
BYLAWS OF THE CA/BROWSER FORUM

Version 2.2 - Effective as of May 21, 2019

1. CA/BROWSER FORUM – PURPOSE, STATUS, AND ANTITRUST LAWS

1.1 Purpose of the Forum

The Certification Authority Browser Forum (CA/Browser Forum) is a voluntary gathering of leading Certificate Issuers and vendors of Internet browser software and other applications that use certificates (Certificate Consumers).

Members of the CA/Browser Forum have worked closely together in defining the guidelines and means of implementation for best practices as a way of providing a heightened security for Internet transactions and creating a more intuitive method of displaying secure sites to Internet users.

1.2 Status of the Forum and Forum Activities

The Forum has no corporate or association status, but is simply a group of Certificate Issuers and Certificate Consumers that communicates or meets from time to time to discuss matters of common interest relevant to the Forum's purpose. The Forum has no regulatory or industry powers over its members or others. Other than those rights and responsibilities found in the Forum's Intellectual Property Rights (IPR) Policy, Forum "membership" or other participation status does not convey any legal status or rights, but is intended simply as a guide to the levels of participation in Forum activities.

1.3 Intellectual Property Rights Policy; Antitrust Laws and Regulations; Goal; Conduct

Forum Members, Associate Members, and Interested Parties must comply with the then-current IPR Policy and all applicable antitrust laws and regulations during their Forum activities.

The historic goal of Forum activities (including development of proposed requirements and guidelines and voting on all matters) has been to seek substantial consensus among Forum Members before proceeding or adopting final work product, and this goal will remain for the future. Members shall not use their participation in the Forum either to promote their own products and offerings or to restrict or impede the products and offerings of other Members.

An antitrust compliance statement shall be read at the start of all Forum Meetings (and on other occasions, as the Chair deems necessary) in substantially the following form:

“As you know, this meeting includes companies that compete against one another. This meeting is intended to discuss technical standards related to the provision of existing and new types of digital certificates without restricting competition in developing and marketing such certificates. This meeting is not intended to share competitively-sensitive information among competitors, and therefore all participants agree not to discuss or exchange information related to:

1. Pricing policies, pricing formulas, prices or other terms of sale;
2. Costs, cost structures, profit margins,
3. Pending or planned service offerings,
4. Customers, business, or marketing plans; or
5. The allocation of customers, territories, or products in any way.”

2. FORUM MEMBERSHIP AND VOTING

2.1 Qualifying for Forum Membership

Chartered Working Group (CWG) Members are automatically granted Forum Membership.

Categories of Forum Membership are defined as follows:

- **Certificate Issuer:** The member organization operates a certification authority that meets the requirements for membership as a Certificate Issuer in one or more CWGs.
- **Root Certificate Issuer:** The member organization operates a certification authority that meets the requirements for membership as a Root Certificate Issuer in one or more CWGs.
- **Certificate Consumer:** The member organization meets the requirements for membership as a Certificate Consumer in one or more CWGs.
- **Associate Member:** As defined in Section 3.1
- **Interested Party:** As defined in Section 3.2

Members that qualify under more than one category of Forum Membership MAY choose their membership category.

2.2 Ending Forum Membership

When a Forum Member ceases to be a Member of at least one CWG, their Forum Membership shall be terminated. Termination does not prevent a Member from potentially having continuing obligations, under the Forum's IPR Policy or any other document.

2.3 General Provisions Applicable to All Ballots

The following rules will apply to all ballots, including Draft Guideline Ballots (defined in 2.4).

1. Only votes by Members shall be accepted.
2. Only one vote per Member company shall be accepted; Affiliates of Members shall not vote.
3. A representative of any Member can call for a proposed ballot to be published for discussion and comment by the membership. Any proposed ballot needs two endorsements by other Members in order to proceed. The discussion period then shall take place for at least seven (7) calendar days before votes are cast. At any time, a new version of the ballot (marked with a distinguishing version number) may be posted by the proposer in the same manner as the original. Once no new version of the ballot has been posted for seven (7) calendar days, the proposer may end the discussion period and start the voting period by reposting the final version of the ballot and clearly indicating that voting is to begin, along with the start and end dates and times (including time zone) for the voting period. The ballot automatically fails if twenty one (21) calendar days elapse since the proposer last posted a version of the ballot and the voting period has not been started.
4. Upon commencement of the voting period, Members shall have exactly seven (7) calendar days for voting on the proposed ballot, with the deadline clearly communicated in the ballot and sent via a Public Mail List. For ballots related to the Forum level, votes must be sent to the Public Mail List of the Forum. For ballots related to a CWG, votes must be sent to the Public Mail List of the CWG. All voting will take place via a Public Mail List. Votes not submitted to the proper Public Mail List by the end of the voting period (as specified in the ballot) will not be considered valid, and will not be counted for any purpose. Each Member, and not the Forum or CWG, will be responsible for taking precautions to make sure such Member's vote is submitted properly and counted. In the event that a Member's vote on a ballot is not submitted properly, such vote shall not be valid and shall not be counted for any purpose, and there shall be no appeal, revote (except in the case of a new ballot submitted to all Members) or other recourse.

5. Members may vote “yes”, “no”, or “abstain” on a ballot. Only votes that indicate a clear “yes” or “no” response to the ballot question shall be considered (i.e. votes to “abstain” and votes that do not indicate a clear “yes” or “no” response will not figure in the calculation of item (f), below).
6. Members fall into two categories: Certificate Issuers (including Certificate Issuers and Root Certificate Issuers), and (2) and Certificate Consumers. In order for a ballot to be adopted by the Forum, two-thirds (2/3) or more of the votes cast by the Members in the Certificate Issuer category must be in favor of the ballot, and at least fifty percent (50%) plus one (1) of the votes cast by the Members in the Certificate Consumer category must be in favor of the ballot. At least one (1) Member in each category must vote in favor of a ballot for the ballot to be adopted.
7. A ballot result will be considered valid only when more than half of the number of currently active Members has participated. The number of currently active Members is the average number of Member organizations that have participated in the previous three (3) Forum Meetings and Forum Teleconferences.
8. The Chair will tabulate and announce the results within three (3) business days of the close of the voting period.
9. The Chair may delegate any of his/her duties under this Section 2.3 and Section 2.4 to the Vice Chair as necessary, or the Vice Chair may otherwise execute the duties and obligations of the Chair as provided in Section 4.1(1) of these Bylaws.

