

OPERATIONS SECURITY (OPSEC) PROFESSIONALS SOCIETY (OPS)

BY LAWS

I. MEMBERSHIP

A. Membership Categories

The Operations Security Professionals Society, hereafter referred to as the "Society" shall consist of (a) Regular Members, (b) International Members, (c) Corporate Members, (d) Student Members, and (e) Honorary Members, and they, unless otherwise indicated, shall be collectively designated throughout these bylaws as Members.

1. Regular Members are United States citizens who have been accepted for membership in accordance with these bylaws, and continue in good standing with the Society. Included as Regular Members are:

a. Charter Members: Those Regular Members who became Members of the Society before May 1, 1990. Charter Member status is applicable at any time the Charter Member is in good standing.

b. Life Members: Those Regular Members who have contributed to the Society a total of at least three hundred dollars shall be a life member and shall not be required to submit annual dues to maintain membership. Life Members will be required to pay any fees associated with Society seminars or other events at the same rate as any other Regular Member. Any Life Member later designated by the Board of Directors as an Emeritus Life Member shall be reimbursed the sum of his or her contributions for Life Membership if the Member so chooses.

c. Emeritus Life Members: Those Regular Members who have been designated by the Board of Directors as Emeritus Life Members for their significant contributions to the field of Operations Security. Any member in good standing may nominate another member for Emeritus Life Membership. Emeritus Life Members shall not be required to submit annual dues to maintain membership. Emeritus Life Members will be required to pay any fees associated with Society seminars or other events at the same rate as any other Regular Member.

d. Regular Members sponsored by Corporate Members: Those Regular Members whose dues have been paid by their Corporate Member employer. These Regular Members will be required to pay any fees associated with Society seminars or other events at the same rate as any other Regular Member.

2. International Members are non-United States citizens or United States citizens representing a foreign employer who have been accepted for membership in accordance with these bylaws and continue in good standing with the Society. Since so many of the Society's activities are intertwined with and influenced by U.S. interests, some of the programs and activities of the Society might not be open to International Members.

3. Corporate Members are United States corporations in good standing with all agencies and departments of the U.S. federal government who have been accepted for membership in accordance with these bylaws and continue in good standing with the Society. Companies paying the Corporate Membership rate are entitled to sponsor a number of Regular Members for a discounted annual rate and

other such benefits as the Board might determine. Members so sponsored must otherwise be eligible for membership according to the terms of these bylaws. Memberships thus granted are not subsequently transferable, but remain with the individual for the remainder of the current dues period. Upon the retirement, resignation, or termination of employment of a sponsored member, the sponsoring company may designate replacement Members at their discretion.

4. Student Members are full or part-time college-level students who have been accepted for membership in accordance with these bylaws and continue in good standing with the Society. Upon approval for membership by the Board of Directors or a local chapter, Student Members will pay membership dues at a discount rate determined by the Board of Directors. Student Members are not considered Regular Members.

5. Honorary Members are those individuals designated by the Board of Directors who are neither Regular Members nor Operations Security professionals but who have made significant contributions to Operations Security by virtue of their emphasis, direction, or guidance. Any member in good standing may nominate someone for Honorary Membership.

B. Membership Qualifications and Eligibility

1. The Board of Directors shall prescribe the rules governing qualifications for admission to the Society. As a minimum, to be eligible for membership, all persons requesting or renewing membership in the Society must indicate on the application/renewal forms their citizenship and whether he/she is representing a foreign employer. Only Regular Members are eligible to hold offices and participate in the management of the Society's business.

2. Regular Members must be United States citizens and possess qualifications to include one or both of the following:

a. Employment, past or present, in the United States Industry, United States Government (including military service) or academe, with a responsibility for carrying out a function or functions of Operations Security; or,

b. Employment, past or present, in fields related to Operations Security.

3. Individuals not citizens of the United States or United States citizens representing a foreign employer shall be considered eligible for International Membership provided they agree to the provisions of Article I.A.2 of these bylaws.

4. U.S. citizens who are regularly enrolled as full or part-time college students, and who profess an interest in pursuing a career in a security discipline, intelligence/counterintelligence, law enforcement, or the practice of law, are eligible for Student Membership.

5. Honorary Members may be elected to the Society by a majority vote of all members of the Board of Directors. Individuals so designated and elected shall be those who are deemed to be outstanding in Operations Security or a field related to the purpose of the Society, or has made major contributions to the goals of the Society.

