

Bylaws of the Ontario Seniors' Forum

Preamble

Ontario Seniors' Forum (OSF) was established by like-minded seniors of Ontario in March 2017 to focus on the well-being of seniors of all cultures in Ontario and enhance their interaction and community participation through education, support, and cooperation to improve their quality of life. OSF understands that provincial and municipal services play a vital role in caring for seniors and should be recognized as an important part of the healthcare continuum. In order to meet the needs of the expanding senior population in Ontario, we need to improve understanding and communication with health authorities and municipalities to bring more focused programs and services for seniors and our community in Ontario.

OSF is a non-political, non-religious, non-ethnic, non-gender biased charity organization that offers a wide variety of programs to fulfill the needs of seniors living in Ontario. We strive to encourage, energize, and enrich seniors to lead and maintain independent lives in their own homes and families by alleviating their social, intellectual, emotional, and spiritual challenges in the community. We recognize that seniors have experienced life more than others and have a lot to deliver, counting on their unique knowledge and expertise in their own areas. We respect their unique and individual wisdom and encourage them to express and reassert their values to the community. We also believe that strategic partnerships with other like-minded civic organizations and service providers help us to synergize our efforts. We collaborate with them to develop innovative and diverse program opportunities, share resources, and bring innovative programs and services to our community in Ontario.

Article 1 – Name

1. The name of the organization will be Ontario Seniors' Forum.
2. The acronym of the name will be OSF.
3. The official language of the Forum will be English.
4. The official website will be <https://ontarioseniorsforum.ca>

Article 2 – Purpose

1. To unite seniors of Ontario in a strong association dedicated to the welfare of the community.
2. To improve the quality of life of seniors of all cultures in Ontario through education, support, and cooperation, promoting their interaction and community participation.
3. To offer programs and activities that benefit all seniors on issues affecting their health, education, quality of life, and general welfare, while preserving their dignity and respect in the community.
4. To advocate for better public policy and services to enhance the quality of life for seniors.
5. To work in collaboration with organizations with similar purposes to achieve common objectives.
6. To foster strategic partnerships with government agencies, healthcare providers, and other organizations to develop innovative programs and services tailored to the needs of seniors.
7. To engage in continuous improvement of programs/Activities, ensuring they are inclusive, culturally sensitive, and accessible to all seniors in Ontario.

Article 3 – Membership

1. Any person aged 55 years or above residing in Ontario, or having a vested interest in Ontario, may apply to become a member of the Forum in accordance with the membership requirements established by the Board of Directors. Every member shall comply with these Bylaws and all duly approved policies of the Forum, including the OSF Code of Conduct for Members, Conflict of Interest Policy, and Complaint Resolution Policy, as applicable.
2. Membership is subject to approval by the Board of Directors.
3. Members in good standing, with paid-up fees, are entitled to one vote at elections and may run for vacant offices.
4. A member who withdraws or is removed by the Board of Directors shall not participate in any Forum meetings.

5. The Board of Directors may accept or reject membership applications with a two-thirds majority vote.
6. The Board of Directors may cancel existing memberships with a two-thirds majority vote.
7. Members whose membership is rejected or canceled may appeal in writing to the President within 30 days.
8. Honorary membership may be granted to any resident or non-resident of Ontario with or with or without voting privileges, with age requirements waived. Honorary members must agree to abide by the rules and regulations, pay the prescribed fee, and be recommended by the Executive Director and approved by the Board of Directors. The total number of honorary members shall not exceed 20.
9. The Board of Directors (BOD) may grant a waiver of the monthly membership fee to certain members under special circumstances, such as financial hardship, exceptional contributions to the Forum, or any other reason deemed appropriate by the BOD.
10. The duration and terms of the fee waiver will be determined by the BOD on a case-by-case basis, and the waiver may be subject to periodic review.
11. Members granted a fee waiver will retain their full membership status and rights during the waiver period.
12. A spouse of a new or current member shall automatically be granted full membership status, including all rights and privileges, without the need for a separate application or additional fees.
13. Membership fees shall be determined by the BOD and may be adjusted as needed. Fees will be due monthly, but members may opt for a discounted annual payment if they follow a BOD-approved scheme.
14. Fees during travel absences may be waived. Waivers shall be limited to full months of absence and for the specified period of absence.
15. Membership may be cancelled for failure to pay dues for three consecutive months, and re-admission fees shall apply.
16. A member will lose their "good standing" status if they fail to pay the monthly membership fee for three consecutive months.
17. Membership may be cancelled if dues remain unpaid for three consecutive months.

