

OSPA Charter and Bylaws

Bylaws of the Operations Security Professional Association (OSPA)

Final Revision: 15/12/2009

ARTICLE I

Name

The name of this organization shall be the **Operations Security Professional Association**, hereafter referred to as **OSPA**.

ARTICLE II

Purpose and Objectives

OSPA is a not-for-profit professional organization (#800132682) dedicated to the development of the Operations Security (OPSEC) discipline. Its purpose is to foster collaboration to advance the tradecraft of OPSEC, while simultaneously advocating the profession within the private and public sectors. Education, sharing of best business practices, and providing subject matter assistance are the pillars of **OSPA**. The purpose for membership in this organization is to create a synergism within the OPSEC profession under the leadership and guidance of its Board of Directors, advisors, and Subject Matter Experts (SMEs).

ARTICLE III

Membership

OSPA has 2 classifications of members:

- A. Regular Members** will have full access to all resources available from **OSPA**, be part of the membership directory, have voting privileges, may hold offices within **OSPA**, and can vote for the officers and issues put to the membership.
- B. Lifetime Members** are Security professionals who have been Regular Members for 10 consecutive years and made outstanding contributions to the field of OPSEC. Members will be invited on an individual basis at the discretion of the current Board of Directors to become lifetime members of OSPA. Terms of the lifetime membership are specific to each invitee and will be defined by the Board of Directors in conjunction with the membership committee so that there is a reward for the lifetime member that will not impose a financial burden on OSPA.

Members will be expected to comply with the BYLAWS as outlined by **OSPA**. Failure to abide by these rules will result in termination of membership without refund.

C. Eligibility

Membership is open to all men and women over the age of 18 with an interest in OPSEC provided they meet the following criteria:

- 1) Do not have a criminal conviction or disciplinary judgment against them for matters that do not reflect a high standard of professional character. These include treason, espionage, violent crimes, fraud, embezzlement, revocation of a security clearance for misconduct, or ethical violations against charters to which they had agreed to adhere.

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- 2) Are not members of a government, organization, or entity that is under sanction by the UN Security Council and its related bodies
- 3) Are not members of or affiliated with organizations, groups, or entities that are considered to be criminal by the UN and / or NATO
- 4) Have not been expelled or sanctioned by professional bodies and / or organizations affiliated with OSPA.
- 5) Are not involved in organizations, entities, groups, or actions that undermine the principles and objectives of OSPA
- 6) Are not involved in or part of any entity that is currently under review or otherwise involved in any active case related to the above criteria that is currently under adjudication at the time of application
- 7) Are in a personal and professional position to make the commitment to adhere to OSPA bylaws and code of conduct

D. In the event that there is a dispute or uncertainty as to any of these criteria prospective members must notify OSPA of the potential concerns in their application. Failure to do so is automatic grounds for refusal, and revocation of membership without refund in the event the membership is processed. Each case will be reviewed by the **BOD** during regular meetings. A majority vote will decide eligibility. Applicants may not appeal the decision or reapply unless there has been a material change in the circumstance that made them ineligible (e.g. overturned conviction, lifting of sanctions).

E. Should an active member find themselves in a position where they are no longer eligible under the above criteria, membership will be suspended or cancelled at the discretion of the **BOD**. A change to the material circumstances of eligibility (e.g. overturned conviction, lifting of sanctions) may lead to reinstatement at the discretion of the **BOD**. Former members may apply for this review with the **BOD** provided the former member provides evidence of this material change. Such petitions will be filed with the membership committee.

F. Dues

Regular Member: \$60 USD per year

Dues are payable annually and are due no later than the last day of the month for the membership anniversary. Members who are in arrears for more than 60-days will have their membership terminated. The Membership Chair will advise the **BOD** and the Secretary will issue an official notice by e-mail or letter. Membership can only be reinstated if/when all dues are paid up-to-date.

