

## Bylaws of Tashii-Textela Language Society

### Part 1 — Definitions

1. In these bylaws:

“**Society**”, “**TTS**”, “**we**”, or “**us**” means Tashii-Textela Language Society;

“**our**” means Tashii-Textela Language Society’s;

“**language**” means the Kwakwala language, which is also called kwak’wala, or the Nuuchahnulth language, also called quuquu?aca or ciiqciqasa;

“**bylaws**” means these bylaws as altered from time to time;

“**values**” means the document attached as Schedule 1 to these bylaws, entitled “Values of Tashii-Textela Language Society”, as altered from time to time;

“**member**” means a member of the Society in good standing according to part 3;

“**director**” means a director elected according to part 7;

“**Board**” means the directors of the Society;

“**committee**” or “**VAC**” means a volunteer action committee;

“**general meeting**” or “**GM**” means a meeting which all members are expected to attend;

“**annual general meeting**” or “**AGM**” means the one general meeting per year at which directors are elected;

“**directors’ meeting**” or “**DM**” means a meeting which directors are expected to attend, and which members may attend;

“**private meeting**”, “**PM**”, or “**in camera**” means a directors’ meeting from which some members are excluded;

“**Divine Council**” means those members who attend committee or directors’ meetings in addition to general meetings;

“**member year**” means the period during which a member’s annual dues qualify them as in good standing, as described in part 3;

“**self-identify**” means that a person declares on their own authority whether they are Nuuchahnulth, Kwakwakawakw, and Indigenous, as described in part 3;

“**seat**” means a director’s position on the Board;

“**copy**” or “**CC**” means to include a recipient in an email or other document;

“**early nomination**” means nominating before the annual general meeting;

“**late nomination**” means nominating at the annual general meeting.

## **Part 2 — Society**

2. We hereby establish Tashii-Textela Language Society.
3. Everything that we do is guided by our values.

## **Part 3 — Members**

4. Members are expected
  - 4.1. to pay dues of \$20 per year, and
  - 4.2. to attend general meetings, and
  - 4.3. to comply with our constitution and bylaws, and
  - 4.4. to abide by our values and the standards of behaviour described therein.
5. Members may
  - 5.1. serve on committees, and
  - 5.2. attend directors' meetings.
6. Any person may apply to become a member of the Society by
  - 6.1. naming an existing member who vouches for them, or by being a founder, meaning that they became a member before the year 2024;
  - 6.2. self-identifying as Nuuchahnulth, or Kwakwakawakw, or Indigenous, or some combination of these identities, or none of them; and
  - 6.3. declaring the above in writing to the Board, such as by email to our official email address, copying the vouching member if there is one; and
  - 6.4. paying dues for one year.
7. A member's self-identification as Nuuchahnulth, Kwakwakawakw, Indigenous, or not determines their identity in all cases where such identities are used in Society bylaws and policies, such as concerning voting, and the makeup of the Board.
8. Any application for membership made by November 30 shall be approved or rejected by the Board before the next annual general meeting.
9. If the Board approves an application, then the applicant becomes a member.
10. If the Board rejects an application, then they refund the dues paid for it.
11. A person is a member in good standing during the member year beginning December 1 and ending the following November 30, provided that the member has paid their dues for that member year.

12. A member in good standing may extend their membership for one year by submitting dues by November 30 for the member year beginning on the following December 1. Otherwise, their membership ends after November 30.

#### **Part 4 — Directors**

13. A Board of five directors leads the Society.
14. Directors serve for one year, and may be reelected any number of times.
15. The Board includes at least four Indigenous directors, of whom at least one is Nuuchahnulth, and at least one is Kwakwakawakw.
16. At the first directors' meeting following the annual general meeting, the directors decide which of them will serve for the coming year as President, Vice President, Secretary, and Treasurer. One director may be Secretary-Treasurer. A director who does not serve in one of these offices is known simply as a Director.
17. The Board shares, by email to all members,
  - 17.1. our constitution, bylaws, and values at least once per year, and
  - 17.2. an agenda for any general meeting one week before the meeting, and minutes of the meeting within one week after.
18. The Board notifies all members by email one month in advance of
  - 18.1. the time and place of general meetings, and
  - 18.2. the deadline to pay dues to extend their membership, and
  - 18.3. the deadline for early nominations to the board.
19. Directors shall attend all general and directors' meetings, or give notice to the other directors prior to a meeting that they cannot attend it. If a director misses two meetings in a year without giving prior notice, or resigns, or is expelled, then that director's seat is considered empty with immediate effect, and the Board
  - 19.1. appoints another member to fill the empty seat, and
  - 19.2. informs the outgoing and incoming directors of these actions in writing.

#### **Part 5 — Committees**

20. The Board may designate one or more members as a volunteer action committee to take any action on behalf of the Society, if those members are willing.
21. The committee meets and works independently, and reports back to the Board.

#### **Part 6 — Meetings**

22. Quorum for any meeting is three directors.

23. The Society holds two general meetings per year, in the months of June and December. The meeting in December is the annual general meeting.
24. For any general meeting, the Board appoints a Chairperson, who ensures that the meeting follows the agenda, and assists members and directors to speak in proper turn, and otherwise to carry out their duties appropriately.
25. At general meetings, we conduct the following agenda items in the order given. Those items that are described here as happening once per year take place only at the annual general meeting. We
  - 25.1. hear the directors' reports twice per year, and
  - 25.2. honour the Divine Council once per year, and
  - 25.3. hear members' concerns twice per year, and
  - 25.4. elect directors once per year, and
  - 25.5. adopt new priorities once per year.
26. The Board holds at least ten directors' meetings per year.
27. Members may attend directors' meetings, except when the Board holds a private meeting. Such times may include
  - 27.1. when the Board discusses payments to a member, or
  - 27.2. when a member requests privacy to report misconduct.
28. The Board decides when and where general, directors', and private meetings are held, and who may attend, subject to the above limitations.
29. The Board maintains records of attendance at all except committee meetings.
30. Committee meetings happen at a committee's own discretion.