18. Members whose membership has been cancelled due to non-payment will be required to pay a re-admission fee if they wish to rejoin the Forum. The re-admission fee amount shall be determined by the BOD.
19. OSF All members shall conduct themselves in a respectful, responsible and ethical manner consistent with the purposes and values of OSF and shall comply with the **Code of Conduct for Members** as approved and amended from time to time by the Board of Directors. A breach of the Code of Conduct may be addressed in accordance with the **Complaint Resolution Policy** and the disciplinary provisions of these Bylaws.

3.1 Establishment of Chapter(s)

The Board may establish regional Chapters in key Ontario communities. Each Chapter must:

- Submit a formal Charter Agreement aligned with OSF policies;
- Be led by a Chapter Committee (minimum 5 members) elected per OSF guidelines;
- Maintain an active membership of at least 15 seniors;
- Be reviewed annually by the Board for compliance, impact, and alignment with OSF values.

3.1.a Chapter Responsibilities and Reporting

Chapters must submit to OSF HQ:

- Quarterly program/activity and financial reports;
- Annual audited financial statements;
- At least one site visit or virtual audit by OSF per year.

Article 4 – Administration

The administration will be responsible for upholding the purpose of the Forum and implementing it with integrity. The following are the officers and their responsibilities:

1. Executive Director

1. Shall be the head of the Board of Directors and serve as the primary executive officer of the Forum.
2. Shall provide strategic leadership and direction to the Board and oversee the execution of the Forum's goals and objectives.
3. Shall represent the Forum in official capacities, both within the community and with external stakeholders.
4. Shall ensure effective communication between the Board, members, and external partners.
5. Shall oversee the implementation of Board decisions and ensure compliance with the Forum's bylaws and policies.
6. Shall preside over all Board meetings and the Annual General Meeting.

2. President

1. Shall be appointed by the Board of Directors at the Annual General Meeting.
2. Shall support the Executive Director in setting the overall direction and strategy of the Forum.
3. Shall act as an arbiter in consultation with the Board on questions regarding the Forum, handling disputes and complaints. The President shall not vote except to break a tie.
4. Shall oversee the activities of committees and ensure alignment with the Forum's objectives.
5. Shall represent the Forum in the absence of the Executive Director or as delegated.
6. Shall appoint committee chairs and serve as an ex-officio member of all committees.

3. Vice President

1. Shall be appointed by the Board of Directors at the Annual General Meeting.
2. Shall assist the Executive Director and President in performing their duties as required.
3. Shall assume the role of President in the absence of the President until an election can take place.

4. Secretary

1. Shall be appointed by the Board of Directors at the Annual General Meeting.
2. Shall validate quorums at official meetings.
3. Shall prepare agendas and record minutes for all Forum meetings.
4. Shall maintain accurate records and official documents.
5. Shall co-sign contracts and documents with the Executive Director or President when required.
6. Shall issue membership letters and manage official correspondence.

5. Treasurer

1. Shall be appointed by the Board of Directors at the Annual General Meeting.
2. Shall manage the Forum's finances, ensuring internal controls conform to accepted accounting principles.
3. Shall receive and issue receipts for all dues and payments.
4. Shall manage disbursements, maintain up-to-date accounts, and prepare financial statements for the Board.
5. Shall collaborate with auditors to verify the accuracy of financial records.
6. Shall have financial signing authority with President and/or Vice President/Secretary of the Forum; and
7. Shall receive the membership fees and monthly dues from all Members of the Forum.
8. Shall present quarterly financial statements to the Board, including a breakdown of income, expenditures, and bank reconciliation. These shall be approved and documented in the Board minutes.