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ARTICLE V

Board of Directors

- A.** OSPA's day-to-day administration, oversight, strategic planning, and liaison with other professional bodies will be managed solely by the Board of Directors (hereafter referred to as the **BOD**). This group speaks on behalf of the **OSPA** and makes decisions about its activities, positions, and affairs. No other members may act in an official capacity unless they are member of the **BOD** or a committee appointed by the **BOD** and recorded with the secretary to perform an official function.
- B.** The Board of Directors will consist of 7 Designated Positions of Responsibility with voting rights (noted below) and a Senior Advisor and two Chairpersons, who are Regular Members in good standing with **OSPA**.
- C.** Members of the **BOD** will be elected by a majority of the voting membership. No member may serve more than two 2-year terms. If there is a lack of eligible candidates, terms may be lengthened by the **BOD**; or, the **BOD** may appoint members to fill a vacant **BOD** position or a pending vacancy. Such vacancies should only be filled by appointment for 1 year, at which time the position should be filled by election. To preserve the rule that no more than 4 positions turnover in any given year, if necessary an elected position may be extended 1 additional year. Only as an absolute last resort should an appointment last two years. At the maximum no **BOD** member should serve more than 5 consecutive years before standing down for at least one year. A member may return to a previously held **BOD** position after a one year hiatus.
- D.** Any **BOD** member who cannot fulfil his/her elected term or can no longer perform the duties and responsibilities of the position can submit a written request to resign that position. Any **BOD** member who fails to notify the **BOD** or who is not in good standing with **OSPA** will have his position vacated on direction of the President, **OSPA**. The **BOD** will be responsible to appoint a replacement. This action will be made in writing and will become a matter of record to be maintained by the Secretary, **OSPA**.
- E.** Delegates at large will be appointed by the **BOD**.
- F. Duties and Responsibilities**
- **1. President:**
- As the Executive Officer of **OSPA**, the President is responsible for the general supervision, direction and control of **OSPA** affairs and operations.
 - Preside over all meetings and interactions of the **BOD**.
 - Provide final approval for all financial and contractual obligations entered into by **OSPA**.
 - Appoint a **BOD** member to oversee activities of approved committees.
 - Issue Certificates of Recognition and Appreciation.
 - Perform all duties as detailed in the other articles of these **BYLAWS**.

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- 2. **Executive Vice President:**
 - Act in the absence of the President.
 - Perform other duties as directed by the President.
 - Act as primary liaison for all official functions sponsored by or supported by **OSPA**.
 - Report issues of concern to the **BOD**.
 - Perform all duties as detailed in the other articles of these **BYLAWS**.

- 3. **Vice President:**
 - Act in the absence of the Executive Vice President and/or President.
 - Perform other duties as directed by the President.
 - Act as assistant liaison for all official functions sponsored by or supported by **OSPA**.
 - Report issues of concern to the **BOD**.
 - Perform all duties as detailed in the other articles of these **BYLAWS**.

- 4. **Secretary:**
 - Maintain all official records of **OSPA**.
 - Coordinate member requests for information.
 - Update these **BYLAWS** as approved by the **BOD** and general membership, and post updates to the **OSPA** Web Site.
 - Prepare all official **OSPA** correspondence.
 - Prepare ballots for annual elections and proposals required to decide **OSPA** issues and disseminate them to the Regular Membership within the time frames specified by Article IV.
 - Tally vote results from annual elections and other balloting, coordinate confirmation of vote counts with a designated **BOD** member, and post these results to the **OSPA** web site.
 - Perform all duties as detailed in the other articles of these **BYLAWS**.

- 5. **Treasurer:**
 - Maintain all accounting records for **OSPA**.
 - Collect all membership dues and other monies due to **OSPA**.
 - Keep accurate records of receipts, expenditures and deposits.
 - Prepare all checks or money transfers for approval by the President.
 - Advise the **BOD** of current account status, financial obligations, projected income, projected outlays and proposed budget for the next calendar year.
 - Ensure records are available for inspection or audit.
 - Perform all duties as detailed in the other articles of these **BYLAWS**.

- 6. **Membership Chair:**
 - Maintain an accurate status of current **OSPA**.
 - Review and approve membership applications and provide membership packets to new members.
 - Develop incentives for recruiting new members.

