

1. Membership.

- a. **Composition of the Forum Body:** An entity and its affiliates may only join one of the following three membership groups that comprise the Forum Body: Application Vendors, Certification Authorities, or Interested Parties.
 - i. **Application Vendor:** Any application software vendor that operates a publicly trusted root store.
 - ii. **Certification Authorities:** Any entity that issues digital certificates from a root certificate that is both under the entity's control and included in a Application Vendor's root store.
 - iii. **Interested Parties:** Any entity who wishes to participate in the Forum's activities.
- b. **Membership Application:** Entities interested in membership should submit their application to the Board. In the application, members should provide proof of their qualifications to participate in a selected membership category. The Board will vote to approve or reject a membership application during its next meeting.
- c. **Annual Membership Fees:** During the first year of reorganization the fee for each member will be \$2,000. This amount will be updated on an annual basis by the Board to accurately reflect the Forum's expected operating costs.
- d. **Responsibilities:** All members, regardless of group, may vote in the adoption of guidelines, participate in working groups, and contribute to the Forum discussion.
- e. **Active Membership:** Only active members may vote. A member is considered active if the member's representative has, at least 30 days prior to a ballot date, attended a meeting (teleconference or face-to-face) or sent an email to the Forum's listserv. Members with extenuating circumstances may remain active without attending meetings or posting to the Forum for up to nine months by notifying the Forum's Board of the situation and representing to the Board that the member will continue reading listserv posts and resume contributing when possible. A member with extenuating circumstances is not required to divulge details of the situation. Votes cast by members who fail to meet the activity requirement are ignored when tallying ballot results.
- f. **Non-member Participation:** The Board may invite non-members with special expertise to participate in discussions and working groups. A non-member expert should be announced at the start of any meeting in which they are participating to inform Forum member's of the non-member's involvement.. A non-member's participation is temporary. The board may terminate this participation at any time. A non-members right to participate ends automatically if project in which they are participating is finalized or abandoned.

2. Mailing List.

- a. **Public Mailing:** The Forum will maintain new mailing lists that are made read-only to the public. Forum discussions, documents, and voting should generally be posted to the new public mailing lists. All Forum members have read/write access to the public mailing lists.
- b. **Confidential Mailing List:** The Forum should retain the existing mailing list as an avenue to discuss confidential issues that arise. Confidential issues include attacks on CA systems, compromises under investigation, and similar issues. All members have read/write access to the confidential mailing list. Members may not repost confidential messages to the public mailing list without express permission from the message's author.

- c. Working Groups: Working group mailing lists are created at the request of the working group. Working group mailing lists are made read-only to the public except in rare circumstances when a working group is needed to address an issue requiring confidentiality.
 - d. IPR: The IPR applies to all members and, thus, to all contributions made through the mailing list. Non-members may, by invitation of the Forum, participate in working groups and forum discussion provided they have agreed to the Forum's IPR.
- 3. Board of Directors.
 - a. Composition: Membership on the Forum's Board of Directors is available to any CA or Application Vendor Member who pays the annual \$10,000 Board-level fee.
 - b. Responsibility: The Board oversees the Forum's operations and by-laws, collects annual fees, approves working groups, is responsible for creating a fast-track process, and ratifies approved guidelines and errata.
 - c. Voting: Ratification of work product adopted by the Forum body requires a majority vote of active board members using an email ballot. All other Board matters are decided by a majority vote of the Board during a meeting where the quorum requirements are met.
 - d. Quorum: Quorum requirements are met for a ratification vote if half of the active board members participate in the ratification vote. Quorum requirements for other votes are met if the meeting when the voting occurs is attended by half of the active board members.
 - e. Fees: Board members must pay an annual fee of \$10,000. This amount will be updated on an annual basis by the Board to accurately reflect the Forum's expected operating costs.
- 4. Working Groups.
 - a. Not Required: Work product can be created either at the Forum level or at the working group level. Any Forum member may bring a proposal for consideration by the Forum body at any time.
 - b. Creation: A member may request that the Board create a working group. After receiving a request, the Board establishes the working group by a majority vote.
 - c. Chair: A member of the Board chairs the working group. The chair is responsible for moving discussion forward, determining the extent of the working group's scope, and reporting key decisions to the Forum body.
 - d. Voting: A majority vote of active working group members is required to move a working group draft to the Forum body for consideration of whether the working group draft should be voted on for adoption. Working groups do not have quorum requirements.
 - e. Joining. Members may join a working group by submitting a request to the working group chair. The working group chair will permit any member to join the working group upon request, except that the chair should limit the number of Interested Parties joining a working group to 1/3 of the total working group members. Interested Parties are added to a working group in the order their request to join is received. The chair may exceed this limitation with the board's prior approval. The 1/3 limitation does not apply to participation in the Forum body.
- 5. Forum Body.
 - a. Participation: All members may participate in the Forum's activities, including the face-to-face meetings and teleconferences.
 - b. Work Product: Any member may propose modifications to a work product prior to the start of a ballot period. Work product cannot be modified once a ballot period begins.

