



## **Governance v3.0**

# **Realigning our Activities to Achieve Higher Levels of Success**

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## **Code of Ethics**

OWASP Foundation sets forth this Code of Professional Ethics to guide the professional and personal conduct of members of the association.

### **OWASP Foundation Members shall:**

Support the implementation of, and encourage compliance with, appropriate standards, procedures and controls for improving the security of application software

Perform their duties with objectivity, due diligence and professional care, in accordance with professional standards and best practices.

Serve in the interest of stakeholders in a lawful and honest manner, while maintaining high standards of conduct and character, and not engage in acts discreditable to the profession.

Maintain the privacy and confidentiality of information obtained in the course of their duties unless disclosure is required by legal authority. Such information shall not be used for personal benefit or released to inappropriate parties.

Maintain competency in their respective fields and agree to undertake only those activities, which they can reasonably expect to complete with professional competence.

Inform appropriate parties of the results of work performed; revealing all significant facts known to them.

Support the professional education of stakeholders in enhancing their understanding of information systems security and control.

Failure to comply with this Code of Professional Ethics can result in an investigation into a member's conduct and, ultimately, in disciplinary measures including being banned from the OWASP Foundation.

## Categories of Membership

There are several types of OWASP Memberships depending on the type of organization and how the OWASP Materials are used.

<b>Membership Category</b>	<b>Description</b>	<b>Annual Membership Fee</b>
Individual Members	Individuals who support OWASP's mission and would like to provide financial support to our efforts.	\$100 USD
Educational and Non-Profit Members	Accredited educational institutions and government-approved non-profit organizations that would like to use OWASP materials in their courses, research, or other educational purposes.	\$250 USD
End-User Organization Members	End-user organizations that use OWASP Materials within their organization. Organizations with 100 or more employees are considered large.	Small (<100) - \$2,000 USD Large (100+) - \$7,000 USD
Consulting Organization Members	Organizations with employees that provide information security consulting, training, or auditing services and use OWASP Materials in their services or marketing. Organizations with 10 or more consultants are considered large.	Small (<10) - \$3,000 USD Large (10+) - \$8,000 USD
Vendor Organization Members	Software vendors that market security products or other software and use OWASP Materials in their products or marketing.	\$9,000 USD

Note: OWASP membership fees, OWASP conferences fees, OWASP conference sponsorships, and OWASP banner ads are not considered tax deductible donations due to the benefits the paying organization receives. Direct donations to OWASP are fully tax deductible given OWASP's recognized U.S. non-profit status.

## Benefits unique to members

- A OWASP Commercial License to use the materials within your organization without the restrictions associated with the various open source licenses used by the OWASP projects.
- Visibility for your organization's tangible commitment to application security through its inclusion in the members list on the OWASP website and promotional materials.
- The right to use the OWASP name and membership mark to show that you are an OWASP Member. Note that the mark must not be used in any way that might indicate that OWASP supports a commercial product or service.
- Discounts to the OWASP AppSec and other security conferences and events. See the OWASP [Member Offers](#) page for the most current discounts available to OWASP Members. NOTE: Some of these discounts are greater than or equal to the cost of an individual OWASP Membership.
- Corporate membership funds can be directed to support a particular OWASP project if requested by the corporate member.

## **Board Participation**

The purpose of this guideline is to respectfully acknowledge appreciation for all members who volunteer to serve on the board and those members of their respective sub-committees, while outlining expected responsibilities and code of conduct

### **Guidelines**

- Each member shall comply with the OWASP Foundation standard code of conduct.
- Each member who accepts a position on the Board shall conduct Chapter business in a professional manner.
- Once committing to a responsibility (i.e. a specific Board function, a special project, etc.), it is your duty to properly deliver results in a timely manner or communicate any difficulties to the Board immediately via status reports and on conference calls.
- Each member must submit a detailed budget for Board approval for initiatives
- Each member must provide documented status reports including full disclosure of all associated expenses and revenues.
- If not pre-approved in an existing budget, all other expenses must be Board approved.
- All members must vote (FOR, AGAINST or ABSTAIN). Each vote shall be recorded and a history will be maintained for reference in the meeting mins of the regular meeting of the board.
- The Board can approve individual budgets and/or expenses up to and including \$50,000.
- Any expenses exceeding \$50,000 must be distributed to all paid OWASP Foundation members for proper ratification.

# Roles and Responsibilities

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Purpose of this document is to outline of the responsibilities of the : Board Chair, Vice Chair, Committee Chair, Secretary, Treasurer, Board Member to OWASP Foundation

## Board Chair Job Description

1. Is a member of the Board
2. Serves as the Chief Volunteer of the organization
3. Is a partner with the Chief Executive or designated employee in achieving the organization's mission
4. Provides leadership to the Board of Directors, who sets policy and to whom the Chief Executive or designated employee is accountable.
5. Chairs meetings of the Board after developing the agenda with the Chief Executive or designated employee
6. Encourages Board's role in strategic planning
7. Appoints the chairpersons of committees, in consultation with other Board members.
8. Serves *ex officio* as a member of committees and attends their meetings when invited.
9. Discusses issues confronting the organization with the Chief Executive or designated employee
10. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
11. Reviews with the Chief Executive or designated employee any issues of concern to the Board.
12. Monitors financial planning and financial reports.
13. Plays a leading role in fundraising activities
14. Formally evaluates the performance of the Chief Executive and informally evaluates the effectiveness of the Board members.
15. Evaluates annually the performance of the organization in achieving its mission.