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- Act as an **OSPA** Point-of-Contact (POC) for inquiries regarding OSPA memberships.
- Issue membership renewal notices (either by e-mail or written notice) NLT 60-days prior to a membership anniversary and coordinate with the treasurer for depositing and recording payments.
- Promote membership activities internally and externally
- Solicit members for feedback to improve OSPA and its value to prospective members
- Lead the membership committee

➤ 7. **OPSEC Academy Director:**

- Acquire, develop and post curriculum that will be of benefit to professional development of the OSPA membership.
- Identify and post training opportunities for **OSPA** members.
- Assist Regular Members with obtaining professional certifications.

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The following positions/councils act in an advisory capacity to assist **OSPA** with furthering its goals and continuing development. Appointment to these positions will be by majority vote of the **BOD**:

➤ **Senior Advisor:**

- Advise the **BOD** of matters of interest to **OSPA**.
- Act as liaison with other professional organizations.
- Act as an **OSPA** Point-of-Contact (POC) for conferences and professional events for which **OSPSA** has an interest.
- Conduct research into products and services that may be of interest to the general membership.

Where possible this positions should be filled by the past president of OSPA

➤ **International Relations Chair:**

- Advise the **BOD** of matters of interest to **OSPA**.
- Act as an **OSPA** Point-of-Contact (POC) for international inquiries regarding OSPA memberships.
- Act as an **OSPA** Point-of-Contact (POC) for cohort international organizations and international events for which **OSPA** has an interest.

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➤ **OSPA Advisory Council:**

The Advisory Council is composed of senior OPSEC professionals who are members in good standing and who wish to act in a voluntary capacity to guide the **OSPA** in its continuing development and the promotion of the OPSEC profession. Advisory positions are just that; this is informal council that is internally available for OSPA.

Recommendations or opinions are not binding or reflective of official OSPA positions. This affords advisors with independence in their contributions while not obligating OSPA as it explores matters.

G. BOD Meetings

Meetings of the **BOD** will be as directed by the President (or, in his absence, the senior **BOD** member with that authority, Art V) to periodically review OSPA operations, to conduct an internal vote on proposals, or to discuss any issue of immediate concern. These meetings will be via collaboration at <http://www.opsecprofessionals.org/teams>, other on-line chat service, or via e-mail exchange when **BOD** members cannot be present.

For most matters, the **BOD** will conduct an internal vote with a simple majority being the criteria for a binding decision. Such votes will be by ballot, whose results will be overseen and certified by the Secretary and a designated **BOD** member.

ARTICLE VI **Elections**

- A. Elections will be held the first full week of February each calendar year. The campaigning period will begin after the first non-holiday weekend in January giving candidates a full 3 to 4 weeks to promote their candidacy. During the election week all regular members will have the opportunity to vote for candidates on the members only portion of the OSPA web portal. Results will be tabulated and certified by the sitting **BOD** in conjunction with the membership committee the second full week of February with the official announcements being made to the membership on the Monday of the 3rd full week of February.
- B. The current secretary is responsible for the distribution, collection, counting, and certification of all ballots and the election process. Each year the secretary will select 2 members in good standing, with the approval of the current **BOD** to oversee the process for impartial review. A combination of paper ballots and electronic ballots may be used at the discretion of the secretary. Wherever possible the focus should be on electronic ballots (e.g. email with digital signature) for ease, flexibility, and accountability. As such this is not a secret ballot process, however, the voting record will only be known by the Secretary and 2 general members involved in the process. In the event of discrepancies or disputes then the Secretary and 2 general members will work to resolve the issues. If necessary they

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may bring this to the full **BOD** for resolution. However, the voting member involved in the matter will be informed of this step prior.