### **Part 7 — Elections**

31. The process of electing directors involves the following steps in the order given. Some steps are inapplicable in certain circumstances, as explained below.
  - 31.1. Members nominate other members to be directors, then
  - 31.2. nominees accept or decline their nominations, then
  - 31.3. candidates discuss who will stand for election, then
  - 31.4. candidates speak their intentions, then
  - 31.5. members vote.
32. We try to elect directors before the annual general meeting by early nomination. This means, to begin with, that any member may nominate another member at

- any time during the early nomination period. This period begins one month before the date of the annual general meeting, and ends after November 30.
33. A nomination is complete, and the nominee becomes a candidate, only after
    - 33.1. one member nominates another member, and
    - 33.2. a third member seconds the nomination, and
    - 33.3. the nominee accepts the nomination.
  34. Early nominations shall begin as an email from the nominating member to our official email address, copying the seconding member and the nominee. The nominee then replies to all by email to accept or decline.
  35. After November 30, but before the annual general meeting, the Board reviews any early nominations, then shares them with all members by email.
  36. If at any time during the election process there are more candidates than seats, the candidates are encouraged to discuss and agree which of them will stand for election, and which will decline in order to avoid a vote. Such encouragement is the responsibility of the Board before the annual general meeting, and is the Chairperson's responsibility at the meeting.
  37. When a candidate declines a nomination, their declination supersedes any prior acceptance of that nomination, and may not be revoked.
  38. Members may make late nominations at the annual general meeting only if there are fewer candidates than seats. Late nominations are made, seconded, and accepted or declined orally, and are overseen by the Chairperson.
  39. Candidates speak their intentions at the annual general meeting. This means that the Chairperson invites each candidate to describe their experience, to say what they will bring as directors, and how many general and directors' meetings they commit to attending in the coming year.
  40. Members vote for directors only if there are more candidates than seats after the candidates speak their intentions. Each voting member selects up to five candidates, according to the rules for voting described in part 8.

### **Part 8 — Voting**

41. Although we favour deciding questions by consensus rather than by voting, the Society votes when necessary to decide contentious issues.
42. When a vote is required for a Board decision, all directors who are present shall vote, or declare a conflict of interest. Directors may not abstain.

43. When a vote is required of our members, only those members who meet all of the following criteria may vote. Voting members are those who
  - 43.1. are Nuuchahnulth or Kwakwakawakw, and
  - 43.2. are present, and
  - 43.3. attended the previous general meeting.
44. Voting is open, meaning that members declare their votes to those present, and the numbers of votes for and against are entered into the minutes.
45. Proxy voting is not allowed.

#### **Part 9 — Manager**

46. The Board may hire and contract with a Manager to perform administrative tasks according to the Board's direction.
47. The Board discusses at least once per year, including in the month of May, whether to continue or discontinue the Manager's employment.

#### **Part 10 — Removal and expulsion**

48. The Board may remove a member from a meeting with immediate effect.
49. The Board may expel with due process a director from the Board, or a member from the Society, for conduct that violates our constitution, bylaws, or values.
50. Due process for expulsion consists of the following steps, in this order:
  - 50.1. the Board proposes expulsion; then
  - 50.2. the Board provides notice in writing to the member, with reasons; then
  - 50.3. the member is allowed reasonable opportunity to respond; then
  - 50.4. the Board decides whether to expel the member.

**Schedule 1**  
**Values of Tashii-Textela Language Society**

1. **Values.** Everything that we do as a Society is based on these values.
2. **Respect.** We treat everyone with respect. For example, we are truthful, are polite, take turns, and treat others as they want to be treated, within reason.
3. **Right to language.** Indigenous people have the right to know their language. Indigenous communities have the right to designate their language teachers.
4. **New speakers.** Nothing is more important to our purpose than raising children in our languages, which requires training parents and teachers to achieve this.
5. **Speak your language.** We intend to restore Nuuchahnulth and Kwakwala as the primary languages of our communities. To this end, we begin and end meetings in our languages, and are not shy to speak our languages to anyone.
6. **Indigenous control.** If an action or policy affects Indigenous people, then they must have a say in it. In other words, nothing about us without us.
7. **Allies are welcome.** We welcome non-Indigenous allies to join our Society, and to learn our languages, as long as they give back to the language community.
8. **Consensus.** We favour discussion and consensus over competitive voting. We resort to voting only when we cannot achieve consensus.
9. **Cooperation.** We will cooperate with anyone to support our languages, and we expect the same cooperation from anyone who cares for our languages.
10. **Activism.** We work proactively to change things for the better, such as by speaking our languages in public, and engaging with policy makers.
11. **Transparency.** We believe that we are doing good things, and that this should be public knowledge. We share our constitution, values, and the names of our directors on our website. At the same time, we protect our members' privacy.
12. **Sharing.** We share resources for free or at cost whenever possible, on condition that they be used to help our languages, and not for profit, nor in personal disputes. We sometimes ask institutions to pay if they can afford to do so.
13. **Divine Council.** The Divine Council are members who are not directors, but who attend committee or directors' meetings in addition to general meetings. The Board honours the Divine Council and other language champions at our AGM.
14. **Safety.** Our meetings and activities are safe spaces, where everyone is protected. Those who behave rudely or abusively are asked to stop. If the behaviour continues, the Board may remove or expel the offender.