16. Performs other responsibilities assigned by the Board

## **Vice Chair Job Description**

This position is typically a successor to the Chair position. In addition to the responsibilities outlined in the Committee Member job description, this position:

1. Is a member of the Board
  2. Performs Chair responsibilities when the Chair cannot be available (see Chair Job Description)
  3. Reports to the Board's Chair
  4. Works closely with the Chair and other staff
  5. Participates closely with the Chair to develop and implement officer transition plans.
  6. Performs other responsibilities as assigned by the Board.
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## **Committee Chair Job Description**

1. Is a member of the Board
2. Sets tone for the committee work.
3. Ensures that members have the information needed to do their jobs.
4. Oversees the logistics of committee's operations.
5. Reports to the Board's Chair.
6. Reports to the full Board on committee's decisions/recommendations.
7. Works closely with the Chief Executive and other staff as agreed to by the Chief Executive.
8. Assigns work to the committee members, sets the agenda and runs the meetings, and



ensures distribution of meeting minutes.

9. Initiates and leads the committee's annual evaluation.

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## **Board Member Job Description**

1. Regularly attends board meetings and important related meetings.
  2. Makes serious commitment to participate actively in committee work.
  3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
  4. Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
  5. Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
  6. Is an active participant in the committee's annual evaluation and planning efforts.
  7. Participates in fund raising for the organization.
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## **Board Secretary Job Description**

1. Is a member of the Board
  2. Maintains records of the board and ensures effective management of organization's records
  3. Manages minutes of board meetings
  4. Ensures minutes are distributed to members shortly after each meeting
  5. Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings
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# Board Treasurer Job Description

1. Is a member of the Board
2. Manages finances of the organization
3. Administrates fiscal matters of the organization
4. Provides annual budget to the board for members' approval
5. Ensures development and board review of financial policies and procedures

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\* Note this is a list of the Board members roles and not that of Employees of the OWASP Foundation.

\* Note that Special projects can have appointed leaders

\* Note that terms of service should be 2 years and not exceed 6 years of service

\* Note no two members of the same commercial organization should serve on the Board of Directors of the parent organization.

\* This outline can be and is encouraged to be used at the local chapter level

## **Local Chapters**

### **Legal**

Local chapters operate independently from the OWASP Foundation, and local chapter leaders are responsible for all aspects of their meetings. Chapters should use the official OWASP Portal ([www.owasp.org](http://www.owasp.org)) and mailing lists for communications, and should not use or display the OWASP logo on other websites. Commercial use of the OWASP name or logo is strictly prohibited.

### **Charter**

Each local chapter agrees to promote and adhere to the general concept of OWASP: to produce free and open unbiased tools and documentation promoting software and application security.

### **Sponsorship**

Sponsorship of Local Chapters is allowed. Local chapter sponsors will be recognized on the Chapter homepage and official meeting announcements.

### **Sponsor Rules**

All sponsors must be approved by The OWASP Foundation. No product presentation (containing claims or discussing applicability of a product) may take place at any meeting of a local chapter. Presentations that focus on a problem or set of problems and discuss solution approaches that may refer to or show examples of various products are allowed. Sponsorship shall be in the form of donations to: The OWASP Foundation in the name of the local chapter to provide food / beverages at meeting events and the chapter leader will submit actual expenses for reimbursement within 45 days.

### **Chapter Website**

Each local chapter will have a webpage on the main OWASP site. Chapters may use the main OWASP logo on this page and any associated pages. See the NY/NJ Metro Chapter page for example.

### **Meetings**

Local chapters are autonomous when it comes to meeting location, meeting logistics, and the choice of topics that are to be discussed.

## **Meeting Minutes**

Each meeting held by a local chapter should be documented. This documentation is then posted on the OWASP website for the given chapter. This documentation should be in English.

## **Privacy**

The privacy of chapter members and meeting attendees should be protected. Chapters should not disclose names, email addresses, or other identifying information about members. Only aggregate statistics can be referenced.

## **Meeting Announcements**

Local meetings should be scheduled at least quarterly, and announced 2 weeks before their actual date. Local Chapters should update the OWASP Community page with meeting dates and times (this will be updated on the main page shortly thereafter).

## **Mailing List Moderation**

The Local Chapter shall appoint a moderator for the local mailing list. The moderator(s) need to ensure that the discussions stay on topic with a suitable tone of voice for an official OWASP mailing list.

## **Mailing List Languages**

Consider urging your subscribers of the local chapter's mailing list to accept posting in the local tongue as well as English. This way people not capable of the local tongue are able to read the archives of a local chapter.

Retrieved from [https://www.owasp.org/index.php/Chapter\\_Rules](https://www.owasp.org/index.php/Chapter_Rules)

## **References:**

The following reference information was used for research and creation of this document

Howard Bieksi CPA <http://www.bielski.com>

OWASP Foundation <http://www.owasp.org>

NYC ISACA <http://www.isacany.net>

Free and Complete Tool Kit for Boards

Written by Carter McNamara, MBA, PhD, Authenticity Consulting, LLC. Copyright  
1997-2008. <http://www.managementhelp.org/boards/boards.htm>