- c. Voting. As detailed in section 7.b below, the approving vote of the Forum body is required to adopt work product.
 - d. Quorum: Quorum requirements are met if a majority of the active members in each membership group participate in a vote. Members may hold teleconferences and face-to-face meetings even if a quorum is not present.
6. Voting on Work Product.
- a. Working Groups: Members of the working group vote on all issues related to the working group except working group formation. Working groups require a majority vote.
 - b. Forum Body: The Forum membership must vote to approve any proposed work product before the work product is adopted by the Forum.
 - i. Motions: Any member may make a motion to adopt a proposed work product. A motion is only balloted after receiving the endorsement of two additional members.
 - ii. Review Period: A motion that receives two endorsements undergoes a seven day review period. Any edits to a motion made during this time must be approved by the member making the motion and the two endorsers before being incorporated as part of the ballot.
 - iii. Ballot Period: The ballot period commences immediately after the review period ends and lasts for seven days. No edits may be made during a ballot period.
 - iv. Voting. All active members may vote during a ballot period. Votes must be cast as a clear “Yes”, “No”, or “Abstain”. Only the last vote cast by a member during the ballot period counts.
 - v. Approval: Votes are tallied by membership group (CA, Application Vendor, and Interested Parties). A motion passes if two out of the three membership groups vote to approve the work product. A membership group approves a motion if 66% of the votes received by that group are “Yes” votes.
 - vi. Limitation: The Interested Party membership group must have at least seven active members to vote on work product. If the group has less than seven members, approval requires a 66% vote by both the Application Vendor and CA groups.
 - vii. Quorum: Quorum requirements are met if a majority of the active members vote during the ballot period.
 - c. Board: Work product is officially adopted by the Forum only when ratified by the Board of Directors.
 - i. Voting: The ratification vote occurs immediately after the ballot period.
 - ii. Approval: Votes by Board members are tallied after the ballot period closes. Work product is ratified if a majority of the active Board members vote in favor of ratification.
 - iii. Quorum: Quorum requirements are met if a majority of the active board members vote during the ratification vote.
7. Formation. The CAB Forum should incorporate as a non-profit in Delaware.
8. Adoption. The IPR will remain as adopted and apply equally to all members.

Explanation:

- 1) Membership. Many businesses depend heavily on reliable certificate issuance to conduct business and secure communication. These entities have a strong interest in proposing and participating in the adoption of industry standards. Therefore, the Forum should create a

third voting group that gives these relying parties a voice in the Forum's work product. Although the new membership is a separate voting group, its members have equal rights to participate in Forum discussions and working groups, vote to adopt guidelines, and provide input on the Forum's direction and projects.

This new "Interested Parties" voting group is open to any entity who wishes to participate in the Forum's activities, regardless of industry or size. As mentioned, this new group is in addition to the existing CA and Application Vendor groups.