C. Membership Certificates

The Board of Directors shall authorize, the Executive Director shall issue and the President shall present in an appropriate manner to all members, a Certificate of Membership specifying their type of membership.

D. Membership Voting

1. Only Regular Members in good standing shall be entitled to vote for the Directors of the Society, to vote at Annual or Special Meetings and in polls of the Society. This right shall be revoked when the member is not in good standing and upon termination of membership.
2. Only Regular Members in good standing shall be permitted to chair national and chapter committees and to vote in business meetings of such committees.

E. Membership Good Standing

A member in good standing shall be one whose current dues has been paid in accordance with the provisions of these bylaws and who is not under disciplinary action.

F. Membership Dues, Fees, Assessments and Arrears

1. Amount of Dues and Fees

The Board shall determine annual dues and initiation fees for all categories of membership. Annual dues are payable on the first day of January each year. A new member admitted on or after July 1st of any year shall pay one-half of the annual dues for the balance of the year of the member's admission. The initiation fee and/or dues may be waived in special instances by majority vote of the Board.

2. Assessments

Except for dues and initiation fees, the Society may not levy assessments against Chapters or Members without approval by: 1) a majority of the Society membership at an Annual Meeting; or 2) a majority of the Society membership attending a Special Meeting called for that purpose.

3. Arrears

If dues or another amount owed by any member remains unpaid for a period of thirty (30) days after the beginning of the calendar year, the Executive Director shall, in writing, invite the member to renew his dues and/or ask for the immediate payment of the total amount owed. Included in the request shall be a reminder he/she must be dropped from the rolls of the Society if payment is not submitted. If after sixty (60) days past the calendar year, the amount owed is still unpaid in whole or in part, an Officer of the Society shall contact the member by telephone and inquire if there are some extenuating circumstances why the amount has not been paid. If after seventy-five (75) days past the calendar year, the amount owed is still unpaid in whole or in part, unless the Board of Directors agrees there are extenuating circumstances, the Executive Director shall drop the member from the Society

membership. Any such person desiring to have membership restored shall be subject to the rules and procedures prescribed for an original application for membership.

G. Membership Resignation

Any member may resign by advising the Executive Director in writing. Resignation does not relieve the member of any liability to the Society existing as of the postmark date of the resignation letter.

H. Membership Revocation

The Society may revoke the membership of any member for violating the Society's "Code of Professional Ethics and Conduct" by written ballot of a majority of the Regular Members present at a Special Meeting called for that purpose, providing all Regular Members and persons affected are notified in writing at least 30 days in advance of such meeting. The Society may also revoke the membership of any member for violating the Society's "Code of Professional Ethics and Conduct" by a written ballot of two-thirds of the Directors at a Board of Director's Meeting called for that purpose providing all persons affected are notified in writing at least 30 days in advance of such meeting.

II. NATIONAL OFFICERS

A. General

1. The principal National Officers of the Society shall be a President, Vice President, Secretary, and Treasurer. These officers shall be elected annually by the Board of Directors (Board) from among their number at the meeting provided by Article IV.F.4.
2. Election shall be by ballot, and a majority of the votes cast shall elect. Each elected officer shall take office immediately on the first day of the Society fiscal year.
3. In addition to the principal National Officers specified above in this section, the Board may elect or appoint other officers or agents to assist in the affairs of the Society, assigning to them powers and duties consistent with these bylaws.
4. The Treasurer and any other Officers who handle funds of the Society shall be bonded for a sum sufficient to protect the Society from loss.

B. Tenure

Each Officer of the Society shall normally hold office for a reelectable term of one-year beginning and ending with the Society's fiscal year or until the elected successor takes office. The offices of President and Vice President may not be held concurrently by the same person. The President shall not serve more than two consecutive terms.

C. Vacancies

1. General

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Any vacancy among the National Officers occurring in midterm may be filled by appointment of the President subject to approval by the Board. Any National Officer so appointed shall serve out the remainder of the vacating officer's term.

2. Resignations

Any national officer may resign at any time by giving written notice to the President or Secretary of the Society.

3. Removals

Any national officer or employee of the Society may be removed for violating the Society's "Code of Professional Ethics and Conduct" by either method described in Article I.H.

D. Duties of the President

The PRESIDENT of the Society shall be the Chief Executive Officer, official spokesman and member ex-officio of all regular and special committees. The President shall preside at all Board of Directors meetings plus all Annual and Special meetings.

E. Duties of the Vice President

The VICE PRESIDENT shall perform functions delegated by the President. The Vice President shall preside at any of the meetings mentioned above the President is unable to attend.