- C. In each year no more than 4 of the 7 **BOD** positions may be replaced during the elections process. If additional vacancies occur they will be replaced by appointment for an offset term that will preserve the 4 position rule, though not to exceed 2 full years.
- D. The transfer of responsibilities will officially take place at the OSPA event that coincides with the U.S. National OPSEC convention that year. This allows the sitting board to see through commitments to the central OPSEC event in the community while affording time for new members to become acquainted with the current state of affairs. Incumbent board members will participate on the **BOD** in an advisory but non-voting capacity from the 3rd full week of February until the National OPSEC Conference.
- E. Exact titles and positions within the **BOD** will be elected from within the **BOD** by open vote. They will consist of the following positions:
 - President
 - Executive Vice-President
 - Vice President
 - Secretary
 - Treasurer
 - Membership Chair
 - OPSEC Academy Director
- F. At any point the **BOD** through a majority consent can reassign positions within the **BOD**. This is to accommodate changes in OPSA's needs in addition to personal considerations of the **BOD** members. There will be times when work and personal obligations will require a sitting **BOD** member to scale back their involvement in OSPA governance.
- G. **BOD** members are expected to make all due efforts to be active in OSPA matters and governance. Should any sitting member be required to stand down participation on the **BOD** for greater than 1 month then they must notify the rest of the Board in writing. In the even that the absence will be 6 months or less, with the consent of the rest of the Board the member may be placed on a leave of absence during that period and they must take one of the two member at large positions. They cannot hold a titled office while on leave. If the **BOD** member must stand down for more than 6 months then they must resign and have their position replaced by **BOD** appointment until the next available election time.
- H. Should a **BOD** member become inactive without notice for 1-3 months, then the **BOD** may take action at 3 months. With the consent of the majority of voting **BOD** members the absent member can be forced to resign their position, having it

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replaced by **BOD** appointment. After 6 full months of absence the **BOD** member will have implicitly resigned their post and the **BOD** will replace the position by appointment. Should a **BOD** member have two 3 month absences in any given term without notice then this will also constitute an implicit resignation, and their position being replaced by **BOD** appointment. **BOD** members who implicitly resign are automatically barred from running in any election for 2 full terms after their original term would have ended. Anyone who has received two implicit resignations will be barred from holding any further **BOD** positions.

ARTICLE VII

Finances

- A.** **OSPA** will maintain a bank account with a financial institution under the provisions of a corporate, non-profit entity (#800132682) in the name of **OSPA**. The President, Executive Vice President, Vice President, and Treasurer will have named access to the account. Accesses to this account will be changed immediately upon any change of personnel in those positions (e.g., resignation, new elections, etc). No withdrawal may be made without two signatures from amongst the 4 persons with named access.
- B.** **OSPA**'s finances are managed by the **OSPA** Treasurer. The Treasurer is responsible for maintaining **OSPA** bank accounts in good standing and for advising the **BOD** of:
- Current account balances
 - Active liabilities
 - Summary of financial activity and expenditures over the previous quarter.
 - Summary of monthly operating expenses.
 - Annual revenue projections for the year ahead: broken down by membership renewals and new membership activations
 - On-going overhead expenditures for the coming year (e.g. website domain registration and hosting)
 - Proposed and projected financial expenditures for the year ahead
 - Projected balance for the new fiscal year
- C.** Only the President, Executive Vice President, or Vice President, in coordination with the Treasurer, may authorize payments of contracts and billings. All transactions must be fully documented and be pre-authorized by a majority of the **BOD**. In an emergency, an expenditure of up to \$1500 may be authorized by the President along with the written support of 2 other **BOD** members, providing that it is supported by documentation that can be approved by the **BOD** at the next available opportunity.
- D.** An annual financial report will be provided to the membership within 30-days after the end of each calendar year. The **BOD** is also expected to advise the membership of the budget proposed for the following calendar year; and, if they

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foresee any budget shortfalls, propose a plan or method to recoup any such shortage.

- E. Members may request to view the current status of **OSPA** accounts at any time. They will be provided with the latest statement that was made available to the **BOD**. If questions or concerns still remain then the treasurer will work to provide clarity on the current status in a timely manner, based on the current **OSPA** capacity and priorities.

