



## **By-Laws and Operational Procedures and Practices of the Federal Public Key Infrastructure Policy Authority**

This document embodies the By-Laws, and Operational Procedures and Practices of the Federal Public Key Infrastructure Policy Authority (FPKIPA).

These By-Laws are intended to supplement the [FPKIPA Charter](#) and provide additional operational procedures and practices for executing the requirements of the [FPKIPA Charter](#).

### **1. Revisions to Charter and By-Laws.**

- a. *Charter*: The FPKIPA shall review its Charter every two years, and shall update it as often as necessary. The Chair shall call for volunteers at the first FPKIPA of that calendar year. The review should preferably begin in January, but in no case later than the regularly scheduled meeting in March. Reviewers shall communicate errors, updates, or suggested changes to the Charter to the Chair and the Secretariat for inclusion on the agenda of the next regularly scheduled meeting at which changes to the Charter are included. Voting Members, individually or in concert, may also recommend changes to the Charter at any time. All communications regarding changes to the Charter must include a description of the change, a change justification, and contact information for the person(s) recommending the change. The Chair may appoint a committee or a voting member to oversee drafting of a revised Charter. Revisions to the Charter become effective upon a 75% majority vote of the voting membership with each voting member having one vote.
- b. *By-Laws*: The FPKIPA shall review its By-Laws, and Operational Procedures and Practices every two years in conjunction with its review of the Charter, and shall update them as often as necessary. The Chair shall call for volunteers at the first FPKIPA of that calendar year. Reviewers shall communicate errors, updates, or suggested changes to the By-Laws to the Chair and the Secretariat for inclusion in the agenda of the next regularly scheduled meeting. Voting Members, individually or in concert, may also recommend changes to the By-Laws at any time. All communications regarding changes to the By-Laws must include a description of the change, a change justification, and contact information for the person(s) recommending the change. Revisions to the By-Laws become effective upon a 75% majority vote of the voting membership with each voting member having one vote.

2. *Meetings*: The FPKIPA will meet once a month:
  - a. The meetings shall be held on the 2<sup>nd</sup> Tuesday of the month at a government facility in the Washington Metropolitan area.
  - b. The meetings start at 9:30 AM and last until approximately 12:00 PM.
  - c. The Secretariat shall distribute the meeting agenda and any other documents for review and discussion at least five business days prior to the meeting. Items requiring a vote that are not distributed to the Voting Members at least five business days prior to the meeting shall be postponed to the next regularly scheduled meeting, unless the Chair determines that the matter constitutes an urgent situation or after a discussion at a FPKIPA meeting. In those exception cases, the Chair may direct the Secretariat to distribute the relevant materials to the Voting Members and request that a vote be taken electronically within five business days, or upon a motion without objections, may direct that a vote be taken in session immediately.
  - d. A teleconference bridge will be set up for each meeting to permit remote members to participate when in-person appearance is not possible. The Secretariat will distribute information regarding teleconference bridge access with the meeting agenda, at least five business days prior to the meeting.
  - e. The Secretariat shall provide Meeting Minutes and action items to the members for review within five business days after the meeting, allowing five business days for comment. The Secretariat shall then distribute the revised Meeting Minutes to the FPKIPA at least five business days prior to the next FPKIPA meeting for a vote. Following FPKIPA formal acceptance of the meeting minutes, the Secretariat shall publish them.
  - f. The Chair may propose special sessions to deal with specific issues, or to meet with other organizations, for acceptance by the Voting Members.
3. *Procedures*: Robert's Rules of Order shall be the operative rules for conducting the meeting, unless otherwise stipulated in these By-Laws.
4. *Quorum*: A quorum of the FPKIPA shall exist when at least two-thirds (2/3) of the Voting Members are present, either in person at a common meeting location, by proxy, or remotely through video or telephone conferencing, or a combination thereof. Where participation is through remote means, the Chair shall confirm the identity of the Voting Member(s) through whatever mechanism he or she deems appropriate. In the case of electronic or email voting, a quorum shall exist when two-thirds of the Voting Members have responded to the Request for Vote within the specified period. If at any meeting a quorum is not achieved, then the FPKIPA may discuss any issues, but formal decisions shall not arise from such a meeting.
5. *Requesting a Vote of the Voting Members*: Matters requiring a vote by the Voting Members of the FPKIPA may arise as specified in the Charter. In addition, a Voting Member of the FPKIPA may propose an action or make a motion upon which that

Voting Member desires a vote. The Chair may determine if a vote on such issues will be taken at this meeting, the next meeting, or by email.