F. Duties of the Secretary

The SECRETARY shall be responsible for recording all votes and minutes of all proceedings at all Board, Annual and Special meetings and for such other administrative duties as are prescribed by the President or the Board of Directors. The Secretary shall attend to the giving and serving of notices of all meetings of the Board and Members. The Secretary shall preside at any of the meetings mentioned above if the President and Vice President are unable to attend.

G. Duties of the Treasurer

1. The TREASURER, together with such other officers or agents, if any, as the Board might designate, shall be responsible for and personally involved in all financial transactions of the Society. He or she shall maintain a full and accurate account of all moneys and obligations received and paid or incurred on behalf of the Society but cannot disburse funds without the approval of the Board. The treasurer shall ensure all Society income is deposited to the credit of the Society as soon as possible.

2. At each Board of Directors meeting and whenever required by the Board, the Treasurer shall make a full written report covering the financial transactions of the Society.

3. At the Annual Meeting, the Treasurer shall present to the Society membership, a written report approved by a majority of the Board showing: (1) the entire amount of real and personal property currently owned by the Society, including where it is located, and where and how it is invested; (2) the

amount and nature of the property acquired since the last Annual Meeting including the manner of acquisition; and (3) the amount received, appropriated, and expended since the last Annual Meeting.

III. MEETINGS

A. Annual Meeting

Unless otherwise specified by the Board of Directors, the Annual Meeting of the Society shall be held at a time and place the Board designates, normally in April, May, or June of each year. The annual Meeting shall consist of a business session and such other sessions as the Board approves. At this meeting, Regular Members shall receive annual reports of the officers, directors, and committees and transact any business that shall come before the meeting.

B. Special Meetings

Special Meetings of the Members may be called at any time by a majority of the Board or the President, or upon written request of twenty percent (20%) of Regular Members of the Society then in good standing. Notice of Special Meetings must be given in writing to the entire membership no less than fifteen (15) days prior to such meeting.

C. Meeting Notification

Unless otherwise stated in these bylaws, notice of the time and place of each Annual or Special Meeting shall be served either personally or by mail, not less than fifteen (15) days before the meeting, upon each member of the Society in good standing. Notice shall, if mailed, be directed to the member at the mailing address as it appears on the books or records of the Society. Notice of the Annual Meeting need not specify the agenda thereof, but notice of any Special Meeting shall indicate the purpose or purposes thereof.

D. Meeting Quorum and Proxies

At any meeting of the Regular Members, ten percent (10%) of the Regular Membership, present either in person or by proxy, shall constitute a quorum. At any meeting with a quorum present, a member's proxy submitted at the meeting shall be in the form of a ballot signed by the member in such format and content as the Board might prescribe or declare acceptable. The member signing the proxy shall be deemed present at the meeting for all matters designated in the proxy.

IV. BOARD OF DIRECTORS

A. Duties and Functions

1. The property, business, and affairs of the Society shall be managed and controlled by a Board of Directors (Board) of not less than five (5) and not more than fifteen (15) Directors.

2. The Board shall elect from among its members the principal National Officers of the Society as provided in Article VI.A.

3. The Board shall fix and provide for the salary, compensation and conditions of employment including termination, for employees of the Society. The Board may employ an Executive Director, and authorize the employment of other such individuals to assist in carrying out the business of the Society.

4. While Officers and Directors are not compensated by virtue of office or position, they may be reimbursed for actual and reasonable expenses incurred in the performance of their duties to the Society.

B. Elections

1. Directors shall be elected each year in an Annual Election by vote of the Regular Members. To provide continuity from one year to the next, each year, approximately one-third of the Directors shall be elected to serve a three-year term. The terms of office of newly elected and reelected Directors shall commence no later than September 1st of each year and shall not exceed a total of nine (9) consecutive years.

2. Voting for Directors shall be by first class mail. The voting period shall not be less than thirty (30) days and shall close at least twenty (20) days in advance of the Annual Meeting. The close of the voting period shall be considered the date of the Annual Election. The Nominating Committee shall send to all Regular Members in good standing prior to the beginning of the voting period, a ballot containing the names of all nominees.

3. Members may vote for only as many nominees as there are Directorships to be filled and shall be instructed to return their marked ballots to the Chairman of the Nominating Committee within the voting period specified by these bylaws.