2.4 Requirements for Draft Guideline Ballots

This section applies to any ballot that proposes a Final Guideline or a Final Maintenance Guideline (a “Draft Guideline Ballot”), all as defined under the Forum’s IPR Policy. Draft Guideline Ballots must comply with the following rules in addition to the requirements set forth in Section 2.3 above.

1. A Draft Guideline Ballot will clearly indicate whether it is proposing a Final Guideline or a Final Maintenance Guideline. If the Draft Guideline Ballot is proposing a Final Guideline, such ballot will include the full text of the Draft Guideline intended to become a Final Guideline. If the Draft Guideline Ballot is proposing a Final Maintenance Guideline, such ballot will include a redline or comparison showing the set of changes from the Final Guideline section(s) intended to become a Final Maintenance Guideline, and need not include a copy of the full set of guidelines or text describing the proposed changes. Such redline or comparison shall be made against the Final Guideline section(s) as they exist at the time a ballot is proposed, and need not take into consideration other ballots that may be proposed subsequently, except as provided in Section 2.4(10) below. In the event there is a conflict between the text of a Final Guideline or Final Maintenance Guideline included in a Draft Guideline Ballot

(the “Ballot Version”), and the text in the redline/comparison copy of the Final Guideline or Final Maintenance Guideline attached to the Draft Guideline Ballot (the “Redline Version”), the Ballot Version shall in all cases take precedence over the redline version. If present, the Ballot Version shall be the official text used for implementation should the Draft Guideline Ballot pass. If a discrepancy between the redline version and the Ballot version is discovered during the Draft Guideline Ballot discussion or voting periods, a corrected copy of the redline version shall be submitted to the Public Mail List for reference; this corrected Redline Version shall not affect the Draft Guideline Ballot text, the discussion period, or the voting period.

2. As described in Section 2.3(3), there will be a discussion period of at least seven (7) days before votes are cast on a Draft Guideline Ballot, with the start date of such discussion period clearly specified in the ballot. The discussion period shall end and the voting period shall commence also according to the procedure specified in Section 2.3(3).
3. As described in Section 2.3(4), upon commencement of the voting period, Members shall have exactly seven (7) calendar days to vote on a Draft Guideline Ballot, with the deadline clearly communicated in the ballot sent via a Public Mail List. For ballots related to the Forum level, votes must be sent to the Public Mail List of the Forum. For ballots related to a CWG, votes must be sent to the Public Mail List of the CWG. All voting will take place via the proper Public Mail List. Votes not submitted to the Public Mail List will not be considered valid, and will not be counted for any purpose. The Chair may send an email to a Public Mail List reminding Members of when the voting period opens and closes.
4. The Forum (via the Chair) will tabulate and announce the results within three (3) business days of the close of the initial voting period (the “Initial Vote”). If the Draft Guidelines Ballot does not pass the Initial Vote, the ballot fails.
5. If a Draft Guideline Ballot passes the Initial Vote, the Chair shall initiate, no later than the third (3rd) business day after the announcement of the Initial Vote results, the Review Period of thirty (30) or sixty (60) days, as applicable and as described in Section 4.1 of the IPR Policy. The Chair will initiate the Review Period by sending the Review Notice to both the Member Mail List and the Public Mail List. The Review Notice will clearly specify the open and close dates and times (with time zone) of the Review Period. If the Chair does not initiate the Review Period within five (5) business days after the announcement of the Initial Vote results, the Vice Chair must initiate the Review Period, using the same process as the Chair would have been required to use.
6. The Review Period will continue to the end of the thirty (30) or sixty (60) day period, as applicable, regardless of the number of Exclusion Notices filed pursuant to the IPR Policy during such period, if any. No later than three (3) business days after the conclusion of the applicable Review Period, the Chair will distribute any Exclusion Notices submitted in accordance with Section 4.1

(Review of Draft Specifications) of the IPR Policy via the Public Mail List; provided, however, that the Chair may distribute such Exclusion Notices earlier.

7. In addition to following the process for submitting Exclusion Notices set forth in Section 4 of the IPR Policy, Members shall also send Exclusion Notices to the Public Mail List as a safeguard.
8. If no Exclusion Notices are filed during the Review Period with respect to a Draft Guideline Ballot, then the results of the Initial Vote are automatically deemed to be final and approved, and Draft Guidelines then become either Final Guidelines or Final Maintenance Guidelines, as designated in the Draft Guidelines Ballot. The Chair will notify both the Member Mail List and the Public Mail List of the final approval within three (3) business days, as well as update the Public Website of Final Guidelines and Final Maintenance Guidelines within ten (10) business days of the close of the Review Period.
9. If Exclusion Notice(s) are filed during the Review Period (as described in Section 4.3 of the IPR Policy), then the results of the Initial Vote are automatically rescinded and deemed null and void, and;
 - a. A Patent Advisory Group (PAG) will be formed, in accordance with Section 7 of the IPR Policy, to address the conflict. The PAG will make a conclusion as described in Section 7.3.2 of the IPR Policy, and communicate such conclusion to the rest of the Forum, using the Member Mail List and the Public Mail List; and
 - b. After the PAG provides its conclusion, if the proposer and endorsers decide to proceed with the Draft Guidelines Ballot, and:
 - i. The proposer and endorsers do not make any changes to the Draft Guidelines Ballot, such ballot must go through the steps described in Sections 2.4(2) through (4) above, replacing the “Initial Vote” with a “Second Vote.” If a Draft Guidelines Ballot passes the Second Vote, then the results of the Second Vote are deemed to be final and approved. Draft Guidelines then become either Final Guidelines or Final Maintenance Guidelines, as designated in the Draft Guidelines Ballot. The Chair will notify both the Member Mail List and the Public Mail List of the approval, as well as update the public website of Final Guidelines and Final Maintenance Guidelines; or
 - ii. The proposer and endorsers make changes to the Draft Guidelines Ballot, a new Draft Guidelines Ballot must be proposed, and must go through the steps described in Sections 2.3(1) through (9) above.
10. If a ballot is proposed to amend the same section of the Final Guidelines or the Final Maintenance Guidelines as one or more previous ballot(s) that has/have not yet been finally approved, the newly proposed ballot must include