6. *Discussion prior to Voting by the Voting Members:* When an action or motion requiring a vote has been made, the Chair shall ensure that there is sufficient opportunity for discussion and debate among the Voting Members prior to the vote being taken. As part of the discussion process, a Voting Member may seek advice or counsel from any source, and may present to other Voting Members whatever information he or she feels is relevant. To ensure policy change proposals receive appropriate review, the CPWG will follow the process below:
  - (a) Distribution of CPWG agendas including the change proposal to the FPKIPA mail list;
  - (b) Discussion of change proposals at an initial CPWG meeting;
  - (c) Reporting of change proposal status by the CPWG to the FPKIPA;
  - (d) Discussion of change proposals at a final CPWG meeting;
  - (e) Submission of change proposals for vote by the FPKIPA.
7. *Voting:* The Chair shall decide when a vote is to be taken, taking into consideration the need for sufficient discussion and debate, as well as the need for the FPKIPA to move ahead on matters before it.
  - a. When a vote is called during a meeting, the process is as follows:
    - (i) All Voting Members present (either at the meeting, by proxy, or through remote means) will be polled in whatever order the Chair deems appropriate, and requested to cast a vote.
    - (ii) Each Voting Member shall vote Yes, No, or Abstain. In the event that recusal from the matter being voted upon is necessary owing to a conflict of interest, the Voting Member must abstain.
    - (iii) As noted in paragraph 5, a Voting Member may propose an action or motion and request an immediate vote. The Chair shall determine if a vote is taken immediately, to call for an email vote, or if the matter is held over until the next meeting. When a Voting Member requests a vote without a meeting or the Chair calls for online discussion and/or voting, (also known as a “Call for an Electronic or Email Vote,”) the process is as follows:
      - (a) The Secretariat shall send a notice to all Voting Members of the need for an electronic (email) vote, outlining the issue as presented by the original Voting Member or the Chair, and requesting a vote (Yes-No-Abstain) by a specified date. It is the responsibility of the Member proposing the action to provide sufficient information to the Secretariat, even in those cases in which prior discussion has occurred.
      - (b) All Voting Members shall normally have at least five business days to vote. However, on occasion, the Chair may request a shorter timeframe for an urgent situation, dependent upon suitable rationale submitted by the entity requesting the expedited vote.

- (c) The electronic vote shall contain an agency issued PKI digital signature signifying the member's intent to cast a vote.
  - (d) The Voting Members shall send their votes to the Secretariat. A quorum shall be achieved when the Secretariat has received responses (Yes-No-Abstain) from the necessary number of the Voting Members for the issue in question within the specified period.
  - (e) The FPKIPA Secretariat shall record the results of the vote, e-mail the results of the vote to the FPKIPA listserv, and then report the results at the next FPKIPA meeting. If no quorum is achieved for a given electronic (email) vote by the sixth business day (i.e., the first business day after the specified date), the Secretariat shall record this fact and the matter shall be automatically held over until the next regularly scheduled FPKIPA meeting.
- b. If a federal voting member is not present but has provided a proxy to another federal voting member, to one of their federal agency representatives, or to the FPKIPA Chair, the proxy shall be cast as requested by the federal voting member. The proxy designation must specify if it is for a particular issue or a blanket proxy; and if it is for a single meeting or remains valid until revoked. If a federal voting member is not present and has not provided a proxy, the vote shall show that the member is 'Absent'.
  - c. The Secretariat shall total the votes, determine whether the matter passes based upon the requirements for passage as specified in the Charter, and announce the results.
  - d. The Secretariat of the FPKIPA shall provide the results of the vote to all of the voting and observer members as soon as possible after the vote is completed. Furthermore, the Secretariat shall include the results of the vote, and the matter upon which the vote was taken, in the minutes of the FPKIPA meeting.
  - e. The Chair shall sign the following items to confirm approval by the FPKIPA:
    - (i) Revisions or modifications to the Federal PKI (FPKI).
    - (ii) Memorandum of Agreement (MOA) following approval of a cross certification application.
    - (iii) Letter of Authorization (LOA) to issue cross-certificates.
    - (iv) Determination of remedies/actions to be taken for noncompliance and/or unacceptable risk, or to restore Federal Bridge Certification Authority (FBCA) and Federal Common Policy Federal CA (FCPCA) interoperability following cross-certificate revocation.
    - (v) Re-issue a member's cross-certification under extraordinary circumstances.
8. *Minutes of Meetings*: The Secretariat shall take minutes for all meetings. The minutes shall not be deemed final until a majority of the Voting Members vote affirmatively to accept, or following acceptance of offered modifications to the minutes at the next

regularly scheduled meeting. The Secretariat shall post the approved Meeting Minutes to the [FPKIPA web site](#).

