
Concerns with amended Bylaws

FRIENDS OF RED DEER TENNIS · JUNE 6, 2025

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Greetings fellow tennis folk! As forewarned, here is Part 1 of our commentary regarding the amended Bylaws that the RDTC Board is asking members to vote on this Sunday, June 8.

In this issue, we will highlight our core concerns about these amended Bylaws. We will not mention every single thing but instead we'll outline our **Top Five** concerns, with the aim of giving you some sense of how these Bylaws might impact you if they're approved.

Despite our efforts to be succinct, this issue is long! Please bear with us.

We'll start by saying that we oppose these Bylaws. We feel quite strongly that, as written, and combined with the newly implemented Code of Conduct, these Bylaws **strip members of rights** they ought to have in a community club and **reduce democratic participation and process**.

Additionally, they work to **concentrate power** in the hands of people who ([in our opinion](#)) have already demonstrated significant abuse of power and a disregard for fair process. To our minds, giving this Board more power will only accelerate the disintegration of community that we are already witnessing at the RDTC.

Let's talk about these key elements of the amended Bylaws that illustrate our concerns.

1. Reduced membership input about who can run the Club

Nomination process

In our current Bylaws, anyone can run for the Board. Nominations are put forth at the AGM and all members present can vote on the nominees. In the amended Bylaws, nominations have to be submitted to the Board in advance and the Board will decide which names to put forward for a vote by the membership. There are no details describing how nominations will be vetted, approved or dismissed, or even whether members will know what nominations were submitted.

Director Removals

In our current Bylaws, only the membership has the power to remove a Director that they themselves elected to the Board. In the amended Bylaws, Board members can vote to remove a Director on their own, without coming back to the membership. The criteria for removing a Director are "being neglectful of duty" or for "conduct tending to impair his usefulness and/or discretion as a Director". These terms seem very imprecise to us and lead to the concern that any Directors who disagrees with the Board majority will be deemed "not useful" and removed from the Board.

This concern has already been demonstrated by the current Board who suspended Ben Lawson - an elected Director - in November, for taking actions that the Board majority did not like; they have prevented Ben from participating in the Board ever since, without any kind of process or review - or accountability to the membership. The amended Bylaws - if in place then - would have allowed them to remove him from the Board outright at that time.

Our Concerns

We are concerned that both of these amendments **undermine the democratic process** and **reduce the role of members** in deciding who should govern their club. It also risks removing the possibility of healthy dissent or disagreement, which can spur creativity and problem-solving and ultimately lead to better decision-making.

If anyone who disagrees with the current Board majority can be dismissed from a slate of

nominees or removed from the Board by the other Directors, the ability to have a range of perspectives and ideas is weakened and the risk of having a narrow vision (or a particular agenda) is increased. **It also means that power can be retained by a Board majority essentially in perpetuity.**

In short, the amended Bylaws give an existing Board the power to decide both:

1. who can run for Board positions, and;
2. who can remain on the Board, even after they're elected.

This will give the existing Board the ability to handpick the next Board, meaning they will essentially be the ones deciding who will govern next, **instead of letting the club members decide.**

2. Reduced representation of members

No representation for junior members

Boards of non-profit clubs are supposed to represent the membership. At RDTC, parents of junior members cannot vote unless they hold their own membership. This means that a significant portion of the club membership, i.e. their children, have no representation in how the club is run or how it supports them without them incurring the cost of multiple memberships. To be clear, we are not advocating that junior members have votes. Rather, we are advocating that their families have the opportunity for direct representation through a vote even if the parents don't play. Several minor hockey organizations, for example, give parents of junior players voting rights in order to avoid this very problem.

Restricted representation on the Board

Rather than addressing this existing problem of lack of representation of our younger members, the amended Bylaws **reinforce this under-representation**. They state that parents with kids who play at the club can only make up $\frac{1}{3}$ of the Board (a maximum of 3 Directors of the new proposed Board maximum of 11 Directors). Additionally, this indirectly disempowers adult members who also happen to be parents of kids who play in the club; such adult parents will have fewer rights and representation than adults without minor children. This restriction means that a substantial number of members:

1. will continue to be denied representation in Club matters; and
2. will have further decreased representation at the Board level.

Our Concerns

While we understand that there ought to be a balance between the priorities of juniors and other players, this particular limitation seems both unfair and ill thought-out.

