



BLBCA Bylaws

BACKCOUNTRY LODGES OF BRITISH COLUMBIA ASSOCIATION BYLAWS

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1.0 PREAMBLE

The Backcountry Lodges of British Columbia Association (BLBCA) is a member directed association of privately owned lodge operations, located throughout the major mountain ranges of British Columbia, Canada. The Association supports member lodges in the areas of safety, marketing, operations and government regulations as it strives to position the backcountry of British Columbia as one of the most rewarding adventure travel destinations in the world. The Backcountry Lodges of BC Association will be referred to as the “BLBCA” throughout this document.

2.0 ORGANIZATIONAL STRUCTURE

The organizational structure of the BLBCA shall consist of a General Membership which includes Full Members, Associate Members and a Board of Directors.

3.0 CLASSES OF MEMBERSHIP

The following are classes of membership within the BLBCA:

- a) Full Member
- b) Associate Member
- c) Affiliate Member

4.0 APPLYING FOR MEMBERSHIP

4.1 To apply for Full Membership or Associate Membership, the applicant must:

- a) Submit a completed application approved by the board to the Board of Directors.
- b) Pay the fees as set by the BLBCA.
- c) Meet the application criteria for Full Member or Associate Member.

4.2 To apply for Full Membership the applicant must also:

- a) Include a written application submission describing their backcountry operation, or proposed operation.
- b) Applications for Full Membership will include a letter of endorsement from an existing and current Full Member of the BLBCA.
- c) Include a written acknowledgement to agree to abide by the BLBCA Bylaws, Code of Ethics and Conduct, Operation Guidelines, Self-Audit Guidelines, and Self-Guided Recommendations.

5.0 FULL MEMBERSHIP

- a) A Full Member is considered one who has met the criteria of a Probationary Period as described in bylaw 5.1.a and has applied, in writing, to the Board of Directors for Full Membership as described 4.0: Applying for Membership.
- b) A Full Member in good standing is considered to be one who abides by the BLBCA Bylaws, Code of Ethics & Conduct, Operation Guidelines, Self-Audit Guidelines, and Self-Guided Recommendations, and who has paid the annual membership fee as set by the board and any other debt or subscription due to the BLBCA.



- c) Full members in good standing are entitled to attend meetings of the Association; elect Members of the Board of Directors and may vote on any resolution placed before the membership.
- d) Failure to meet the criteria for full membership in good standing as described in 5.b may result in application of a Probationary Period (up to 1 year) as described in 5.1 below or Termination as described in bylaw 7.0.
- e) Membership will be renewed annually and is due on the 1st day of December each year. New memberships purchased part way through the year will be prorated on a monthly basis. The rate of annual fees will be determined during the annual AGM.

5.1 Probationary Period

- a) The term of the probationary period is one year from the date of application to ensure member applicant has met the BLBCA Bylaws, Code of Ethics and Conduct, Operation Guidelines, Self-Audit Guidelines, and Self-Guided Recommendations.
- b) Failure to meet the criteria for full membership as described in 5.b may result in an extension (of up to one year) of Probationary Membership or Termination as described in bylaw 7.0.
- c) After the initial probationary period as described in 5.1.a, the Probationary applicant may be granted Full Membership pending review and acceptance by the Board of Directors.

6.0 ASSOCIATE MEMBERSHIP

- a) Any organization or business shall be eligible for Associate Membership in the BLBCA who is engaged in a related industry and who supports the goals and objectives of the BLBCA.
- b) Submit an application which may be approved by the Board of Directors.
- c) Membership will be renewed annually and is due on the 1st day of December each year.
- d) Associate Members may attend meetings of the Association. Associate members may not vote on any resolution placed before the membership.

7.0 AFFILIATE MEMBERSHIP

- a) Any individual (guest, staff, general public) who supports the goals and objectives of the BLBCA.
- b) Affiliate members are non-voting members of the BLBCA.
- c) Membership will be renewed annually and is due on the 1st day of December each year.

8.0 TERMINATION OF MEMBERSHIP

Membership in the BLBCA will terminate when a member:

- a) Offers a written resignation to the Secretary of the Association.
- b) Contravenes the spirit of 5.b, or 5.1.a, or 6.a.
- c) Is expelled by Special Resolution of the Membership.



- d) Fails to pay the annual membership fee within 30 days of the due date.

9.0 BOARD OF DIRECTORS

- a) The Board of Directors of the Association shall consist of seven (7) Directors who will be elected by the membership.
- b) The Board shall be comprised of a President, a Vice President, a Secretary-Treasurer and four (4) Directors at Large. One of the Directors at Large will be appointed by the Board of Directors and will not be a member of the Association.
- c) Elections for the Board of Directors shall be held at the Annual General Meeting (AGM) and Directors shall hold office for a term of one year.
- d) Any member in good standing may be nominated to run for election to the Board of Directors. All nominations must be received by e-mail by the Executive Director and President of the BOD a minimum of 7 calendar days before the AGM. Only BLBCA Full members in good standing can submit nominations.