9. *Committees*: The FPKIPA shall have the following standing or ad hoc working groups. In each case, members may include federal agency employees, who volunteer for the position, or government contractor employees or other authorized representatives. All entities that participate in the FPKIPA, either as voting members or observers, are encouraged to participate in the working groups.
  - a. FPKI Certificate Policy Working Group (CPWG), which reviews and/or maintains Applications for Cross Certification, Certificate Policies (CP), CP Change Proposals, and auditor reports of entities that apply for or seek to maintain cross-certification with the applicable FPKI architecture policy at a specific level of assurance, and recommends to the FPKIPA the acceptance or rejection of these entity applications, CPs, and audit reports. Furthermore, this group maintains FPK Trust Infrastructure CPs, administrative and guidance documents including the FPKIPA Charter and By-Laws, Criteria and Methodology for Cross-Certification with the U.S. Federal Bridge Certification Authority (FBCA), FPKI Certification Applicant Requirements (aka FBCA Mapping Matrices), and Memorandum of Agreement (MOA); and recommends changes to these documents to the FPKIPA.

All FPKIPA members are encouraged to ensure representation at FPKI CPWG meetings.

- b. The PKI Shared Service Provider Working Group (SSPWG) oversees the processes involved in the PKI Shared Service Provider (SSP) program. These processes are documented in the [SSP Roadmap](#) document. Membership in the SSPWG is limited to federal employees and direct support contractors on behalf of their agencies, as well as approved PKI SSP vendors.
  - c. The FPKI Technical Working Group (TWG) reviews and provides advice about technical issues related to the FPKI at the request of the FPKIPA, CPWG or Federal PKI Management Authority (FPKIMA).
  - d. The Chair may convene Ad Hoc Committees, which form for specific short-term purposes and then dissolve.

All FPKIPA Members shall be eligible to chair or participate in FPKIPA working groups.

10. *Processing applications for cross-certification*: Organizations may apply for cross-certification with the FPKI Trust Infrastructure at any time. The procedure and application form for consideration of such an application follows the steps outlined in the [Criteria and Methodology for Cross-Certification With the U.S. Federal Bridge Certification Authority \(FBCA\)](#)

11. *Ensuring Reliability of FPKI*: All FPKIPA members and PKI SSPs are equally responsible for maintaining the health and well-being of the FPKI. To this end, each member organization must comply with the following:
  - a. All members and PKI SSPs are responsible for ensuring directory operations and availability. In the event a member PKI directory is operating in a manner that imperils the rest of the FPKI directory infrastructure, the cross-certificate for that entity will be removed from the FPKI directory until such time as the malfunctioning directory is modified, repaired, or replaced; and, can demonstrate that it is no longer a threat to the infrastructure.
12. *Conflicts of Interest*: Whenever a conflict of interest arises, namely, any member associated with the activities of the FPKIPA is participating in a task assigned or requested by the FPKIPA, and which may result in personal or financial advantage to that member or to his or her organization, that member shall recuse himself or herself from the task and shall so notify the FPKIPA.
13. *Compliance Audit Reminder Letters*: The FPKIPA will send compliance audit notification letters to the Cross-Certified Entities of the appropriate Federal PKI CA. The Secretariat shall send these notification letters not more than 120 days nor less than 90 days prior to the compliance audit due date.
14. *Certificate Policy Change Proposal Compliance Verifications*: Entities will submit a written confirmation of change to the applicable Entity CP and/or CPS for each FPKIPA-approved FBCA and/or FCPCA Change Proposal to the FPKIPA within 30 days of the end of the implementation period specified in the Change Proposal; or shall identify the issue(s) preventing implementation and specify a date by which the Entity will satisfy the CP and/or CPS change. If implementation of the change is not possible or adversely affects the operational capabilities of the Entity PKI, the entity will submit a request for reconsideration of the change as specified in the applicable FBCA and/or FCPCA CP.
15. *Procedures and Forms*: The FPKIPA has developed a number of guidelines and templates to support the cross certification process. These documents are posted to the [FPKIPA web site](#). Federal agencies and other entities seeking to cross certify with a FPKI CA should refer to that site or send an email to the [FPKI Webmaster](#).