6. Immediate Past President

1. Shall provide guidance and expertise to the Board of Directors.
2. Shall serve as an ambassador for the Forum at events as requested by the Executive Director or Board of Directors.

Article 5 – Election Process

1. Nomination of Candidates

1. Any member in good standing may nominate themselves or another member for any open position on the Board of Directors, including Executive Director, President, Vice President, Secretary, and Treasurer.
2. Nominations must be submitted in writing to the Secretary at least 30 days before the Annual General Meeting.

2. Election Procedure

1. Elections shall be held during the Annual General Meeting.
2. Each position shall be voted on individually, with the candidates for Executive Director being elected first.
3. Voting shall be conducted by secret ballot unless a unanimous decision is made by the membership to vote by show of hands.
4. Members in good standing, with paid-up fees, are eligible to vote.
5. The candidate receiving the majority of votes shall be elected to the position. In the event of a tie, a runoff election shall be held immediately.

3. Term of Office

1. All positions on the Board of Directors shall be elected for a term of three years.
2. Board members may be re-elected for consecutive terms.
3. In the event of a vacancy, the Board of Directors shall appoint an interim officer to serve until the next Annual General Meeting.

Article 6.1 – Board of Directors

1. The Board of Directors shall consist of seven Directors, including, President, Vice President, Secretary, Treasurer, and two additional Directors excluding the Executive Director.
2. The Board shall provide oversight and guidance to ensure the Forum operates effectively and efficiently.
3. Directors shall be elected by the members at the General Meeting for a three-year term, renewable by consensus.
4. The Past President shall serve in an advisory capacity to the Board.
5. The Board shall meet at least four times a year, with additional meetings convened as necessary.
6. The Board of Directors shall have the authority to establish committees and subcommittees to address specific needs, projects, or tasks that align with the objectives of the OSF.
7. The President, in consultation with the Executive Director, shall appoint chairperson and members to serve on committees and subcommittees.
8. All Board members shall sign a financial integrity and conflict-of-interest declaration before assuming or continuing their term.

Article 6.2 Board Composition for Chapter Representation

6.2.a: The Board of Directors shall consist of:

- Founding Chapter Directors (as currently specified).
- Up to one Director from each officially recognized satellite chapter.

6.2.b: Eligibility criteria for candidates from any chapter:

- Must be a member in good standing of an officially recognized OSF chapter for at least
12 months.
- Must demonstrate prior active leadership, volunteering, or committee participation in

that chapter.

- Must commit to attend (in person or virtually) at least 75% of Board meetings annually.

6.2.c: Each chapter may nominate one candidate to stand for election or appointment to

the Board during the annual nomination period. Chapter nominees shall be vetted through the OSF's centralized nomination committee.

6.2.d Chapters and chapter leadership (e.g., Coordinators, Executives) do not automatically

receive Board seats unless their candidate is elected or appointed per 6.2.e and standard OSF election procedures.

6.2.f: Term of service for chapter-representative Directors shall align with Board terms (e.g.,

three years, with eligibility for renewal as per existing policies).

6.2.g: The Board must always maintain a majority of Directors from the Founding

Chapter to ensure governance continuity and institutional knowledge, regardless of chapter representation.

Article 6.3 Attendance of Non-Board Members

6.3.a: Regular meetings of the Board of Directors shall normally be limited to Board members and Officers of the Forum.

6.3.b: The Board may, by resolution, invite non-Board individuals (such as volunteers, staff,

advisors, or partner representatives) to attend a portion of the meeting to provide information, consultation, or presentations.

6.3.c: Non-Board attendees may participate only in discussion and shall have no

voting rights.

6.3.d: The Chair may exclude non-Board attendees from parts of the meeting involving confidential discussions (e.g., personnel, legal, financial or sensitive matters).

6.3.e: Non-Board attendees may be required to sign a confidentiality agreement as deemed necessary by the Board.

6.3.f: Attendance by non-Board individuals shall be recorded in meeting minutes, along

with the purpose and the agenda items for which they were invited.

Article 7 – Signing Authority

1. The Executive Director, President and Secretary shall have signing authority for official documents.
2. The Treasurer, along with the Executive Director, President, Vice-President or Secretary, shall have signing authority for financial matters.