information about, and a link to, any such previous ballot(s), and may include provisions to avoid any conflicts relating to such previous ballots.

3. OTHER FORUM PARTICIPATION

3.1 Associate Members

The Forum may enter into associate member relationships with other organizations when the CA/Browser Forum determines that maintaining such a relationship will be of benefit to the work of the Forum. In the past, entities qualifying as Associate Members have included the ACAB'c, AICPA/CICA WebTrust Task Force, the European Telecommunications Standards Institute (ETSI), Paypal, the Internet Corporation for Assigned Names and Numbers, tScheme, the U.S. Federal PKI, and Certificate Issuers applying for membership but awaiting full qualification under Section 2.1. Participation as an Associate Member is by invitation only. In order to become an Associate Member, an organization must sign a mutual letter of intent, understanding, or other agreement and the Forum's IPR Policy Agreement, unless this latter requirement is waived in writing by the Forum based on overriding policies of the Associate Member's own organization IPR rules. Associate Members may attend face-to-face meetings, communicate with Forum Members on member lists, and access Forum wiki content. Associate Members are not entitled to vote except on special straw polls of the Forum (e.g. when selecting meeting dates, locations, etc.)

3.2 Interested Parties

Any person or entity that wishes to participate in the Forum as an Interested Party may do so by providing their name, affiliation (optional), and contact information, and by agreeing to the IPR Policy Agreement attached as Exhibit A (indicating agreement by signing the agreement).

Interested Parties may participate in Forum activities in the following ways:

1. By becoming involved in CWGs,
2. By posting to the Public Mail List, and
3. By participating in those portions of Forum Teleconferences and Forum Meetings to which they are invited by the Forum or CWG Chair relating to their areas of special expertise or the subject of their CWG participation.

Interested Parties are required to comply with the provisions of the IPR Policy Agreement and these Bylaws. Interested Parties may lose their status as Interested Parties by vote of the Members, in the Members' sole discretion.

Interested Parties apply by sending an e-mail to the Questions List, which includes:

- The signed IPR Policy Agreement

- The CWG Subcommittees they wish to join and Contribute.

3.3 Other Parties

The public may follow the Forum's activities by reading all postings on the Public Mail List and the Public Web Site. Questions or comments to the Forum may be sent to Questions Mail List.

4. OFFICERS AND FINANCES

4.1 Officers

1. Term of office: The Forum will elect a Chair and Vice Chair, each to serve for a term of two (2) years. The Vice Chair has the authority of the Chair in the event of any absence or unavailability of the Chair, and in such circumstances, any duty delegated to the Chair herein may be performed by the Vice Chair. For example, the Vice Chair will preside at Forum Meetings and Forum Teleconferences in the Chair's absence. The offices of Chair and Vice Chair may only be filled by Forum Member representatives. No person may serve as Chair for more than a two-year period or be elected to Vice Chair upon expiration or termination of the person's service as Chair, but a person is eligible to be elected as Chair again after having vacated the position as Chair for at least two (2) years.
2. Manner of conducting nominations: At least sixty (60) days prior to the expiration of the current Chair's term or upon his/her early termination as Chair, the Chair or Vice Chair will announce through the management mailing list that nominations are open for the office of Chair and the Vice Chair will automatically be nominated as the next Chair, but Forum Members may nominate themselves or others to be additional candidates as Chair. A Vice Chair may decline the nomination to the office of Chair and/or indicate an intent to seek nomination for re-election to the office of Vice Chair. The nomination period for Chair will last for at least one (1) week but no longer than four (4) weeks. Upon the close of the nominations for Chair, the nomination period for the office of Vice Chair shall immediately open. The nomination period for Vice Chair will last for at least one (1) week but no longer than four (4) weeks.
3. Manner of holding officer elections: If a single individual is nominated for a position, the Forum will hold a ballot prepared and submitted by the Chair, with the exception of not requiring endorsers, to confirm appointment of the nominee. For the confirmation ballot, each Member is entitled to a single vote regardless of the number of participating Member representatives or whether the Member is categorized as a Certificate (or Root Certificate) Issuer or a Certificate Consumer. If multiple votes are received from a Member's representatives, the last vote submitted during the voting period is considered the Member's vote. The single nominee is considered confirmed if a majority of

