

Bylaws of
The Association for Challenge Course Technology

As adopted April 11, 2007

Article I—Name and Purpose

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

Section 2 – *Purpose*: The purpose of this organization is:

- To establish and promote the standard of care and measure of excellence that defines professional practice and effective challenge course programs.
- To identify, refine and publish standards for installing, maintaining and managing challenge courses
- To provide leadership in the promotion and use of challenge course programs
- To provide forums for education and professional development and advocates for the challenge course industry

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.

Section 2 – *Professional Vendor Membership (PVM)*: Professional Vendor Member (PVM) status shall be open to persons or organizations who have successfully completed the Professional Vendor Member application and review process and are in good standing with the Association and the challenge course industry in general.

Section 3 – *Associate or Institutional Memberships*: Associate or Institutional Memberships are available to all interested individuals and organizations that are in good standing with the Association and the challenge course industry in general.

Section 4 – *Membership dues*: The Board of Directors shall establish membership dues for all classes of membership.

Section 5 – *Terms of Membership*: The term of membership shall be as stated in current membership materials of the Association.

Section 6 – *Revocation of Membership*: Any member may be removed at any time, with (or without) cause, by majority vote of the members of the Board of Directors.

Section 7 – *Reinstatement of Membership*: Any member whose membership has been revoked may be reinstated by a majority vote of the members of the Board of Directors.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 Professional Vendor Members 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 Professional Vendor Members (PVM) may be called at any time by the President 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 each PVM, 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, a majority of the voting members of the Association shall constitute a quorum.

Section 5 – *Voting*: Each Professional Vendor Member shall have one (1) vote. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Associate Members and Institutional Members shall be non-voting members of the Association. A PVM company who cannot be present at the meeting shall be able to appoint another PVM company representative to cast their vote. Notice of such a proxy vote shall be submitted, in writing, to the Executive Director seven (7) days before the date of the Annual General Meeting.

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) 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.

Section 3 – *Term of office*: Members of the Board of Directors shall serve for a term of three (3) years. 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. Three of the terms shall expire in a given year.

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 will be submitted to the Vice Chair by 48 hours before the scheduled election. All nominees will submit a nomination statement.

Section 5 – *Board Election*: At each Annual General Meeting or other designated time, the Professional Vendor Members shall elect or re-elect Directors. Directors will be elected by a simple majority of members present at the annual meeting. In the event of a tie, a run-off election will be held with those who tied. Again, a simple majority will determine the result. 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, six Board members present shall constitute a quorum for business transaction 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, even if less than a quorum of the Board of Directors. 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.

Any one or more of the Directors may be removed with or without cause at any time by action 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.

Unless otherwise restricted, 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.

Unless otherwise restricted, 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.

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.

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 for which 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.

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 by the Board with or without cause at any time.

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 President, 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 consensus.

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 - *Trustee Board*: The Trustee Board of the Association shall be an advisory group to the Board of Directors and the Executive Director.

The Trustee 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 the Trustee Board shall constitute a quorum for the transaction of business. The Trustee Board makes decisions by consensus.

The Trustee Board may take action without a meeting if all members of the Trustee Board consent in writing to the adoption of a resolution authorizing the action. The resolution shall be filed with the minutes of the Trustee Board.

One or more members of the Trustee Board 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 5 -- *Consensus Group*: The Association shall develop and maintain a Standards 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.

Article VII – Executive Director and Staff

Section 1 – *Employees*: The Board of Directors may appoint 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 majority vote of the Board of Directors then in office