10.0 DUTIES OF DIRECTORS

- a) The President of the BLBCA shall act as the Association's Chief Executive Officer, supervise other officers in the execution of their duties and preside at all meetings of the Association.
- b) The Vice President shall perform the duties of the President when the President is absent or when requested to do so by the President.
- c) The Secretary shall keep and maintain all records and documents of the Association including all minutes of the Associations meetings, all financial records and statements and a register of all members. In addition, it shall be the duty of the Secretary to issue notice of all meetings of the Association.
- d) The Board of Directors of the BLBCA shall have overall responsibility for the administration and financial management of the affairs of the Association. The directors may raise funds, secure payments and borrow funds in such a manner and at such time as they see fit for the betterment of the Association.
- e) The Board of Directors shall ensure a true record of the accounts of the Association will be kept and shall be presented to the membership with complete financial statements, including income and expenditures for the preceding fiscal year at each AGM.
- f) Directors shall meet at such times and places as they deem necessary to manage the affairs of the Association. Notice of such meeting will be given at least seven days in advance, specifying the exact time and place and shall be communicated to each Directors address of record.
- g) A quorum for each Board of Directors meeting shall consist of a majority of the Directors then in office.



- h) Directors may participate in meeting by means of a conference call or other method of communication provided all persons participating in the meeting agree to such participation. Such participation shall be counted as part of the quorum.
- i) All issues will be resolved by a majority vote.
- j) Directors shall not be paid for their services as directors but are entitled to reimbursement or expenses which they may incur on behalf of the Association. Such expenses must be approved by the Board of Directors.
- k) A Director will cease to hold office if they resign and/or are absent without cause from three or more meetings and/or are suspended and/or expelled from the Association. In such cases the remaining Directors shall declare that office vacant.
- l) Should a vacancy occur during the term, the Board of Directors may appoint a member as a Director to hold office until the next AGM.

11.0 MEETINGS

- a) At least once each calendar year the BLBCA shall hold an Annual General Meeting (AGM).
- b) The time and place of each AGM will be determined as a matter of business at the previous AGM and shall be included in that AGM's minutes.
- c) The Secretary of the Association shall notify each member of the pending AGM and provide each member with the minutes of the previous AGM at least one calendar month prior to the meeting.
- d) Financial reports and complete financial statements including income and expenditures for the preceding fiscal year shall be presented at each AGM.
- e) Each member in good standing is entitled to attend the Annual General Meeting of the BLBCA and to cast one vote on each issue of Association business as described in 5.c.
- f) Attendance at the annual AGM shall be limited to no more than two (2) representatives from each member lodge or lodge operator. At least one of the representatives must have the authority to vote on issues raised.
- g) An owner/operator who is a member in good standing and who is unable to attend the AGM may nominate a Proxy Representative to attend and to participate and to vote in their place.
- h) The owner/operator in good standing must notify the Board of Directors at least 48 hours prior to the AGM and provide the full name and contact information of the Proxy Representative.
- i) The Board of Directors shall have sole discretion in determining the acceptability of such a Proxy Representative.
- j) If the Board of Directors deems the Proxy Representative to be unacceptable, they shall notify the owner/operator in such a manner as to allow the owner/operator fair and ample time to present and alternative Proxy Representative.



- k) From time to time the BLBCA may invite guests to make presentations at the annual AGM. At the discretion of the membership, these guests may be invited to participate in the AGM either prior to, or after their presentations.
- l) Unless otherwise specified, all matters discussed at the AGM will be considered to be confidential.
- m) Any member of the BLBCA in good standing can present a resolution at an AGM. That resolution must be presented to the BOD via e-mail a minimum of 7 calendar days prior to the start of the AGM. Existing governance documents may be revised or new governance documents may be presented at the AGM by the existing BOD. Said documents will be reviewed by the attending members and can be passed by a show of hands with a simple majority. In addition, governance documents presented at an AGM that require “simple” wording changes can be presented by the BOD to the general membership in a digital manner. Said documents can be voted on by the general membership in a digital format and can be passed with a simple majority.
- n) The Secretary shall keep accurate minutes of each AGM and shall circulate such minutes to all members of record in a timely fashion after each AGM.
- o) In addition to the AGM, General Meetings of the Association may be called if circumstances warrant.
- p) General Meetings of the Backcountry Lodges of BC Association may be called at any time by the Board of Directors or when 10 or more members in good standing request in writing that the Board of Directors convene a General Meeting. Such request must be given to the Secretary in writing and specify the reasons and purpose of the meeting.
- q) The Secretary shall advise all members of record as to the date, time, place and nature of business of the General Meeting at least 14 days prior to meeting.
- r) The quorum for all meetings of the Backcountry Lodges of BC Association shall be a minimum of 51% or more of members and shall be determined by the number of members present at the start of the meeting.
- s) If, within thirty minutes from the time appointed as the start time of the meeting, a quorum is not present the meeting shall be adjourned and dissolved.

Ron Andrews, President: Backcountry Lodges of BC Association

Signature: _____

Date Signed: _____

Brian Cross, Vice-President: Backcountry Lodges of BC Association

Signature: _____

Date Signed: _____

Brad Harrison - Executive Director, Backcountry Lodges of BC Association

Signature _____

Date Signed: _____