the Members who vote are in favor of the appointment, regardless of the number of votes cast and irrespective of whether 2/3 of the Certificate (or Root Certificate) Issuers or 1/2 of the Certificate Consumers approve appointment of the nominee. If more than one candidate is nominated for Chair or Vice Chair, the Chair will submit an election ballot, with the exception of not requiring endorsers, to determine which candidate will fill the position. Within two (2) weeks after the close of the nomination period, the Chair or Vice Chair will establish an election committee and announce the election ballot on the management mailing list along with the ballot start date, ballot end date, and a description of the voting process. The Chair or Vice Chair will appoint the election committee by selecting at least two (2) volunteers who have a reputation for independence, preferably individuals without voting rights in the Forum and that participate as Associate Members. The election committee is responsible solely for tallying Member votes in connection with the election ballot. The description must include the email address(es) where Members will send their vote, which should be the email addresses of the election committee. For election ballots, each Member is entitled to a single vote regardless of the number of participating Member representatives or whether the Member is categorized as a Certificate (or Root Certificate) Issuer or a Certificate Consumer. If multiple votes are received from a Member's representatives, the last vote submitted during the voting period is considered the Member's vote. Within two (2) weeks after the election ballot closes, the election committee will compile the votes, ensure that only one (1) vote is counted per Member, confirm the results with other members of the election committee, and publish the ballot results by sending an email to the Public Mail List. The election committee will not include any votes submitted before or after the voting period when compiling the votes. The ballot results email will contain only the following information: a short description of the ballot purpose, the total number of votes submitted during the ballot period, and the name of the nominee receiving the most votes. The election committee may include other language as necessary to accurately describe the ballot and any concerns the election committee had with the ballot, provided that such language does not disclose how individual Members voted. The election committee will treat the votes of individual Members as confidential information. The nominee receiving the most votes is appointed to the applicable position, regardless of the number of votes cast and irrespective of whether two thirds (2/3) of the Certificate (or Root Certificate) Issuers or fifty percent (50%) of the Certificate Consumers voted for the nominee. If the election ballot results in a tie among the candidates receiving the most votes, the Chair or Vice Chair will call for another election ballot that includes only the two tying candidates.

4. Duties: The Chair and Vice Chair shall exercise their functions in a fair and neutral manner, allowing all Members equal treatment for their comments and proposals, and shall not favor one side over another in any matter (except that the Chair and Vice Chair may indicate their own position during discussion and voting on the matter). The Chair and Vice Chair shall have no personal liability

for any activities of the Forum or its Members or Interested Parties. The Chair or the Vice Chair may sign correspondence, applications, forms, Letters of Intent, and Memoranda of Understanding relating to projects with standards bodies, industry groups, and other third parties, but shall have no personal liability therefor.

4.2 Finances

Because the Forum has no corporate status, it will not maintain funds or banking accounts. The costs of operating Forum websites or mailing lists will be covered by voluntary contributions from Members (who may seek voluntary contributions from other Members to help defray such costs). Members may propose other group activities which they propose to sponsor (e.g., research projects, etc.) which require funding and may seek voluntary contributions from other Members for such activities.

Forum Meetings may be held from time to time upon the voluntary sponsorship of one or more Members. The sponsor of a Forum Meeting may suggest a fixed cost per meeting participant as reimbursement to the sponsor to cover (a) the cost of meeting rooms and refreshments, and (b) the cost of any meeting dinner or other group activity. Sponsors will be encouraged to announce any suggested per-participant fixed cost reimbursement amount in advance of the Forum Meeting for participant planning purposes, and will provide a statement or invoice to each participant upon request after the Forum Meeting for submission to the participant's accounting department. All per-participant reimbursements shall be paid directly to the sponsor.

Interested Parties will not be required to pay anything for their participation in Forum activities, but must cover their own expenses for participation in any CWG meetings.

5. FORUM AND WORKING GROUP ACTIVITIES

5.1 Forum Member Mail List and Member Web Site

The Forum shall maintain a Member Mail List and Member Web Site that are not accessible by the public. The following matters may be posted to the Member Mail List and Member Web Site:

1. Draft minutes of Forum meetings (both virtual and in-person, and including any sub-groups or committees) will be posted to the Member Mail List to allow Members to make sure they are being correctly reported. Minutes will be considered final when approved at a subsequent Forum Meeting or Forum Teleconference; provided, however, that if there is no Forum Meeting or Forum Teleconference scheduled within three (3) weeks of the publication of the draft minutes. Final minutes will then be posted to the Public Mail List and Public

Web Site. The Chair will, upon request, make redactions of any part of the public copy of the minutes identified as private or sensitive by either the information discloser or a member mentioned or affiliated with the subject of the information.

2. Nominations for officer positions, Forum Meeting and Forum Teleconference scheduling issues, and discussion of Forum financial issues.
3. Security incidents if, in the opinion of the Members, discussion on the Public Mail List could reasonably be detrimental to the implementation of security measures by Members.
4. Proposed responses to questions sent to the Questions Mail List.
5. Matters which, in the opinion of the Members, require confidentiality.

Members have discretion about which mailing list they use, but are strongly encouraged to use the Public Mail List for matters other than those listed above.

Members are strongly discouraged from posting the text of Forum Member Mail List messages to the Forum Public Mail List without the permission of the author or commenter.

These activities should be followed by any Chartered Working Group. Working Groups may use the Forum Member List but they are encouraged to maintain a separate Member Mail List. Working Groups may use the Forum Member Web Site but they must maintain a separate section designated for material related to the specific Working Group.

5.2 Public Mail List and Public Web Site

The Forum Chair shall appoint a List Manager who shall maintain a Public Mail List. Members and Interested Parties may post to the Public Mail List in compliance with these Bylaws. Anyone else is allowed to subscribe to and receive messages posted to the Public Mail List, which may be crawled and indexed by Internet search engines.

The Forum Chair shall appoint a Webmaster. The Webmaster shall post instructions on the Public Web Site for subscribing to the Public Mail List.

The following materials shall be posted to the Forum Public Mail List or Public Web Site:

1. Draft and final agendas for CWG meetings, Forum Meetings and Forum Teleconferences (including any sub-groups or committees).
2. Final minutes of Forum Meetings and Forum Teleconferences (including minutes of any sub- groups or committees).

