



Approval of Meeting Minutes from Previous Board Meetings | 7:35 – 7:40a (Korey)

- Approval of December 18, 2024 Meeting of the ACCT Board of Directors

Motion:	To approve the minutes from the December 18, 2024 Meeting of the Board of Directors
Made by:	Michael
Seconded by:	Erik
Discussion:	
Vote:	In Favor – All Opposed – None Abstaining – Kennerly
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Board Elections Update | 7:40 – 8:50a (Michael)

- Update:
 - Nominees by Voting Category: 3 individuals running in the General Membership VC, 1 in the Accredited Vendor VC, and 2 in the Accredited Operator VC
 - January 6 Open Office Hours – 4 of the 6 candidates attended and introduced themselves to attendees.
- Revisions to the ACCT Bylaws and ACCT Board of Directors Election Policy

The Board Election Policy approved on November 20 intended to be simple and not to duplicate articles in the Bylaws or Delaware Code. Questions have arisen during this election, requiring significant staff and Board time. Michael presented revisions intended to clarify policy and to allow additional flexibility to prevent conflicts between election dates and end-of-year reportings for accredited members. This year, some confusion is due to conference dates, which are much earlier than usual.

Motion:	To approve revisions to the ACCT Bylaws
Made by:	Michael
Seconded by:	Erik
Discussion:	Discussion was led on proposed changes to clarify election procedures.
Vote:	In Favor – Jason, Erik, Kennerly, Lori, Alicia, Rohan, Michael, Korey Opposed – None Abstaining – None
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No



Motion: To approve revisions to the ACCT Board of Directors Election Policy
Made by: Michael
Seconded by: Erik
Discussion: Amendments were discussed. Most of the need for clarity has been exasperated by an early conference date that shifted reporting dates to earlier than has been historically required. Discussion was held around defining "good standing."
Vote: In Favor – Erik, Alicia, Jason, Michael, Kennerly, Lori, Rohan, Korey
Opposed – None
Abstaining –
Motion Carries: Yes No

Motion: To approve revisions to the ACCT Bylaws to align with changes to the ACCT Board of Directors Elections Policy
Made by: Michael
Seconded by: Rohan
Discussion: Language in Article IV, Section 2, f) was updated to align with the changes made in the ACCT Board Election Policy.
Vote: In Favor – Erik, Alicia, Jason, Kennerly, Michael, Lori, Rohan, Korey
Opposed – None
Abstaining – None
Motion Carries: Yes No

Conference Update | 8:50 – 9:00a

Board Meetings

- Monday and Tuesday – Cleveland Now Boardroom, 8:00am to 5:00pm ET
Breakfast is at 7:30am; Lunch at 12:00pm.
In-person visitors are welcome to attend the meeting. Remote access will be limited to conference call-in. Wifi is limited or unavailable.
- Monday Night – Board/Staff Dinner
- Sunday Morning – Board Seating Meeting 8:00am
- Board-led Sessions
 - Sit Down with ACCT Leadership - IB17 – Saturday from 10:30 am - 11:30 am in Center Street C.
- Wednesday, 2:15 pm ET: Service Crew Orientation
Drop-in/thank-you from ACCT Leadership. Melissa, Lori, and Rohan are attending. Other Board Members are welcome.
- Wednesday Evening: Volunteer Social, 7:00 pm ET
Booth Representation
We'd like to ensure visible support from ACCT Leadership at the booth in addition to the scheduled booth coverage.



- Saturday Awards Ceremony
5:30 pm – Awards Sound Check – Hope DE Ballroom
6:30 pm – ACCT Board | Staff Photos – Hope DE Ballroom
This includes BoD/BoD Emeritus recognition.

New Board Member Onboarding | 9:00 – 8:45a (Korey)

ACTION ITEM. Korey and Lori will work to schedule onboarding meetings once the new Directors are selected. Rohan will assist in locating previous agendas.