Article 8– Governance and Management

Governance and Management of the Forum shall be vested with the office bearers in collaboration with other directors of the Board, who shall have full powers and authority to:

1. Manage the business, property, assets and day-to-day affairs of the Forum: Shall oversee all operational aspects of the Forum, ensuring that its activities align with the organization's mission and objectives.
2. Establish all major administrative policies governing the affairs of the Forum: The Board shall formulate, approve, and implement comprehensive policies that regulate the Forum's operations, ensuring compliance with relevant laws and regulations.
3. Authorize agreements, proposals, and contracts; and adopt fiscal policies and budgets: shall have the authority to enter into legal agreements, approve proposals, and contracts that advance the Forum's objectives.
4. Plan and produce programs and events for the welfare of the seniors and the community: Shall develop, approve, and oversee the execution of programs,

workshops, and events that enhance the quality of life for seniors and foster community engagement.

5. Review all proposals, grants, and contracts for the Forum: Shall evaluate and approve proposals, grant applications, and contracts submitted by members, partners, or third parties.
6. Approve appointments and/or call for voting to fill all positions in offices: Shall have the authority to appoint or call for elections to fill vacant positions within the Forum's leadership and committees.
7. Create and dissolve committees to carry out the purposes of the Forum: Shall establish committees and subcommittees to address specific projects, initiatives, or operational needs of the Forum. Each committee shall consist of no less than three and no more than seven members. The Board may dissolve any committee upon completion of its objectives or if it is deemed no longer necessary.
8. Authorize meetings and designate the date, time, and place of the Annual General Meeting of the membership: Shall be responsible for setting the schedule and logistics of the Annual General Meeting (AGM), ensuring it is accessible to all members and conducted in accordance with the bylaws.
9. Create funds and fiscal plans that will support and sustain the Forum's short and long-term strategic plans and goals: Shall develop and approve financial strategies and fundraising initiatives that ensure the sustainability and growth of the Forum.
10. Hire personnel and establish such personnel rules and policies as may be required for the successful administration of the Forum: Shall be responsible for the recruitment, hiring, and management of staff, contractors, and volunteers.
11. Review and maintain reports, records and minutes of the meetings: Shall maintain minutes from meetings, reports from committees, and other documentation to ensure availability of accurate and complete records of the Forum all the time.
12. Ensure professional development and enhance the public image of the Forum: Shall actively promote the Forum's reputation and standing within the community.
13. Perform any other tasks as may be necessary to carry out the responsibilities and duties imposed by these Bylaws: Shall have the flexibility to undertake any additional actions required to fulfill its governance responsibilities, ensuring the effective and efficient operation of the Forum.

Article 8.1 – Conflict of Interest and Ethics

8.1.1 Directors, Officers, members of Regional Chapter Boards, committee members, staff and any other person acting in a position of trust or decision-making authority for OSF shall comply with the **OSF Conflict of Interest Policy**, as approved and amended from time to time by the Board of Directors.

8.1.2 Any person having an actual, potential or perceived conflict of interest in a matter before OSF shall disclose the conflict promptly and shall refrain from participating in discussion, decision-making or voting on the matter where required by the Conflict of Interest Policy or applicable law.

8.1.3 Required conflict-of-interest disclosures and recusals shall be appropriately documented in the records or minutes of the relevant meeting.

8.1.4 All persons subject to this Article shall uphold OSF's non-political, non-religious, non-ethnic and non-gender-biased principles and shall act in the best interests of OSF when carrying out their OSF responsibilities.

Article 9 – Disciplinary Action and Removal of Members

Section 1 – Standards of Conduct

Every member, Director, Officer, Regional Chapter Board member and committee member shall comply with these Bylaws, the **Code of Conduct for Members**, and all other applicable policies duly approved by the Board of Directors.

Section 2 – Complaints and Resolution

Complaints concerning the conduct of a member or other person subject to OSF governance shall be received, reviewed and resolved in accordance with the **OSF Complaint Resolution Policy**, as approved and amended from time to time by the Board of Directors. The process shall provide appropriate procedural fairness, confidentiality, impartiality and an opportunity for the person concerned to respond.