3. Messages formally proposing a Forum ballot (including ballots to establish, extend, modify, or terminate CWGs), individual votes, vote and quorum counts, and messages announcing ballot outcomes and voting breakdowns.
4. Initial and final drafts of Forum requirements, guidelines, and recommendations after the drafter has had an opportunity to receive and respond to initial Member comments.
5. Initial and final drafts of CWG charter documents, guidelines, and recommendations after the drafter has had an opportunity to receive and respond to initial Working Group member comments.

These activities should be followed by any Chartered Working Group. Working Groups must maintain a separate Public Mail List. Working Groups may use the Forum Public Web Site but they must maintain a separate section designated for material related to the specific Working Group.

5.3 Working Groups

5.3.1 Formation of Chartered Working Groups

1. (Referred to as Section 5.3.1(a) in the IPR Policy) Members who desire to form a new “Chartered” Working Group (CWG) shall propose a charter by ballot pursuant to Section 2.3 above. A CWG shall:
 - Include Certificate (or Root Certificate) Issuer participants or Certificate Consumer participants, and should typically include both.
 - Allow for the participation of Interested Parties and Associate Members.

Criteria for each category of membership in a CWG shall be clearly defined, and should consider:

- Audit requirements, including acceptable audit schemes, duration and age of the report, and auditor qualifications.
 - Requirements for the Applicant to be actively issuing certificates or creating a software product that relies upon certificates.
 - Requirements that certificates are treated as valid by a CWG Certificate Consumer, or for the software produced by the Certificate Consumer to be intended for use by the general public.
2. The charter shall outline the scope of the CWG’s activities and other important information. A template for Working Group charters is attached to these Bylaws as Exhibit C. A Working Group may deviate from the template, provided that the charter must include at least the following information:
 - Scope of the Working Group
 - Anticipated Working Group end date, if any
 - Initial chairs and contacts for the Working Group

- Type(s) of Members eligible to participate in the Working Group (e.g., Members, Interested Parties, and Associate Members)
 - Membership criteria as described in section 5.3.1
 - Criteria for ending membership for each category of participant
 - Voting structure for the WG
 - Summary of the work that the WG plans to accomplish
 - Summary of major deliverables and guidelines for the Working Group
 - Means of communication to be used by the Working Group (see subsection (4) below)
 - Applicability of the IPR Policy
3. After the charter is approved, the CWG MAY elect a new Chair and Vice Chair elected by CWG members following the procedures of Bylaws Section 4.1 as closely as possible. The initial term for CWG officers shall expire on November 30 of the next even-numbered year after the CWG is established in order to be synchronized with the terms of Forum officers. Proposing and voting on all CWG Ballots by CWG members shall follow the procedures stated in Bylaws Sec. 2.3 and 2.4 with the exception of not requiring a proposer and endorsers. The CWG Chair will send an invitation to the Public Mail List for an initial CWG meeting and will solicit eligible Members, Associate Members and Interested Parties (as specified in the charter) with expertise and interest in the CWG's subject matter to participate in the CWG. In order to participate in a Working Group, a party must have agreed to the IPR Policy Agreement and formally declared participation. Each CWG Chair shall be responsible for ensuring that all parties attending the respective CWG meetings have signed the IPR Policy Agreement and have formally declared their participation in the CWG via the mechanism designated by the Forum prior to attending.
 4. Each CWG may establish its own means for their communications, as provided in the charter, but such means should be managed in the same fashion as the Public Mail List and employed by the CWG with a similar level of transparency as appropriate to their nature with public archives for written methods of communication. CWGs may meet by teleconference or have face-to-face meetings as provided in the charter, but the Forum shall not be responsible for the expenses of any such teleconferences or meetings.
 5. (Referred to as Section 5.3.1(e) in the IPR Policy) CWGs may establish any number of subcommittees within its own Working Group to address any of such CWG's business (each, a "CWG Subcommittee"). A CWG-created Subcommittee needs to be approved by the CWG itself according to the approval process set forth in the CWG charter, but approval of the Forum is not necessary.

5.3.2 Rechartering, Extending and Dissolving Working Groups

1. Rechartering: CWGs may only amend their charters via the ballot procedure described in Section 2.3 above. After Forum approval of an amended CWG

charter, the new charter takes effect immediately, or as specified in the amending ballot. This amendment process does not itself require an Interim WG Chair to be appointed, unless specified in the amending ballot.

2. **Extending:** Unless extended, a CWG will expire on the date specified in its charter, if any. To extend a CWG charter, the Forum Chair may, at the Forum Chair's discretion, conduct a fourteen (14) day poll (yes/no regarding the extension) of the Forum, initiated through the Public List. If no objection is made to the extension during the poll, the extension is deemed approved. If an objection ("no" vote) is made during the poll, an extension shall be determined using the ballot procedure described in Section 2.3 above. This provision may only be used to continue the work of the CWG under the existing charter and scope.
3. **Dissolving:** The Forum can dissolve a CWG via a ballot following the Forum's regular voting rules in Section 2.3 above. The Forum may not dissolve a CWG prior to the end date specified in its charter, if any, without such a ballot.

5.3.3 Output of Working Groups

1. CWGs may adopt Final Guidelines and Final Maintenance Guidelines within the scope of their charters and according to the provisions (including voting processes) of the CWG's charter. All Final Guidelines and Final Maintenance Guidelines must be posted on the Public Mail List.
2. Final Guidelines and Final Maintenance Guidelines developed by a CWG do not need to be approved by the Forum at large.

5.3.4 Legacy Working Groups

No stipulation.

5.4 Forum Teleconferences and Forum Meetings

From time to time the Forum and CWGs will hold Teleconferences and Meetings among the Members and Associate Members, who may participate in person or (where feasible) by teleconference. Interested Parties and others may be invited by the Forum or CWG Chair, in the Chair's discretion, to participate in those portions of Teleconferences and CWG Meetings that are relevant to their expertise or their participation.