- 2) Creation of a Public Mailing List. Forum discussion and voting should generally take place through a public listserv. However, the Forum should retain private mailing lists so that confidential discussions among Forum sub-groups can take place when necessary (i.e. attacks on systems, compromises under investigation, and similar issues). Creating a public mailing list for all non-confidential issues will allow the public to view the discussion and voting as it occurs and help remind members that standards should favor security and customer concerns over the CA's business concerns.
- 3) Creation of Work Product. The Forum has not, historically, operated through established working groups. Instead, the Forum operates using a free exchange of ideas on a single listserv. This free exchange among all of the members has led to the successful creation of both the EV Guidelines and Baseline Requirements. The network security requirements should also be adopted in the near future. This proposal recognizes this success and continues the practice of an open general discussion, meaning that most of the discussion and document creation should occur on the Forum's primary mailing list. Any member may propose document edits and drafts for consideration by the general membership. While the Forum should retain the ability to create working groups whenever convenient, requiring discussion to occur primarily in working groups moves away from a chief goal of the Forum: open communication among all members.

The Forum may create working groups whenever a working group is deemed beneficial for drafting and discussion purposes. A working group is considered beneficial if at least one board member is willing to sponsor the working group. The sponsoring board member acts as the chair of the working group and is responsible for moving discussion forward, determining the extent of the working group's scope, and reporting key decisions to the general Forum body. The working group may move a working group draft to the general membership for consideration by a majority vote of the working group members.

Because of the potential disparity in sheer numbers among the different classes, the number of Interested Party members that may join a working group is limited to one-third of the total working group. This limitation is necessary to ensure that all interested parties are represented in the working groups, avoid significantly biasing a work group's product in favor of a single voting group, and ensure that working groups can rapidly progress towards a finalized document.

- 4) Adoption of Work Product. The new Forum will consist of three different voting classes, each with an equal voting right in adopting the Forum's work product: Interested Parties, CAs, and Application Vendors. Adoption of a new work product as a guideline requires an approving vote by 66% of at least two of the three member classes.

A member is only eligible to vote if the member is an active participant of the Forum. Linking membership activity to voting rights ensures that voting members are aware of the issues involved and encourages frequent and meaningful participation in the Forum's activities.

To ensure that the Interested Party membership group provides a broad viewpoint and avoid potentially giving a single entity too much influence in the Forum, the Interested Party member group requires at least seven active members to participate in voting.

- 5) Board of Directors. Although subscribers and relying parties are significantly affected by their use of digital certificates, their stake in the Forum's discussions are not the same. To date, the Forum has focused on creating work product that imposes requirements on Certification Authorities. To reflect this more direct interest, membership on the Board of Directors is open to CAs and Application Vendors willing to invest a significant amount of energy and time into the Forum's daily operations. This dedication is reflected, in part, by requiring Board members to pay a higher annual fee than other members. The Board is responsible for guiding the daily operations of the Forum, managing collected annual dues, creating working groups, and ratifying approved guidelines.

Instead of being operated by a limited number of Board of Directors, the Forum's Board is open to all interested CA and Application Vendor members. The number of entities continuously interested in the Forum's operations has never been more than about twelve. With an additional fee required for Board members and the fact that all members have a vote on the adoption of work product, Forum governance participation isn't likely to increase. A low number of interested participants minimizes any potential advantages associated with holding elections and avoids disenfranchising those entities unable to obtain a board seat.

- 6) Incorporation of the. The Forum should incorporate as a non-profit. Although incorporation might make service of process easier in some cases, the advantages related to ease of management, Forum IP ownership, and the establishment of goodwill outweigh the foreseeable disadvantages.
- 7) Adoption of the IPR. The Forum recently adopted an IPR that applies to all members of the Forum. Changing the IPR now will undo two years of negotiations and drafting. Because the drafting process and discussions are open to all Forum members, the IPR must apply equally to all members. This will encourage broad IP disclosures and prevent an entity from trying to take advantage of the Forum's structure.
- 8) Funding. Any annual dues collected are used to fund the Forum's activities. Membership dues will be determined after the Forum's expected operating costs are determined.