ARTICLE VIII

Committees

- A. **OSPA** may, from time to time, rely on committees to manage projects and events. Committees provide additional capacity, expertise, skills, and manpower and expand the capability of the **BOD**. A committee proposal, in which the terms, responsibilities, expectations, and duration are clearly defined, will be submitted to the **BOD** for approval before the committee is activated. Approved proposals will become a matter of record with the **OSPA** Secretary. The committees, along with member names, and duties and responsibilities, will be listed on the **OSPA** Web Site during its term.
- B. A **BOD** member will be appointed to chair the committee and report its progress to the **BOD**. Committees will be responsible fulfil all duties and responsibilities as set forth in the proposal approved by the **BOD**. Committees may negotiate rates, terms, and other aspects of contracts on **OSPA**'s behalf provided that such responsibilities are part of the committee's written charter; however, they must be approved by the full **BOD** and only the President or in his/her absence, the Executive Vice President, with the signatures of two other **BOD** members may actually sign, endorse, or enter into a contractual obligation on behalf of **OSPA**.

ARTICLE IX

Sponsorship

- A. **OSPA** may also consider offers for corporate sponsorship as long as it does not jeopardize **OSPA**'s non-profit status, does not connote endorsement of that organization's services or products, and does not incur financial obligations that have not been specifically authorised by the **BOD** ahead of time. Such sponsorship will be reviewed on a case by case basis by the **BOD**. Allocation of corporate memberships may be granted with the sponsorship, however the cost of each membership (\$60) must be deducted from the available funds provided by the sponsor to cover **OSPA** operating costs. Memberships will not be provided for free to protect **OSPA** from financial burdens.
- B. Organisations may provide a blanket sponsorship of any amount over \$100 to promote the overall growth and general activities of **OSPA** or they may provide specific funding for a specific purpose (e.g. free **OSPA** merchandise for

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conferences, hosting receptions, development of a specific OPSEC module by the OSPEC Academy, etc.). Funding arrangements will span the life of the project for specific donations. General donations are only for the financial year of the donation. Either can be renewed at any time at the joint agreement of the sponsor and the **BOD**.

- C. Any member may suggest or make organisations aware that OSPA does have a sponsorship program. However, only **BOD** members and regular members who have been specifically authorised in writing (kept on record with the secretary) may actually discuss specifics, make proposals, or evaluate proposals for sponsorship. No one else has the authority to enter into any discussions for sponsorship of OSPA.

D. Individual / Family Donations

OSPA does accept donations from individuals and families provided the donations are in the interest of OSPA, further the development of OPSEC, and do not include any considerations that violate OSPA's non-profit status, bylaws, or raise ethical concerns. Donations proposals will be reviewed by the **BOD** and decided by internal vote. Recognition of such donations will be handled by the **BOD**. As with corporate sponsorships, there are no free memberships per say. Membership fees may be deduced from the donation to provide the contributor membership. As with sponsorships, any member may make potential donors aware of the program but only **BOD** members and persons specifically authorised in writing (kept on record with the secretary) may actually discuss specifics, make proposals, or evaluate proposals for donations. No one else has the authority to enter into any discussions for donations to OSPA.

ARTICLE X

Certificates of Recognition and Appreciation

From time to time **OSPA** may recognize an organization, corporation or individual for contributions to the OPSEC profession. Such endorsements recognise specific excellence and contributions and will be published on the **OSPA** web site.

- **Organizational and Corporate Accomplishments** – **OSPA** may also recognize organizations and commercial entities which help to further the OPSEC profession. Such recognition will be in the form of an official **OSPA** Certificate signed by the President and co-signed by the Executive Vice President.
- **Individual Accomplishments** – **OSPA** may recognize specific individuals for outstanding accomplishments in the field of OPSEC. Such recognition will be in the form of an official **OSPA** Certificate signed by the President and co-signed by the Executive Vice President; or, in the case of especially outstanding accomplishment, a plaque may be issued to the awardee.

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Unless specifically sponsored by **OSPA**, **OSPA** does not endorse commercial events, speakers or their agendas. **OSPA** may occasionally recommend, but not endorse, qualified products and services that are freely available to **OSPA** members.

ARTICLE XI

Code of Ethics Conditions

All **OSPA** members are expected to abide by the association's code of ethics in all their affairs. In the event that a member appears to have violated the code of ethics or other **OSPA** bylaws the Board of Directors will meet in conjunction with the membership committee to review the matter.