5.5 IPR policies

As a requirement for membership, Members must execute and return to the CWG Chair the IPR Policy Agreement attached as Exhibit A before participating in any CWG. As the IPR Policy is amended from time to time, Members will be required to execute and return a new IPR Agreement within ninety (90) days of the CWG Chair's written request. If a Member fails to execute and return the new IPR Policy

Agreement within such 90-day period, then the Member's CWG and Forum membership shall default to an Associate Membership until the agreement is signed and returned.

As a requirement for participation in any CWG as an Associate Member or Interested Party, Associate Members and Interested Parties must execute and return to the CWG Chair the IPR Policy Agreement attached as Exhibit A before participating in any CWG. As the IPR Policy is amended from time to time, Associate Members and Interested Parties will be required to execute and return a new IPR Policy Agreement within ninety (90) days of the CWG Chair's written request. If an Associate Member or Interested Party fails to execute and return the new IPR Policy Agreement within such 90-day period, its participation in Forum calls, meetings, activities, and events shall be suspended until the agreement is signed and returned.

5.6 Forum Subcommittees

The Forum may establish subcommittees of the Forum that are not designated by a CWG, by ballot, to address any of the Forum's business as specified in the ballot (each, a "Forum Subcommittee"). Forum Subcommittees are open to all Forum Members. A Forum Subcommittee may work on and recommend Forum ballots, complete delegated Forum functions, or issue reports to the Forum that are within the Forum Subcommittee's jurisdiction. Forum Subcommittees must post all agendas and minutes on a public mail list.

No actions taken by a Forum Subcommittee will implicate obligations under the IPR Policy. A Forum Subcommittee will not generate or discuss any Contributions, Draft Guidelines, Final Guidelines, or Final Maintenance Guidelines (as such terms are defined by the IPR Policy), or partake in any activity that would trigger obligations pursuant to the IPR Policy if such activity were undertaken by a CWG.

6. MISCELLANEOUS

6.1 Posting and Amendment of the Bylaws

The current version of the Bylaws shall be posted to the Public Web Site. These Bylaws may be amended by subsequent ballot(s) of the Members.

6.2 Procedure for Dealing with Questions and Comments

The Forum procedure for dealing with questions and comments sent to the Questions Mail List shall be as follows. The Chair shall appoint a Questions List Coordinator. The responsibilities of the Questions List Coordinator are:

1. If practical, within twenty four (24) hours send an acknowledgment to the questioner indicating that the question or comment has been received and that a response will be provided as soon as is practical.
2. Coordinate discussion using the Member Mail List until consensus has been achieved. Depending on the topic of the question, the Questions List Coordinator may choose to coordinate discussion on the appropriate CWG Member Mail List.
3. Post the proposed response to the Member Mail List indicating that Members have twenty four (24) hours to object.
4. If no objections are received before the deadline expires, then send the response to the questioner.
5. If consensus cannot be achieved, or one or more objections are received, then the matter should be dealt with in the next Forum Meeting or Forum Teleconference.

6.3 Interpretation of Bylaws

Nothing in these Bylaws is intended to supersede or replace anything in the IPR Policy. In the event of a conflict between these Bylaws and the IPR Policy, the IPR Policy shall govern.

6.4 Code of Conduct

All Members shall abide by the CAB Forum Code of Conduct, which is attached to these Bylaws as Exhibit B.

DEFINITIONS

Affiliate: An entity that directly or indirectly controls, is controlled by, or is under common control with, another entity. Control for the purposes of these Bylaws shall mean direct or indirect beneficial ownership of more than fifty percent of the voting stock, or decision-making authority in the event that there is no voting stock, in an entity.

Forum Meetings: Face-to-face plenary meetings of Members as scheduled from time to time, and does not include meetings such as Subcommittee, subgroup, committee, or PAG meetings.

Forum Teleconferences: Teleconference plenary meetings of Members as scheduled from time to time, and does not include meetings such as Subcommittee, subgroup, committee, or PAG meetings.

Qualified Auditor: A natural person or Legal Entity that meets the requirements of Section 8.2 of the Baseline Requirements (<https://cabforum.org/baseline-requirements-documents/>).

Member: A Member of the Forum or a representative of the Member (depending on context).

Member Mail List: The email list-serv maintained by the Forum or CWG for communications by and among Forum or CWG Members and Associate Members. The Member Mail List is not available to Interested Parties or Other Parties.

Member Web Site: The password-protected web site available only to Members and Associate Members (currently called the CA/Browser Forum Wiki).

Public Mail List: A public email list-serv maintained by the Forum or CWG for communications by and among Members, Associate Members and Interested Parties. The Public Mail List may be read by other parties, but other parties may not post to the Public Mail List.

Public Web Site: A public web site available to Members, Associate Members, Interested Parties, and other parties. A Forum Member will be appointed as Webmaster and will control all postings to the Public Web Site.

Questions Mail List: The email list-serv currently located at questions@cabforum.org maintained by the Forum for communications from the public to the Forum.

Exhibit A

CAB Forum IPR Policy Agreement

This CAB Forum IPR Policy Agreement (the “Agreement”) constitutes a binding contract amongst all participants who make Contributions during the process of developing a Draft Guideline for the purpose of incorporating such material into a Draft Guideline or a Final Guideline of the CA / Browser Forum.

In consideration of the mutual promises herein, Participant agrees on his/her/its behalf, and on behalf of any Affiliates (as that term is defined in the CAB Forum Intellectual Property Rights Policy (the “IPR Policy”)), to abide by the terms of the IPR Policy, incorporated herein by reference. Participant acknowledges that some of its obligations under the IPR Policy may survive the termination of this Agreement, as more fully described in the IPR Policy.