4. At the end of the voting period, the ballots shall be opened, validated, and counted by the Nominating Committee. To the required number of Directors to be elected, the leading candidates shall be declared elected in the order of votes received. In the event of a tie vote, the outgoing Board of Directors shall resolve the tie by written ballot. The Nominating Committee shall promptly certify the results of the election to the President of the Society, by signature of the Nominating Committee Chairman. The President shall notify the successful nominees of their election in writing and, in turn the membership.

C. Eligibility

Only Regular Members in good standing may be elected, appointed or serve as a Director.

D. Nominations

Nominations for the Board of Directors shall be conducted as described in Article V.A.1.

E. Vacancies

Vacancies of any kind on the Board of Directors shall be as described in Article II.C.

F. Meetings of the Board

1. Meetings of the Board may be called: (1) at any time by the President; (2) by the Secretary, at the request of the President, or (3) by either of them, upon a written request by a majority of the Board, delivered to the President and Secretary. Business may be transacted at any Board meeting when a quorum of Directors is present.
2. Notice of Board meetings shall state the time, place, and general purpose of the meeting and shall be given orally or in writing at least ten (10) days prior to the meeting.
3. The Board of Directors shall have complete authority to remove any Director who has been unable to participate in at least 50% of all Board meetings in a one-year period or who has not participated in three consecutive Board meetings.
4. Prior to the start of each fiscal year, the Board of Directors for the ensuing year shall meet and elect the principal National Officers. The results of the election shall be announced to the membership.
5. At all meetings of the Board, a majority of the Directors shall constitute a quorum and the act of a majority of the Directors present at any meeting with a quorum shall be the act of the Board, unless otherwise required by these bylaws.

V. COMMITTEES

A. Standing Committee

There shall be the following standing Committees:

1. A NOMINATING COMMITTEE, consisting of not less than three Members, selected each year by the President with the advice and consent of the Board, from among the Regular Members of the Society to serve until the close of the next Annual Meeting. No Director may serve on the Nominating Committee.
 - a. Each year the Nominating committee shall solicit from the Regular Membership nominations for Directorships to be voted on at the next Annual Election. Nominations should be submitted to the Nominating Committee at least 90 days prior to the end of the Society fiscal year. Such Nominations shall not be binding on the committee, nor shall they relieve the committee of full responsibility in selecting and submitting to the members of the Society a list of nominees for election as Directors, together with a statement of their qualifications as required in Article I.B.
 - b. The Nominating Committee shall prepare a list of nominees, consisting of at least two (2) more nominees than there are directorships to be filled. The Nominating Committee shall list as nominees only Regular Members who are willing and able to serve on the Board if nominated and elected.

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2. A MEMBERSHIP COMMITTEE, consisting of at least one Member, selected each year by the President with the advice and consent of the Board, from among the Regular Members of the Society. The duties of the Membership Committee shall be (1) to receive and process applications for membership, (2) to decide on eligibility of prospective members subject to the review and judgment of the Board of Directors, and (3) to promote the increase of Society membership.

3. A FINANCE COMMITTEE, consisting of at least three (3) Members selected by the President with the advice and consent of the Board, from among the Regular Members of the Society. One of these shall be a member of the Board and at least two members who are not. This committee shall serve one calendar year, January 1 through December 31 of each year. The Finance Committee shall perform the following functions at least once each year:

- a. Verify all Society assets and liabilities,
- b. Examine all records of the Treasurer to insure that standard, basic accounting procedures are being used.
- c. Insure that bills are being paid promptly and fully identify the material or service provided.
- d. At or near year-end, review expenditures in relationship to the Annual Budget and make recommendations for the next year's budget plan.
- e. Examine such other records as the Committee Chairman might deem necessary.

4. A PROFESSIONAL STANDARDS COMMITTEE, consisting of at least one Member, selected each year by the President with the advice and consent of the Board, from among the Regular Members of the Society. The Professional Standards Committee shall have the following tasks:

- a. To define the terms of reference used in or relative to the practice of Operations Security.
- b. To develop the standards of training, education, and professional experience to evaluate and provide for certification of OPSEC professionals.
- c. To develop such other standards and qualifications as the Board of Directors might direct.
- d. Administer the professional certification process under Board of Directors approved procedures.

5. An EDUCATION AND TRAINING COMMITTEE, consisting of at least one Member, selected each year by the President with the advice and consent of the Board, from among the Regular Members of the Society. The Education and Training Committee shall develop and oversee the production and execution of programs and seminars of interest to the membership, as well as educational programs for the benefit of government agencies and private sector corporations.