- A review will be triggered when a legal charge or judgment is made against an **OSPA** member and / or a formal complaint is lodged by an **OSPA** member with the support of at least 2 additional members
- A review may also be triggered by a formal complaint by any **OSPA BOD** member who believes a violation has been committed by an **OSPA** member. In this case the **BOD** member requesting the review cannot participate in the panel or decisions in the matter.
- The **BOD** will convene a panel to review and render judgment in each matter; the panel will consist of an odd number of **BOD** members not less than 3 persons. The Membership committee will act in support to conduct research and evaluate all evidentiary materials provided. The committee members involved may express their opinions and analysis to the panel but they will not be involved in making the formal judgements
- The **OSPA** member under review may submit material in support of their case through the membership committee and may make a written statement in their defense. Additionally the review panel may make provisions to interview the alleged violator directly or have them make a verbal statement. However, that is at the discretion of the panel and not required in the process.
- Similarly the review panel may interview the member registering the complaint and the supporters, but that is at the discretion of the panel
- The review panel will consider all the evidence and circumstances available to them in the matter and render their judgments as they deem appropriate within the professional standards and interests of **OSPA**
- The review panel can refuse the complaint if the evidence does not support the allegations
- In the event that the evidence does support the complaint of a violation, the review panel may make the following decisions: the alleged violator may be placed on probation for a period of 5 years during which any further unethical behaviour will result in an automatic cancellation of membership without refund, the alleged violator may have their membership suspended for a period of 1 to 2 years after which if there are no further concerns membership may be reinstated to the conclusion of its full term, or membership may be revoked without refund
- At the discretion of the **BOD**, certain cases will incur a lifetime ban from **OSPA**
- Any member who has had their membership revoked or cancelled is considered ineligible for future membership. After 5 years the former member may reapply for new membership to the **BOD**. The **BOD** will make the sole determination if

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membership may again be extended to the former member at their discretion. If the BOD does not vote in favour of allowing the new membership then the former member is considered permanently ineligible for membership.

- If a BOD member, advisory committee member, member of any OSPA committee, or any member involved in officially representing OSPA is the subject of an ethics violation complaint then they will be placed on a leave of absence while the matter is reviewed. During this time the person may not represent OSPA nor use the resources of the office they hold. At the conclusion of the review the person may be reinstated if the complaint is not supported by the evidence. If there is a finding against the person they must immediately resign the position within OSPA in conjunction with the findings of the review panel.
- Members running for election to an OSPA post may not be involved in the filing of an ethics complaint during the election process
- Members filing successive unsupported claims of ethics violations may have their membership status reviewed by the panel to prevent misuse of the complaints process.
- Review findings that result in probation, suspension, or cancellation of membership will be published in closed forum to the OSPA membership. This will include the name of the member who has been disciplined, the nature of the complaint, and the official finding of the review panel.

ARTICLE XII

Foreign Contact

- A. OSPA is an international organisation dedicated to the development of OPSEC worldwide. This will include peer based networking and the exchange of unclassified tradecraft. However, many of the members will have security clearance provisions and other considerations that will limit their ability to interact with members of other nationalities. To support these legitimate security concerns OSPA bylaws prescribe a code of ethics (**Article XVI**) for members who are networking internationally.
- B. Members should identify their nationality when contacting other OSPA members via the directories or other OSPA resources. It is expected that each member uses good judgment when discussing OPSEC matter and tradecraft. This includes respecting the security considerations of their position and the current state of international affairs. Furthermore the first contact should be in the form of an invitation to talk with specific details on the nature of the proposed conversation. The recipient of the request should politely decline the conversation if it is not appropriate for them given their security considerations. Requesting members are expected to respect this response and make no further attempts at contact with the recipient.
- C. In the event that the recipient does not feel it is appropriate for them to respond directly to the request due to security considerations, then they should contact the

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international representatives on the BOD. The international representatives will then communicate the polite decline to the requesting member as a means for all parties to respect their professional and security standards. OSPA may opt to include a contact terms guide within the membership directory for each member if the issue of foreign contacts becomes a concern for the membership at large.