The party signing this Agreement intends that it shall take effect as an instrument under seal. If such party is not a natural person, the individual signing this Agreement for the Participant represents and warrants that he or she has the authority to enter into this Agreement on behalf of the Participant.

The Participant represents and warrants that either: (a) it has the authority to enter into this Agreement on behalf of all of its Affiliates; or (b) it has no Affiliates; or (c) each of its Affiliates has executed and delivered to the CAB Forum a countersignature to this Agreement, indicating that it consents to this Agreement,

and agrees to enforce this Agreement's terms as to any of such Affiliate's Intellectual Property, including such terms as may properly be changed by the CAB Forum by notice to the Participant under this Agreement.

PARTICIPANT

By: _____

(Signature)

Print Name _____

Title: _____

Participant Organization Name (if entity)

Date: _____

Exhibit B

CAB Forum Code of Conduct (the "Code")

The CAB Forum (the "Forum") is comprised of a global group of professionals with differences in language, skills, expertise, experience, and backgrounds. To maintain a professional and productive environment, it is necessary for Members of the Forum to follow the letter and spirit of this Code. This Code applies to all official Forum activities, such as meetings, teleconferences, mailing lists, conferences, and other Forum functions. The Forum is committed to maintaining a professional and respectful environment.

All Member representatives are expected to behave in a collegial and professional manner in accordance with this Code. Members will familiarize their representatives with this Code and require them to comply with the letter and spirit of this Code.

I. Conduct. The Forum is committed to providing a friendly, safe, and welcoming environment for all, regardless of gender, gender identity and expression, sexual orientation, disability, personal appearance, body size, race, ethnicity, age, religion, nationality, or other similar characteristic. The Forum recognizes and appreciates that its participants have diverse languages, backgrounds, experience, and expertise, and expects that all participants will be treated with respect by all other participants.

1. In connection with official Forum activities, all Forum participants shall:
 - Be polite, kind, and courteous to other participants, refraining from insulting remarks on the perceived intelligence or ability of others.

- Treat fellow Forum participants with respect, professionalism, courtesy, and reasonableness.
 - Respect that people have differences of opinion, and that there is seldom unanimous agreement on a single “correct” answer. Be willing to compromise and agree to disagree.
2. In connection with official Forum activities, all Forum participants shall refrain from conduct such as:
 - Threatening violence towards anyone.
 - Discriminating against anyone on the basis of personal characteristics or group membership.
 - Harassing or bullying anyone verbally, physically, or sexually.
 - Launching barbs at others. [Note: a “barb” is an obviously or openly unpleasant or carping remark.]
 - Touching another person in a physically inappropriate way.
 - Deliberately intimidating or stalking another person (in-person, online, or by other means).
 - Inappropriately disrupting or impeding official Forum events, including meetings, talks, and presentations. For purposes of this Code, “inappropriate disruption” would include aggressive, violent, and abusive conduct that prevents an official Forum event from occurring or proceeding.
 - Spamming, trolling, flaming, baiting, and other similar behavior inappropriately directed towards an individual.
 - Advocating for, or encouraging, any of the above behavior.
 3. All Forum participants should promote the rules of this Code and take action to bring discussions back into compliance with the Code whenever violations are observed.
 4. Forum participants should stick to ideological, conceptual discussions and avoid engaging in offensive or sensitive personal discussions, particularly if they’re off-topic; such personal discussions can lead to unnecessary arguments, hurt feelings, and damaged trust.

II. Moderation. These are the policies for upholding the Code.

1. Resist the urge to be defensive. Remember that it’s your responsibility to clearly communicate your message to your fellow participants. Everyone wants to get along and we are all in the Forum first and foremost because we want to talk about standards and everything that involves. Other participants will be eager to assume good intent and forgive as long as you have earned their trust.
2. Participants should inform the Chair, Vice Chair, and/or a Working Group Chair immediately if they feel they have been, or are being, harassed or made uncomfortable by a Forum member. Intimidation, personal attacks, and retaliation of any kind will not be tolerated.

3. Any Forum participant may report, in good faith, a perceived violation of the Code to the Forum Chair or Vice Chair, or to a Working Group Chair (each, a “Code Liaison”). One or more Code Liaison(s) will work with the reported Forum participant to determine whether a violation of the Code has occurred and, if so, how to resolve it. Resolution may also include appropriate executives from the Forum participant’s Member company, as appropriate. If the reported Forum participant, Member executives, and the Code Liaison(s) are unable to resolve the issue, any of the foregoing may request the assistance of a reasonably acceptable independent third party (such as an Interested Party or WebTrust) to assist with the resolution.
4. Members agree to take appropriate action in the event any of their Member representatives violate the Code. Such action could include warning, reprimanding, suspending, removing or replacing the Member representative who has violated the Code, depending on the severity of the violation. Depending on the number and severity of violations, the Forum may impose consequences such as excluding a Member representative from certain meetings, removing a Member representative from a mailing list, and suspending a Member representative from certain Forum activities.

Adapted from the WHATWG Code of Conduct [https://wiki.whatwg.org/wiki/Code_of_Conduct], the W3C Code of Ethics and Professional Conduct [<https://www.w3c.org/Consortium/cepc/>], and the Citizen Code of Conduct [citizencodeofconduct.org].

Exhibit C

CAB Forum Charter Template

[insert name] Working Group Charter

The **mission** of the [insert name] Working Group is to: [Insert **short summary** of what WG will do.] **End date:** (e.g., December 31, 2019)

Initial Chair(s):

Initial Team Contact(s):

Meeting Schedule: (e.g., conference call 1st Thursday of the month, F2F once per year)

Type(s) of Members Eligible to Participate: (e.g., CAs and Browsers)

Voting Structure for WG: (e.g., 2/3 of CAs, 1/2 of Browsers)

1. Working Group Scope

1.1 **Summary of Working Group Goals and Objectives** [Describe goals and objectives of WG. What is the purpose of the WG, what do you hope to

accomplish, why is this group important/necessary? Will this group leverage any existing work or collaborate with other groups?]