Section 3 – Disciplinary Action

Where a complaint or other review establishes a breach of these Bylaws, the Code of

Conduct for Members or another applicable OSF policy, appropriate action may include counselling or corrective direction, a written warning, suspension of privileges, removal from a leadership or committee position, suspension or termination of membership, or such other reasonable action as may be authorized under these Bylaws and applicable policy.

Section 4 – Decision-Making Authority

Any suspension or termination of membership, or removal from an elected or appointed position, shall be decided by the Board of Directors where required by these Bylaws or applicable law. No person having a conflict of interest or material involvement in the complaint shall participate in the final decision.

Section 5 – Review or Appeal

A person affected by a disciplinary decision shall have any right of review or appeal provided under the Complaint Resolution Policy or these Bylaws.

Section 6 – Confidentiality and Records

Complaints and disciplinary matters shall be handled with appropriate confidentiality. Records shall be maintained in accordance with OSF's applicable record-retention and privacy requirements.

Section 7: Initiation of Disciplinary Action

Disciplinary action may be initiated by the following:

- A written complaint submitted by at least five ordinary members of the Forum.
- A written complaint submitted by at least two members of the Board of Directors.
- A formal investigation initiated by the Executive Director, or the President based on credible information or evidence.

Section 8: Investigation and Hearing Process

A Disciplinary Committee shall be formed under the chairmanship of the Executive Director. This committee shall consist of at least three members of the BOD who are not directly involved in the matter.

- Upon receipt of a complaint, the Disciplinary Committee shall conduct a preliminary review to determine if the complaint has merit.
- If the complaint is found to have merit, the Disciplinary Committee shall conduct a thorough investigation, including gathering evidence and interviewing the concerned parties.
- The member in question shall be given a written notice of the complaint and the opportunity to respond to the allegations in a formal hearing.
- The Disciplinary Committee shall review all findings and make a recommendation to the BOD for final action.

Section 9: Disciplinary Actions

Based on the findings of the investigation, the BOD may take one or more of the following actions:

- Issue a written warning to the member.
- Suspend the member's privileges and participation in the Forum for a specified period.
- Remove the member from any leadership or committee positions.
- Terminate the member's membership in the Forum.
- Any other action deemed appropriate by the BOD to address the issue.

Section 10: Appeal Process

- A member who is subject to disciplinary action, including removal, may appeal the decision within 30 days of receiving the disciplinary notice.
- The appeal must be submitted in writing to the Board of Directors, stating the grounds for the appeal.
- The Board of Directors, excluding those members who were involved in the original investigation, shall review the appeal.

- The Board of Directors shall issue a final decision within 30 days, which shall be binding and final.

Section 11: Confidentiality and Fairness

- All disciplinary proceedings shall be conducted with the utmost confidentiality to protect the privacy of all parties involved.
- The Forum shall ensure that all investigations and hearings are conducted impartially and fairly, respecting the rights of the member in question

Article 9.1: Suspension and Dissolution of a Chapter

9.1.1 A Chapter may be suspended or dissolved by the Board if:

- It remains inactive (no meetings, programs, or communications) for 6 months;
- It fails to comply with reporting or financial obligations;
- Its activities damage OSF's integrity or public standing.

Article 9.2: Financial Oversight"

- 9.2.1 The OSF shall maintain an annual operating budget, approved by the Board at the beginning of each fiscal year.
- 9.2.2 All expenses exceeding \$500 shall require approval from both the Treasurer and the President or Vice President, with supporting documentation filed for audit.
- 9.2.3 An independent financial review or audit shall be conducted biennially by a third-party accountant not affiliated with any OSF officer or Board member. The audit report shall be shared with members at the AGM.

· 9.2.4 Any financial irregularity, misuse of funds, or failure to submit financial records

within the designated period shall be reported to the Board for appropriate action and

be investigated by a Financial Oversight Subcommittee.

· 9.2.5 All chapters shall adhere to OSF financial standards, including dual signatories,

quarterly reporting, and audit thresholds. Failure to comply may result in suspension of

funding or chapter privileges.