ASD/Standards Development Topics | 8:45 – 9:00a (Michael)

- Consensus Group/Body Update – A meeting of the ASD and Consensus Group was held on December 19 to inform the Consensus Group of the actions taken by the ASD on November 20, 2024 to disband the Consensus Group. A discussion was held to explain the next steps in the Standards Development Process, and former CG members were invited to participate in the Accredited Procedures Task Force II as a members or technical advisors. Michael sent out a letter on January 9, 2025 to all members of the Consensus Group, thanking them for their service and providing opportunities to remain involved in the standards process. Michael is following up with those individuals who were not able to attend the December 19, 2024 meeting.
- ASTM Zip Line Brake Update – The aerial adventure course items in Ballot F24 (24-09) were withdrawn and later posted as F24 (24-10), which closes on January 23, 2025. The three items include language that is closer to current ANSI/ACCT H.1-3. requirements. Brake requirements are based on an average incoming speed.
- APTF2 Update
 - Motion to Approve APTF2 Chair

Motion:	To approve John Winter as Chair of the Accredited Procedures Task Force II.
Made by:	Michael
Seconded by:	Rohan
Discussion:	
Vote:	In Favor – Erik, Jason, Michael, Kennerly, Alicia, Lori, Rohan, Korey Opposed – Abstaining –
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

- Recruiting and seating members for APTF2. The Terms of Reference for the APTF2 call for Board Members, Staff, and 5 Volunteers (that are members in good standing). Non-members may serve as non-voting technical advisors.
- PRCA Standards Development Committee. Michael Smith was confirmed as ACCT's Representative to PRCA's Standards Development Committee. Michael will be attending the PRCA Conference in Underwood, Indiana from January 16-19, 2025.



Board Emeritus | 9:00 – 9:10a

- Discuss revisions to the Terms of Reference (Michael)
 - Michael updated the Board Emeritus Terms of Reference to reflect recent changes to our Bylaws. Revisions were based on discussions at the December 18, 2024 meeting.

Motion:	To approve revisions to the Board Emeritus Terms of Reference
Made by:	Michael
Seconded by:	Lori
Discussion:	
Vote:	In Favor – Erik, Jason, Michael, Kennerly, Lori, Rohan, Alicia, Korey Opposed – None Abstaining – None
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

- Conferring Emeritus status.

Motion:	To confer emeritus status upon Bob Ryan
Made by:	Korey
Seconded by:	Erik
Discussion:	
Vote:	In Favor – Alicia, Erik, Jason, Michael, Kennerly, Lori, Rohan, Korey Opposed – None Abstaining – None
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Closed Session | 9:10 – 9:30a

Motion:	To enter closed session to discuss matters sensitive to the Association and its members
Made by:	Rohan
Seconded by:	Erik
Discussion:	Brian Lisson, and any other members of the Board Emeritus who arrive, are invited to a closed session.
Vote:	In Favor – All Opposed – None Abstaining – None
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

The Board entered closed session at 9:10am. The Board left closed session at 9:54am MT.



Meeting Closing | 9:30a (Korey)

Motion:	To adjourn the meeting.
Made by:	Kennerly
Seconded by:	Rohan
Discussion:	
Vote:	In Favor – All Opposed – None Abstaining – None
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Meeting was adjourned at 9:54 am Mountain Time.

APPROVED

Board of Directors Election Policy

Policy:

Elections of new Directors shall be conducted periodically as required by the Bylaws and following the procedures outlined below.

Purpose:

This policy intends to provide a framework for the impartial administration of elections of Directors to the ACCT Board of Directors.

Procedure:

1. Roles
 - a. The Vice-Chair of the Board oversees the administration of the nomination and election process. If the Vice-Chair is a candidate in the election, the Board shall appoint another Director who is not a candidate in the election to fulfill their roles and responsibilities.
 - b. The Nomination and Election processes are to be administered by the ACCT Staff.
2. Election Dates
 - a. The ACCT Board of Directors shall specify the dates of the Nominating Period and Voting Period no more than sixty (60) days before and no less than ten (10) days before the Voting Period.
3. Nomination
 - a. Nominations should be submitted to the ACCT Staff along with accompanying position statements, pictures, and other requested information.
 - b. Eligible candidates are members in good standing and may only run in one (1) Voting Category.
 - i. Eligibility is to be verified by the ACCT Staff and Board Vice-Chair or other designated Director.
 - c. Nominations shall be submitted by the date and time specified in the notice for nominations.
 - d. Nominees may have their candidacy announced and promoted through ACCT channels in line with regular publication schedules.
4. Voting
 - a. Voting for Directors occurs through a digital collection system administered by the ACCT Staff and verified by the Vice-Chair or other designated Director.
 - b. Voter Eligibility.
 - i. Eligible voters are those considered “in good standing.” For any election-related purposes, “good standing” is defined as follows:

- 1) All Members
 - (a) Membership and/or accreditation fees and dues are current.
- 2) Accredited Members
 - (a) Reporting, as determined by Staff and announced no less than thirty (30) days before the Voting Period.
- 3) If an Accredited Member fails to meet the eligibility requirements of 4.b.i.2), but meets the eligibility requirements of 4.b.i.1), the organization shall retain the voting rights of an organizational member. Sub accounts gained as a benefit of accreditation (beyond those allocated to organizational members) will be ineligible to vote. Sub accounts that were purchased separately from accreditation will remain eligible.
- 4) Spoilage. A voter ballot may be spoiled if any of the following occur during the voting period:
 - (a) A member submits more than one vote in their Voting Category
 - (b) A member votes in an incorrect Voting Category
 - (c) A member becomes or is found to be ineligible as a result of
 - (i) failing to meet the eligibility requirements outlined in this section
 - (ii) canceling their membership
 - (iii) changing their membership tier/benefits
 - (iv) changes to their accreditation status
 - (d) ACCT Staff shall work with members to resolve changes to voter status that result from changes to accreditation status or membership benefits that impact sub accounts and changes to Voting Category for the principal during the election period
 - (e) Staff shall remove spoiled ballots from the final election tally. The reason for spoilage shall be recorded.
- 5) Except for accommodations made for list error or 4.b.i.4).d., eligible candidates must be registered members before the start of the Voting Period.
 - ii. 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, using these same procedures.
5. Vacancy of Voting Category. If no candidate runs in a Voting Category, the ACCT Board of Directors shall vote to conduct another election for that Voting Category following these procedures, appoint someone, or leave the position vacant.
6. Inspection. The Board of Directors shall appoint one (1) or more inspectors to oversee the results of the election and make a written report thereof. Each inspector shall act impartially according to the best of each inspector's abilities.
 - a. The inspector(s) shall:
 - i. Review and validate the eligibility of voters
 - ii. Determine and record spoiled votes
 - iii. Count all votes and ballots
 - iv. Record the disposition of any challenges

- v. Sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of such inspector's ability.
 - vi. Certify and present the results of the election to the ACCT Board of Directors.
 - b. Appointment. The inspector(s) shall deliver to the Board of Directors the certified election results as soon as possible following the Voting Period. The Board of Directors shall, by motion, accept the results of the election and appoint the new Directors. Approval of such motion shall define the end of outgoing Directors' terms and the commencement of the term of incoming Directors.
7. Other
- a. Should any provision of this policy conflict with ACCT's Bylaws or Title 8 of the Delaware Code, the Delaware Code and then ACCT's Bylaws shall prevail.

APPROVED

Bylaws of The Association for Challenge Course Technology

Revised on January 15, 2025

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 held at any time whenever called by the Chair or the Vice-Chair.

- 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.

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~~ for 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.

- b) *Vice-Chair*: In the absence of the Chair or in the event of their 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 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 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 their 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 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.

Terms of Reference

Board Emeritus

A. Terms of Reference

1. To serve as advisors for the ACCT Board of Directors (including the Executive Director) on any matters as desired by the Board.
2. To engage in other service to the Association, as requested by the Board of Directors, in whatever ways are found to be satisfying and mutually beneficial.
3. In the performance of their duties, the following principles shall be understood:
 - i. Board Emeritus status is an honor that is granted by the Board of Directors to members who have provided dedicated and distinguished service to the mission of the Association for Challenge Course Technology (ACCT).
 - ii. ACCT appreciates these individuals' past service and numerous contributions, recognizes their potential as a contributing and valuable resource, and is committed to fostering an active, ongoing relationship with them.
 - iii. ACCT benefits from their contributions and will facilitate its efforts by making its resources and other services available whenever and wherever feasible and legally permissible.
 - iv. Board Emeritus members should be considered honorary board members and, as a result, may be contacted as individuals or as a group for guidance regarding current ACCT business at any time.
 - v. Board Emeritus members may have full access to all ACCT Board meetings, including closed session discussions, as required, to perform their duties.
 - vi. Board Emeritus Members shall be held to the same governance policies as other Board Members, which may be amended occasionally. These policies may include, but are not limited to, the need to hold information in strict confidence and recognize potential conflicts of interest that may arise in performing their duties.
 - vii. Board Emeritus Members have no voting rights and are not eligible for travel reimbursement to Board meetings unless the Board requests their presence and approves the expense.