1.2 **Success Criteria**

- Prepare a ballot to create guidelines for the [insert name] Working Group.
- order to advance to Final Guidelines or Final Maintenance Guidelines, each specification is expected to have [e.g., at least x independent implementations of each feature defined in the specification].
- Work with Forum to have guidelines for the [insert name] Working Group be approved and adopted.

1.3 **Minimum Requirements** Each WG must meet the following minimum requirements:

- Comply with all applicable laws, rules and regulations.
- Comply with the CAB Forum IPR Policy and Bylaws.
- Follow RFC 3647 and other technical requirements regarding the preparation of minutes and the use of public mailing lists.
- [Any other requirements applicable to this specific WG?]

1.4 **Out of Scope** [What is out of scope for this WG, what are items that this WG will not work on? For example, solving world hunger, fixing global warming, boiling the ocean]

2. **Summary of Work**

2.1 **Guidelines** The Working Group will deliver the following: [Draft of guidelines for WG review] [Draft of ballot for approval of guidelines] [Ballot approval of guidelines] [Final or Final Maintenance] Guidelines: [describe] [describe]

2.2 **Other Deliverables** The Working Group may work on related deliverables and non-normative documents, such as: [describe] [describe]

2.3 **Milestones** The initial milestones for the [Final or Final Maintenance] Guidelines are as follows. Such milestones may be modified or replaced by consensus of the Working Group members. [developmental milestone 1] [developmental milestone 2] [developmental milestone 3] [developmental milestone 4]

3. **Membership**

3.1 **Membership Criteria** This Working Group shall have the following categories of membership: [specify]

Applicants must meet the following criteria: [specify membership rules for each category of membership]

[The following is a proposed text for new Chartered Working Groups that can be amend accordingly].

- (a) The Working Group shall consist of two classes of voting members, the Certificate Issuers and the Certificate Consumers meeting the following criteria:
 - 1. Certificate Issuer: [specify]
 - 2. Certificate Consumer: [specify]

(b) Applicants must supply the following information: [specify]

Applicants that qualify as Certificate Issuers must supply the following additional information: [specify]

(c) Approval process: [specify]

The Working Group shall include Interested Parties and Associate Members as defined in the Bylaws.

3.2 Ending Membership [Proposed text. New Chartered Working Groups may amend accordingly].

Members may resign from the Working Group at any time. Resignation does not prevent a Member from potentially having continuing obligations, under the Forum's IPR Policy or any other document.

(a) Certificate Consumer: [specify]

(b) Certificate Issuer or Root Certificate Issuer: [specify]

Any Member who believes any of the above circumstances is true of any other Member, that Member may report it on the Working Group Public Mail List. The Chair will then investigate, including asking the reported Member for an explanation or appropriate documentation. If evidence of continued qualification for membership is not forthcoming from the reported Member within five (5) working days, the Chair will announce that such Member is suspended, such announcement to include the clause(s) from the above list under which the suspension has been made.

A suspended Member who believes it has now re-met the membership criteria under the relevant clauses shall post evidence to the Working Group Public Mail List. The Chair will examine the evidence and unsuspend the member, or not, by public announcement. A Member's membership will automatically cease six (6) months after it becomes suspended if the Member has not re-met the membership criteria by that time.

While suspended, a Member may participate in this Working Group and Forum Meetings, Teleconferences, and on this Working Group and the Forum's discussion lists, but may not propose or endorse ballots or take part in any form of voting.

Votes cast before a Member's suspension is announced will stand.

3.3 Application Process Applicants shall supply information and follow a process to become members. [specify]

4. Dependencies and Liaisons

4.1 CAB Forum Groups This Working Group will coordinate with, and seek guidance from, the following other CAB Forum Working Groups (if applicable): [specify]

4.2 External Groups This Working Group will coordinate with, and seek guidance from, the following outside organizations: [IETF?] [W3C?] [specify]

5. Participation

To be successful, the [insert name] Working Group is expected to have [insert #] or more active participants for its duration. The Working Group participants are expected to contribute an appropriate number of hours per week towards the Working Group's activities.

6. Communication

Most Working Group teleconferences will focus on discussion of particular specifications, and will be conducted on an as-needed basis. This group conducts its work primarily on [insert name of mailing list], which is available [to members only/to the public.] Information about the group will be available via the [CAB Forum website].

7. Decision Process

This Working Group will seek to make decisions when there is consensus and with due process. The expectation is that, typically, the Chair or other participant makes an initial proposal, which is then refined in discussion with the Working Group participants, and consensus emerges with little formal voting being required. However, if a decision is necessary for timely progress, but consensus is not achieved after careful consideration of the range of views presented, the Chair(s) should put the question out for voting within the WG (using email and/or web-based survey techniques) according to Section 2 (Forum Membership and Voting) of the Forum Bylaws and record a decision, along with any objections. The matter should then be considered resolved unless and until new information becomes available.

8. IPR Policy

This Working Group is subject to the CAB Forum Intellectual Rights Policy v.1.3 Effective July 3, 2018 (the "IPR Policy"). To promote the widest adoption of the CAB Forum Guidelines, CAB Forum seeks to issue Final Guidelines and Final Maintenance Guidelines that can be implemented, according to the IPR Policy, on a CAB Forum Royalty-Free License basis. For information about exclusion of Essential Claims, see Section 4 of the IPR Policy.

9. About this Charter

This charter for the [insert name] Working Group has been created according to Section 5.3.1 of the Bylaws of the CAB Forum. In the event of a conflict between this charter and any provision in either the Bylaws or the IPR Policy, the provision in the Bylaws or IPR Policy shall take precedence.