- D. OSPA membership and resources may not be used for the purposes of elicitation or information gathering beyond the fair terms of unclassified information exchange. Attempts to procure classified or inappropriate materials via OSPA networking is considered an ethics violation and will be dealt with as such. Similarly repeated contact attempts to persons or organizations who have already refused contact will be considered an unethical act as it does not respect the security considerations of other members.

ARTICLE XIII

Copyright and Fair Use of OSPA Materials

Materials shared by and through OSPA are copyrighted material and may only be used in the manners specified.

A. Openly Shared Material

Material which is openly shared on the public OSPA website may be used in the following manner. It may be used for professional training and development provided that due credit is given to both OSPA and the author(s) within the reproduced material. Such material may only be used in a not for profit manner. No person, organisation, or entity may use any material for commercial purposes without the express written permission of OSPA. In such a circumstance the material may only be used in the scope specified in the written permission by OSPA. Such permissions will be granted on a case by case basis. Any other uses are considered a breach of copyright and OSPA reserves the right to pursue legal recourse to address these breaches.

B. Members Only Material

Material which is shared through the members only section of OSPA website may be used in the following manner. It may be used for professional training and development provided that due credit is given to both OSPA and the author(s) within the reproduced material, but only by members in good standing with OSPA. Such material may only be used in a not for profit manner. No person, organisation, or entity may use any material for commercial purposes without the express written permission of OSPA. In such a circumstance the material may only be used in the scope specified in the written permission by OSPA. Such permissions will be granted on a case by case basis. Any other uses are considered a breach of copyright and OSPA reserves the right to pursue legal recourse to address these breaches. Furthermore, material that is for members only may not be shared with non-members. The BOD may in exceptional cases grant access and use of members only materials to non-members. This will only be done with the majority consent of the BOD in circumstances that further OSPA's interests and only with the concurrent consent of the original author(s) if the author(s) are still members in

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good standing with OSPA. If the author(s) is no longer a member in good standing than the BOD may provide sole consent. Sharing of members only materials in any other manner is considered a breach of copyright and also a breach of the conditions of membership.

C. OSPA Academy Modules

These materials are considered the same as members only materials as specified above. However, instead of the author(s)'s permission, there must be concurrent consent of both the BOD and the President of the OSPA Academy for any sharing with non-members and / or for the use of OSPA Academy materials in a commercial venture.

D. OSPA Communications

All OSPA communications are considered the property of OSPA and are copyrighted material. Any public communication may be openly shared and reproduced provided that OSPA is credited as the source and that the materials are not being used in a commercial manner. Communications that are limited to the general membership may not be shared outside the membership without the express written permission of the BOD. When shared such material may only be distributed and used in the terms of the written permission from the BOD. Any other uses are considered a breach of copyright and OSPA reserves the right to pursue legal recourse to address these breaches.

E. Exceptions

Any material that is solely drawn from public sources (e.g. news articles, government publications) shared via the OSPA resources are not considered copyrighted material and may be used accordingly. In the event that there is commentary, analysis, or other such input provided by OSPA in conjunction with the open source material, then that additional material only is considered OSPA property, copyrighted material. The public portion of the material is still available for fair use.

F. Commercial Manner

This is defined as any use, manner, or similar venture in which a person, organisation, or entity receives revenue of any kind. Even if this is not profitable for the person, organisation, or entity the fact that there is a monetary or financial exchange constitutes a commercial manner. OSPA's intent is to help OSPEC professionals and organizations further the advancement of OSPEC. The association does not aid or advance commercial interests as a general rule.

G. Exemptions may be broadly granted to institutions that operate on a not for profit basis provided that the revenues derived are linked directly to the operational costs of training and further the OSPEC community in general.

ARTICLE XIV

Language of OSPA

Final Revision: 15/12/2009

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- A. Although OSPA is an international professional association, the official language is English. This may either use the spelling and grammar conventions of US or UK English. All official communications will adhere to this standard. Furthermore official OSPA Academy Modules and resources will also adhere to this English standard.