Article 10 – Board of Directors Meeting

1. The meetings of the Board of Directors shall be open to Members: Members wishing to bring any item for discussion at a meeting must submit such a request to the Secretary at least seven (7) days in advance to ensure a slot on the upcoming meeting's agenda.
2. The meetings of the Board of Directors may be held at least four times per calendar year: Notice of these meetings shall be sent to all members of the Board of Directors by telephone call, message or any other means of electronic media no less than three (3) days prior to the meeting date.
3. Special meetings of the Board of Directors shall be called by or at the request of the President or executive director and/or any five members of the Board of Directors: These meetings may be convened to address urgent matters or specific issues that require immediate attention outside the regular meeting schedule.
4. A quorum for the Board of Directors meeting shall consist of at least a simple majority (51%) of the current directors in good standing of the membership: If a lesser number is present, the meeting may be adjourned to a later date without notice until a quorum is achieved.
5. A simple majority vote of the Board of Directors members in good standing of the membership present at the meeting shall decide the issue unless otherwise specified in these bylaws: This rule ensures that decisions made by the Board reflect the majority opinion of its members.

Article 10.1: Record Keeping and Transparency

10.1.1 All financial and administrative records of the OSF and its chapters shall be retained for a minimum of 7 years and made available to members or auditors upon written request, subject to Board approval.

Article 11 – Annual General Meeting (AGM)

The Annual General Meeting (AGM) shall serve as the primary forum for the Forum's membership to engage directly with the leadership, review the organization's progress, and participate in key decision-making processes. The AGM is a cornerstone of the Forum's democratic governance, ensuring transparency, accountability, and active member involvement.

1. The Board of Directors shall present comprehensive reports on the activities, achievements, and challenges of the Forum over the past year. This includes the President's report, the financial report by the Treasurer, committee reports (if any), and any other relevant updates.
2. Members shall review and approve the financial statements of the Forum for the preceding fiscal year. This includes the audit report (if applicable), balance sheet, income statement, and any other financial disclosures.
3. The AGM shall serve as the platform for the election of new members to the Board of Directors. Members shall have the right to nominate, second, and vote for candidates to fill any vacant or expiring positions on the Board.
4. Any proposed amendments to the Bylaws shall be discussed and voted upon during the AGM. A two-thirds majority of the members present at the meeting is required for the adoption of any amendments.
5. Members may submit resolutions or proposals for discussion and vote at the AGM. Such submissions must be made in writing to the Secretary at least ten (10) days prior to the AGM. These resolutions can address a wide range of topics, from operational changes to policy suggestions.
6. The AGM shall provide an open forum where members can voice concerns, ask questions, and offer suggestions directly to the Board of Directors. This

segment of the meeting fosters open communication and helps the Board address the needs and expectations of the membership.

7. A quorum for the Annual General Meeting shall consist of twenty percent (20%) of the total members in good standing as of the date established for determining eligibility to attend and vote at the AGM. No business requiring a vote of the members shall be transacted unless quorum is present at the commencement of the meeting. Decisions shall be made by a simple majority of the votes cast by members entitled to vote and present at the meeting, unless otherwise required by these Bylaws or applicable law..
8. Notice of the AGM, including the date, time, place, and agenda, shall be sent to all members no less than fifteen (15) days prior to the meeting. The agenda shall outline all major topics to be covered, including elections, financial reports, proposed amendments, and any member-submitted resolutions.
9. The Secretary shall keep accurate minutes of the AGM, including records of all discussions, votes, and decisions made. These minutes shall be made available to all members within reasonable time frame after the meeting and shall be subject to approval at the next AGM.

Article 12 – Amendments in Bylaws

1. The Board of Directors shall review the Bylaws from time to time to ensure changes do not need to be made.
2. The Bylaws shall only be amended with a two-thirds majority of the Board of Directors.
3. Motions for amendment must be in writing, seconded, and signed, and handed to the Board of Directors or administration at least 10 days prior to the meeting.
4. The Secretary shall send, with the consent of the Board of Directors and/or President, the suggested amendment(s) out with the regular agenda announcements, at least three days prior to the time of the Meeting.