B. Membership

1. The Board Emeritus shall consist of 5 members at a time.
2. The Board of Directors shall appoint all members following the eligibility requirements and procedure outlined below.

i. Eligibility Requirements

1. Must be willing to serve
2. Must be a former Member of the ACCT Board of Directors who no longer serves in such capacity, whether through resignation, election, or otherwise.
3. Must meet at least two (2) of the following criteria:
 - a. Served at least five years on the Board
 - b. Served within the Executive Committee of the Board of Directors, meaning they held the office of Chair (formerly known as President), Vice Chair (formerly known as Vice President), Secretary or Treasurer.
 - c. Contributed significantly to the industry through history, knowledge, expertise, and wisdom.
4. ACCT may make exceptions to these eligibility requirements in cases of exemplary and distinguished service.

ii. Procedure

1. The Board shall determine whether the term shall begin and end at the Annual Conference, Annual General Meeting, or other date.
2. The Board shall deliberate annually, before the Annual Conference, Annual General Meeting, or as required by D.4. below, to select an eligible member to nominate for Emeritus status.
3. Immediately following the selection, the Chair of the Board of Directors or their assignee will contact the nominee to confirm their willingness to serve. If the nominee is unwilling, a new nominee shall be selected.
4. The Board Chair shall take a motion for approval of the nominee's Emeritus status. In the unlikely event the motion does not pass, the procedure shall start over with the selection of a new nominee.
5. Once approved, an announcement to the membership shall be made at the Annual Conference, Annual General Meeting or through other means as soon as reasonably possible.

C. Leadership

1. The Board Emeritus shall have a Chair to be recommended by Board Emeritus members and approved by the Board of Directors annually.
2. The Chair of the Board of Directors shall serve as the official Liaison from the Board to the Board Emeritus unless otherwise delegated by the Board Chair.

D. Term Limit

1. Board Emeritus Members serve at the pleasure of the Board of Directors for a term of five (5) years, which shall begin immediately following their official announcement by the Board of Directors and end with the announcement of their replacement.
2. Before serving an additional term, a member must vacate their seat for a period of no less than one calendar year. This requirement may be waived when there is a majority vote of the Board of Directors.
3. Board Emeritus Members may be removed at any time by a majority vote of the Board of Directors.
4. If a Board Emeritus member should not complete their term, whether due to resignation, removal, death, or otherwise, the Board of Directors shall make a special appointment of a member to carry out the remainder of the term vacated. This special appointment shall be in accordance with the same eligibility requirements and procedure as other Members. If a Member is appointed under these conditions, they shall not be subject to the requirements within D.2. above should the Board desire to appoint them to a full 5-year term after the completion of the term created by special appointment.
5. *Members serving prior to the 2023 selection process shall be allowed to extend their terms as necessary to allow for only one member to roll off each year until new annual appointments have replaced all of those Members appointed prior to 2023.

E. Accountability

1. The Board Emeritus is accountable to the Board of Directors
2. All members must submit an updated Conflict of Interest form on an annual basis, in line with other volunteers of the Association.
3. The Board Emeritus shall submit a report of activities and/or recommendations to the Board of Directors when reasonably requested.

Appendix A – Notes

The following Appendix is included to maintain a record of past and current Board Emeritus to aid the Board of Directors in making an informed decision in selection. This appendix may be updated from time to time without a motion to revise the Terms of Reference.

Updated: 01/15/2025

Past and Current Board Emeritus Members

Past Board Emeritus Members, and Trustee Board Members, as it was formerly known, who are no longer actively serving:

- Members whose service ended before 2023
 - Andrew Hubert
 - Bob Ryan
 - Cindi Walker
 - Dick Prouty
 - Jeff Boeke
 - Tim Kempfe
- Members whose term ended in 2023 or later, with the year they last served
 - Randy Smith, 2023
 - Jim Wall, 2025

Current Board Emeritus Members

Listed with a year notifying the end of their 5-year term:

- Ken Jacquot, 2026
- Brian Lisson, 2027
- Michelle Hepler, 2028
- Josh Tod, 2029
- Bob Ryan, 2030