1. In terms of fairness, why should those already denied a vote have reduced representation at the Board level? How is that defensible when, for example, there is no proposed limit on the number of Board Directors who represent other categories of membership (like seniors) when these members already do have a vote?
2. In terms of vision, a club's growth and longevity is driven by the youth in its ranks. And while typically that growth is represented by junior players, it also includes younger adults, who might be moms and dads. If $\frac{2}{3}$ of the Board must be people without kids who play tennis, how invested will that group be in the future of the Club? The recent decision to terminate the contract with the Simon Tennis School - leading to the alienation of dozens of junior members and their families from the Club - is an example of the damage that can be caused when the very people most affected by decisions are not represented or consulted in the decision-making process.

3. Precarious membership status

Lack of clarity around being a member "in good standing"

The amended Bylaws make frequent mention of members having to be "in good standing". While this term usually refers to being current with one's membership fees, the RDTC's amended

Bylaws include a range of additional factors that could affect member standing, including:

- the Board deciding to “disallow” membership due to “past conduct or detrimental character” (s. 4.1 a);
- the Board writing you a letter explaining your failure to remain in good standing and outlining the relevant circumstances (s. 4.4.c);
- parents of juniors failing to sign the Code of Conduct (s. 4.6.c);
- adult members failing to sign the Code of Conduct (s. 4.6.d);
- being subject to “disciplinary actions” by the Board and/or failing to fulfill all the terms and conditions of disciplinary action “to the satisfaction of the Board” (s. 4.6.e); and
- failing to comply “as decided by the Board in its sole discretion” with all the policies, procedures and rules of the Club, including the Code of Conduct (4.6.f).

Unclear details of implementation

While this is quite a list, many of these terms are problematically vague and there are noticeable grey areas. For instance, if you are reported for violating the Code of Conduct, do you cease to be a member in good standing, with your voting rights immediately revoked? If yes, is this in effect when the report is made? Or does the Board need to decide first whether the report is frivolous or if an investigation is required, and if an investigation is warranted, do they need to complete one before you lose your rights or do you lose your rights immediately? Or perhaps it depends on the type of violation? (These concerns mirror our many concerns about the Code of Conduct outlined in our newsletter of May 15th.)

Also, getting back to good standing requires that you have “fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board” ... but there are no indicators of what those terms might look like, or what disciplinary action might entail. Are we talking about paying fines? Attending some sort of course? Is it simply up to the discretion of the Board in the moment? And what counts as being satisfactory to the Board?

Finally, how can a collection of people fairly determine whether a member has a “detrimental character”? Are these the sorts of things that Board Directors should be in the position of determining?

Our Concerns

When language is imprecise and rules are unclear, and when there is no detail about process, **there are significant risks that criteria will be applied inconsistently or arbitrarily.** Combined with the lack of independent, external oversight and the reality of human bias, these criteria around membership could lead to unfair outcomes.

The Code of Conduct has already been used to threaten the membership status of one of our group. One of us expressed disapproval about a decision made by the Board to a Board Director at the club and asked the Director a question about how they voted, i.e. if they supported said Board decision. This was not, in our opinion, a conversation that was argumentative, aggressive, or in any way out of line. However the Board has framed this interaction as one of “harassment” and called it “unprofessional”. Without clear definitions of these terms, the Board can decide “*in its sole discretion*” what these terms mean and when they might apply.

These amended Bylaws give the Board the ability to exercise this significant power over membership such that **they have near-total authoritarian control over who can remain a member of the Club.**

Which brings us to our next concern:

4. Lack of fair or detailed process to address concerns about members

If someone complains about you, what process is followed?

We mentioned this concern when we wrote about the Code of Conduct, and it remains true here (even more so). The amended Bylaws lack meaningful process around what you can do if someone - including the Board - accuses you of violating the Code of Conduct or behaving

inappropriately.

The sum total of the “process”, as captured in these amended Bylaws, is that the Board writes you a letter outlining your offence and you have the option of writing back to present your defense. That’s it. The Board will then make their decision about your sanction and their decision is final and cannot be challenged.

There’s no face to face meeting, no space for conversation, no meaningful investigation, no back and forth, and no appeals. Nor any transparency about what process was followed to ensure that the complaint was legitimate in the first place! And no clear process for getting back into “good standing” (other than “satisfying” the Board).

Our Concerns

Bylaws are expected to offer clarity around due process rights for members. Does the “process” detailed above feel like a fair and meaningful one? Do you think it will help to ensure appropriate member behaviour?