- B. Materials may be posted in other languages, and in fact this is encouraged to ensure that OSPA meets its global mandate. This may take the form of unofficial translation of English resources, material generated in a member's native language, or external resources written in the local language (e.g. news articles, government publications / communications, etc.). However, for materials posted in languages other than English there must be an accompanying English synopsis for governance and accessibility issues. Where possible a full English translation should be provided. OSPA will not provide resources for official translations given resource limitations. Members are actively encouraged to assist with unofficial translations to the best of their ability. OSPA does not take any responsibility for any issues or errors resulting from such translations. These resources are provided solely to enhance the reach of OSPEC and broaden the application of related materials. Members must realize this limitation and consider this issue when using translated resources and materials.

ARTICLE XV

Member Propositions

- A. At any time members may make proposals for OSPA through a member of the BOD. The full BOD will then table the proposal at the next quarterly meeting. At that time the BOD may choose to evaluate and vote on the matter, or the BOD may vote to delay the proposition until the next quarterly meeting if they need to prioritise time. A member proposal may only be delayed once before the Board must evaluate the matter and decide a course of action.

- B. Should the Board decide not to pursue the proposal the member may not propose it again for the next full calendar year. If at that time the BOD chooses not to endorse the proposal the member may appeal, provided they have the written support of at least 20 regular members in good standing. In that case the proposal will become a special election proposition at the next BOD election. If the proposal is rejected at that time the member cannot resubmit the proposal.

- C. Members may submit proposals on a variety of topics but this shall not include dissolving OSPA or taking a course of action that will result in the dissolution of OSPA as an independent professional association. Such proposals may only be made by the BOD as a unanimous endorsement along with the support of the majority of the advisory council.

ARTICLE XVI

Final Revision: 15/12/2009

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Code of Ethics

- Perform all professional activities and responsibilities with due diligence and honesty.
- Maintain the highest ethical standards in professional and personal conduct.
- Employ the OPSEC Process to protect critical and sensitive information.
- Promote the concepts of Operations Security within Government and Private Industry.
- Maintain professional competence at all times and continually seek out opportunities for self development and collaboration with other OPSEC professionals.
- Provide mentorship to other OPSEC professionals.
- Refrain from any activity or act which might imply a conflict of interest with professional duties or which would damage the reputations of other professionals, employers, the OPSEC profession and the OSPA.
- Adhere to the bylaws of OSPA, use OSPA and OPSEC Academy materials as intended, and respect fellow professionals

ARTICLE XVI

Amendments and Changes to the Bylaws

There are three methods for accomplishing amendments or changes:

- A. Regular Members may submit a request to change, alter, or otherwise amend any part of the **OSPA BYLAWS**. Petitions will be reviewed by the **BOD**, and if approved, will appear as separate proposal in the next scheduled election; or, if the approved change is of immediate concern, a special ballot will be conducted. Final approval requires a majority of the voting membership. If disapproved, the **BOD** must notify the member in writing with reason(s) for disapproval.
- B. Any member of the BOD may propose changes, alterations or amendments to the **BYLAWS of OSPA**. Such proposals must be approved by a majority of the **BOD** and will appear as a separate proposal in the next scheduled election; or, if the approved change is of immediate concern, a special ballot will be conducted. Approval requires a majority of the voting membership.
- C. Legislated or Externally Mandated Requirements – if there is a need to change, alter, or otherwise amend **OSPA's BYLAWS** for compliance with applicable laws or regulatory requirements (e.g., banking, audits, etc), then the **BOD** will initiate the required change as quickly as possible; and, the general membership will be informed of any such changes.
- D. Approved changes to the Bylaws will be recorded by the **OSPA Secretary** and posted to the **OSPA Web Site**, with an annotation indicating the date of approval. The Bylaws will be updated accordingly and posted with a revision date. Meetings of the **BOD** will be as directed by the President (or, in his absence, the senior **BOD** member with that authority, Art V) to periodically review **OSPA**

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operations, to conduct an internal vote on proposals, or to discuss any issue of immediate concern. The Meetings will be via an on-line chat or via e-mail exchange when BOD members cannot be present.

The Board of Directors was provided with an opportunity to review these BYLAWS and after no objections were noted, these BYLAWS are hereby approved in final form on 02 June 2009.

Christopher R. Cox

Christopher Cox
President, OSPA