B. Other Committees

In addition to the Committees cited in Article V.A., there may be other committees as appointed by the President subject to the approval of the Board. The members of such committees shall be chosen as

directed in the resolution authorizing such committees, or, in the absence of directions concerning membership in the resolution, then by the President.

C. Rules and Tenure

Except as otherwise provided herein, each committee referred to in this Article may, subject to the consent of the Board, determine its own rules and procedures. The tenures of all committees and each Chairman shall be concurrent with that of the President who appointed them and shall expire upon the expiration of the President's tenure, unless otherwise provided by resolution of the Board.

VI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases they are applicable and consistent with these bylaws and any special rules of order the Society may adopt.

VII. AMENDMENT OF BYLAWS

A. Amendment by the Board

The Board shall have the power to make, alter, amend, and repeal the bylaws of the Society by affirmative vote of a two-thirds majority of the entire Board, except that the Board shall have no power to amend, alter, or repeal sections of the bylaws relating to qualifications for Regular Membership and qualifications for the Board of Directors. All changes must be promptly reported to the membership by mail.

B. Amendment by the Members

Except as provided, these bylaws may be altered, amended, or repealed at any meeting of the Regular Members of the Society at which there is at least twenty 20 percent of the Regular Members present, either in person or by proxy, provided notice of the proposed action is stated in the notice of such meeting. Notwithstanding the foregoing, the provisions of these bylaws relating to qualifications for membership and qualifications for the Board of Directors can be amended only by affirmative vote of a majority of all Regular Members. Such a vote may be called for at an Annual Meeting or at a Special Meeting called for that purpose or by means of a poll of the Regular Members by mail. Notification of amendments and changes shall be made to the general membership and the State of Maryland.

VIII. CHAPTERS

A. General

Chapters may be established in any city or geographical area to perform functions and activities supporting the goals and objectives of the Society. Any member in good standing may petition the

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President of the Society or the Society membership Committee to establish a new chapter. Included in this petition should be the names of at least seven individuals, the names of proposed interim officers, proposed bylaws and a three-year plan of action for the chapter. After reviewing the petition package and approving by a majority vote, the Board of Directors may grant a new chapter charter.

B. Membership

Chapter membership is open to anyone in the government, private sector or collegiate community interested in promoting the welfare, growth and stature of Operations Security. Categories of chapter membership shall be the same as in Article I. of these bylaws.

C. Officers

At a minimum, each chapter shall have a President, Secretary and Treasurer. Each chapter may create committees or elect other officers necessary to conduct the business of the organization. Officers of each chapter shall manage the chapter activities and shall provide the National Board of Directors with an annual report on the chapter activities, plans and financial status. The responsibilities of each officer shall be consistent with those in Article II of these bylaws. The Chapter President or his delegate shall represent the chapter and advise the National Board of Directors on chapter problems, concerns or recommendations. Each chapter shall determine the tenure of its officers.

D. Fiscal Operations

The operating funds of each chapter shall be derived from membership fees or assessments and any fund raising activities appropriate to each chapter. Membership fees shall be collected annually beginning 1 January. Each chapter may determine the amount of their chapter membership fees but a portion shall include the national membership dues established by these bylaws.

E. Suspension and Reinstallation

The National Board of Directors may suspend a chapter after reviewing the chapter's activities or upon request from the chapter. When a suspension occurs, the chapter president or his designee shall forward all chapter files and financial records to the Society's National Membership Chairman where they will be held until the chapter renews its operation. The National Board of Directors may reinstall a chapter upon request from the chapter officers.

F. Dissolution

The National Board of Directors may dissolve a chapter after reviewing the chapter's activities or upon request from a majority vote of the chapter membership. When a chapter is dissolved, the chapter officers shall settle or terminate all chapter financial accounts. After chapter expenditures have been satisfied, the chapter officers shall forward any remaining funds to the Society's National Treasurer. The chapter president or his designee shall forward to the National Membership Chairman, all chapter files and financial records.

IX. FISCAL YEAR

The fiscal year of the Society shall be from the first day of January to the last day of December of the same year.

X. CORPORATE SEAL

The seal of the Society shall be in such form and design as the Board of Directors selects and shall bear the name of the Society and the year of its incorporation.

XI. DISTRIBUTION OF ASSETS

Upon dissolution of the Society, the Board of Directors shall distribute any net assets of the Society to a charitable organization exempted under provision 501c(3) of the 1954 Internal Revenue Code as amended or successor statute.

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