These concerns are not hypothetical but appear to be an **intended purpose** behind the Code of Conduct and its enforcement in these Bylaw amendments.

An example of this Board’s use of these documents is currently playing out as we write this newsletter. A member of the Club, Ben Lawson, expressed his disapproval of the cancellation of the STS contract to a Board Director and asked whether that Director voted in support of the termination, i.e. if they supported said Board decision. Ben then received a letter from the Board Executive accusing him of “harassment, intimidation, [and] breaches of confidentiality”, without any due process and without any proper investigation; in other words, they declared Ben guilty of these offenses before even asking for his side of the story! In this letter, Ben was given 10 days to “write his defense”, in line with these proposed Bylaws (the deadline being tomorrow, June 7). However, showing that the Board Executive have already made their decision, they threaten Ben with “additional consequences, including potential restrictions on your club membership or participation” if there are “any further incidents”.

Does this live example of the Board’s use of the amended Bylaws give you confidence that all members will be treated fairly? Or does it show an intent to capitalize on vague language and unchecked power in order to silence and punish anyone who disagrees with them? We are concerned about exactly that, and that their rewrite of our Bylaws is an attempt to legitimize such sweeping and unopposed power, and to have total control over the membership of the Club.

Of note, even though these amended Bylaws have not yet been approved, they will give the Board power to sanction **past** behaviour as well; which, apparently, this Board is already preparing for, as shown by the example above.

When we talk about erosion of membership rights, this is what we mean. With these amended Bylaws, **membership in the club would be tentative and potentially revocable at any time for almost any reason decided by the Board, “in its sole discretion”.**

5. Overall - Concerns about Concentrating Power in the Board

Top-Down Authority

These amended Bylaws project a very top-down understanding of power. We feel that they are not about empowering the membership; rather they’re very much about constraining, limiting, and controlling the membership. And, in our opinion, that control is being sought by folks who have demonstrated to us that they don’t wish to have any accountability to their membership at all (as illustrated by the concerns around elections, representation, and due process we describe above).

This lack of a fair, democratic governance process that honours the rights of its members has already been demonstrated by the Board’s handling of the new Code of Conduct. The short timeframe for review, the lack of response to people’s letters, the lack of meaningful engagement with feedback all indicate that this Board does not seem to care what its members want or value. In fact, to us, this Board seems determined to use what power they currently have to give themselves even more power and less accountability.

As detailed above, these amended Bylaws allow the Board to accuse anyone of violating the

Code of Conduct for any number of reasons through the use of vague terms and lack of well-defined processes. Through these amended Bylaws, they also give themselves the power to revoke memberships for almost any reason and without any meaningful recourse for the members.

Our Concerns

We do not think *any* Board should have this kind of unchecked authority. We have grave concerns about any Board having such, but letting this Board in particular have this kind of power does not seem wise to us, especially in light of our beliefs about the current Board majority's [poor governance](#), secrecy, silencing and intimidation of dissenting Board Directors, and [harassment](#) of Directors, members and players.

While we haven't discussed them here, we are aware that there are drafts of privacy and harassment policies on the docket as well. We have leveraged the power of AI (ChatGPT) and done an overview assessment of all these documents (Code of Conduct, amended Bylaws, Harassment Policy and Privacy Policy) - you can read this assessment [here](#) (our prompts are in blue). The resulting summary of concerns is alarming, including that **many of these changes are not in the spirit of the Societies Act**, which is the legislation that governs non-profit Clubs. While ChatGPT cannot be relied upon as being perfectly accurate, we agree with those concerns.

We think the RDTC should reflect the spirit of non-profit clubs in Alberta, where the members direct the club and the Board governs, guided by the democratic participation of its members; and not through enforced control of member behaviour through potentially arbitrary and unfair means.

Your turn

Do you share these concerns? Do you have others? Consider reading through the amended Bylaws and imagine what the Club would look like with these in place. **Would enacting these Bylaws make you more likely to want to remain a member at RDTC?** Or less likely?

We'll hit your inbox again tomorrow with a summary of what you need to know for the vote on Sunday and how we can support each other in what might feel like a hostile environment for some. (Note that, while the amended Bylaws allow Board Directors to join meetings remotely, such modern accommodations to allow for greater participation have not been made for meetings of the members.)

As a heads up, consider calling the Club and asking about your membership status to prepare for your participation this Sunday.

Keep rallying,

The Friends

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