of an organizational account) in good standing may be nominated for and run in any Voting Category, regardless of their membership type or accreditation status.

g) Eligible Voters: No person is entitled to more than one (1) vote in any eligible Voting Category. Sub accounts of organizational members shall only be populated with employees of the registered organizational member. Eligible voters are those considered in good standing.

h) Quorum. Provided that the requirements of this section are met:

i. A quorum of the members is not required to elect Board of Director Members.

ii. There is no requirement for a minimum number of votes per Voting Category.

i) Appointment. The Board of Directors, as seated before the election, shall receive the election results from the appointed inspector(s) and record the election results by motion as soon as possible following the Voting Period and inspection. Approval of such motion shall define the end of service of outgoing Directors and the commencement of the term of incoming Directors.

Section 6 – Quorum: At any meeting of the Board of Directors, the majority 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 may be filled 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 determine the date, place, and time of the meetings. Special meetings may be called by the Chair, Vice-Chair, or any three current members of the Board of Directors.

a) 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 or any other electronic communication tool at the discretion of the Board.

b) Any one or more members of the Board may participate in a meeting of the Board by means of telephone conference 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 Executive Director. 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. The Executive Committee may also exercise such specific authority as is expressly assigned to it elsewhere in these Bylaws.

Section 12 – Board Emeritus: The Board Emeritus of the Association shall be appointed by the Board of Directors and serve their terms per the procedures outlined in their Terms of Reference.

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 members may be granted access to ACCT Board meetings, including closed session discussions, but will have no voting rights. Travel reimbursement for to Board meetings will not be provided unless the Board requests their presence.

c) Board Emeritus members may be removed through a majority vote of the Board of Directors.

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.

a) 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 the affairs of the Association in accordance with policies and directives approved by the Board of Directors.

   If the Chair is temporarily absent, unable, or unwilling to perform the duties of the office:

   i. The Chair may designate an Acting Chair from among the members of the Board of Directors or the Executive Director to perform the duties of the Chair during such period.
   ii. If the Chair is unable or fails to make such a designation, the Executive Committee may designate an Acting Chair from among the members of the Board of Directors by a majority vote of its voting members then in office. If the Executive Committee is unable to make a designation, the Board of Directors may designate an Acting Chair by a majority vote of the Directors then in office.
   iii. The Executive Director shall be eligible for designation as Acting Chair by the Chair or the Board of Directors. Such designation shall not confer voting privileges beyond those otherwise provided in these Bylaws.
   iv. The Acting Chair shall exercise the powers and perform the duties of the Chair during the Chair's temporary absence, inability, or unwillingness, or until the designation is superseded by the Board of Directors. Designation as Acting Chair shall not constitute permanent appointment or automatic succession to the office of Chair.
   v. A vacancy in the office of Chair shall be filled in accordance with Article V, Section 3 of these Bylaws.
   vi.

b) Vice-Chair: The Vice-Chair shall preside over the Board election process. The Vice-Chair shall perform such other duties and have such other powers as the Board of Directors may from time-to-time assign.

c) 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.

d) 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 meetings of to the Board of Directors and as otherwise directed.

Section 2 – Term of Office: Each Officer shall hold office for the year they are 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. Before the election, acting Officers may be appointed by a majority vote of the Board of Directors then in office to bridge the time between the election and the subsequent Board vote.

Section 3 – Vacancies and Removal: Vacancies resulting from the resignation, removal, death, or inability to serve of an Officer may 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 their predecessor in office.

During any period in which an Officer position remains vacant, the Board of Directors may designate one or more persons to perform the duties assigned to the vacant office. If action is required before the Board can reasonably act, the Chair, or if the office of Chair is vacant or the Chair is unavailable, the Executive Committee may temporarily designate one or more persons to perform such duties until the Board acts. Any such designation shall not constitute election or appointment to the vacant office. Duties required by law to be performed by an Officer shall be assigned to an Officer.

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 or Vice Chair. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Chair or Vice Chair.

Article VI – Volunteers

Section 1 – Volunteer Group Formation: The Board may create committees, panels, task forces, and other groups of volunteers (hereinafter collectively known as "Volunteer Groups") as needed, to conduct the business of the Association. Each Volunteer Group shall serve at the pleasure of the Board.

Section 2 – Volunteer Group Rules: Each Volunteer Group 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. One or

more members of a Volunteer Group may participate in a meeting using a conference telephone call or similar, in which all persons participating in the meeting can communicate with each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 3 – Consensus Body: The Association creates and maintains a Volunteer Group known as the Consensus Body in accordance with the policies and procedures governing Standards Developers accredited by the American National Standards Institute (ANSI). Minutes shall be kept for each meeting of the Consensus Body.

Section 4 – Volunteer Group Members: Volunteer Group members are volunteers who serve at the sole discretion and pleasure of the Board of Directors. Any or all Volunteer Group 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 Volunteer Group member or any removed Volunteer Group member as the Board of Directors deems necessary or appropriate by a two-thirds vote of the Board of Directors.

Section 5 – Dissolution of a Committee: Any Volunteer Group 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 preside over the preparation of 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 to audit the Association's finances.

Article IX – Rules of Order

Section 1 – Rules of Order: The meetings and proceedings of the Association may 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.