



## **By-Laws and Operational Procedures and Practices of the Federal PKI-Policy Authority**

This document defines the By-Laws and Operational Procedures and Practices of the Federal Public Key Infrastructure Policy Authority (FPKI-PA). During meetings, the Chair shall conduct business in a consistent and orderly manner in accordance with *Robert's Rules of Order*.

1. *Charter*: The FPKI-PA shall review its Charter annually, and shall update it as often as necessary. The review should preferably begin in January of each year, 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 Secretary for inclusion in the agenda of the next regularly scheduled meeting. Voting Members, individually or in concert, may also recommend changes to the Charter. 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.
2. *By-Laws*: The FPKI-PA shall also review its By-Laws and Operational Procedures and Practices annually in conjunction with its review of the Charter, and shall update them as often as necessary. Reviewers shall communicate errors, updates, or suggested changes to the By-Laws to the Chair and the Secretary 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. 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.
3. *Meetings*: The FPKI-PA will meet once a month:
  - a. The meetings shall be held on the 2<sup>nd</sup> Tuesday of the month at the GSA Headquarters facility at 18<sup>th</sup> & F Streets, Northwest Washington, DC, unless otherwise stipulated by the Chair
  - b. The meetings start at 9:30 AM and last for approximately 2 hours
  - c. The Secretary shall distribute the meeting agenda and any other documents for review and discussion at least five working days prior to the meeting. Items not distributed to the Voting Members at least five

- days prior to the meeting shall be postponed to the next regularly schedule meeting, unless the Chair determines that the matter constitutes an urgent situation. In those cases, the Chair shall direct the Secretary to distribute the relevant materials to the Voting Members and request that a vote be taken electronically within five working days.
- d. A teleconference bridge will be set up for each meeting to permit remote members to participate. The Secretary will distribute information regarding teleconference bridge access with the meeting agenda, at least five working days prior to the meeting.
  - e. The Secretary shall provide Meeting Minutes and action items to the members within five working days after the meeting
  - f. The Chair may propose special sessions to deal with specific issues, or to meet with other organizations, for acceptance by the Voting Members
4. *Quorum*: A quorum of the FPKI-PA shall exist when more than two-thirds (2/3) of the Voting Members are present, either in person at a common meeting location, 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.
5. *Requesting a Vote of the Voting Members*: Matters requiring a vote by the Voting Members of the FPKI-PA may arise owing to:
- a. Applications for interoperability with the Federal PKI Certification Authorities
  - b. Changes to the FPKI PA Charter or these By-Laws
  - c. Changes to the Federal Bridge (FBCA), Federal Common Policy Framework (CPFCA), Citizen and Commerce Class Common (C4CA), or Electronic Governance (E-Gov) Certification Authorities (E-GovCA) Certificate Policies and Certification Practices Statements<sup>1</sup>
  - d. As a result of a Voting Member of the FPKI-PA proposing an action or making a motion upon which that Voting Member desires a vote.

In the latter instance, the Voting Member proposing the action or making the motion has the obligation to present to each of the Voting Members his or her

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<sup>1</sup> The Federal PKI Policy Authority does not normally review or comment on the Certification Practices Statement (CPS) of the E-Gov Certification Authority (CA), but will review and approve the cross certification of the E-Gov CA Certificate Policy (CP) to the FBCA.

proposed action or motion, and these actions are exempt from the requirement for prior notification. The Chair may determine if a vote on such issues will be taken at the next meeting or if an email vote is required to respond to an urgent situation.

6. *Discussion prior to Voting by the Voting Members:* When a Voting Member has proposed an action or made a motion requiring a vote, 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.
7. *Taking a Vote by the Voting Members:* 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 FPKI-PA 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 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 5.d above, a Voting Member may propose an action or motion and request an immediate vote. The Chair shall determine if a vote is taken, or if the matter is held over until the next meeting or to call for an email vote. 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:
      - (iv) The Secretary 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 Secretary, even in those cases in which prior discussion has occurred.
      - (v) All Voting Members shall normally have at least five working 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.
      - (vi) The electronic vote shall contain “\s\” and/or a PKI digital signature signifying the member’s intent to cast a vote. Voting Members who

do not have agency-issued PKI digital signature certificates may use individually issued ACES certificates to effect digital signatures.

- (vii) The Voting Members shall send their votes to the Chair of the FPKI-PA and the Secretary. A quorum shall be achieved when the Secretary has received responses from the necessary two-thirds of the Voting Members within the specified period.
  - (viii) The FPKI-PA Secretary shall record the results of the vote and report the results at the next FPKI-PA meeting. If no quorum is received for a given electronic (email) vote by the sixth working day (i.e., the first working day after the specified date), the Secretary shall record this fact and the matter shall be automatically held over until the next regularly scheduled meeting.
- b. If a Voting Member is not present but has provided a written proxy to another Voting Member or to the Chair, the proxy shall be cast as requested by the Voting Member. The proxy 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 in writing. If the Voting Member who issued the proxy is present at the covered or subsequent meeting, he or she may revoke the proxy by informing the Chair and the Secretary in open session. If a Voting Member is not present and has not provided a proxy, the vote shall show that the member is absent.
  - c. The Secretary shall total the votes, determine whether the matter passes based upon the requirements for passage as specified in the Charter (e.g., at least 75% supermajority vote of all Voting Members required for acceptance of an application for interoperability), and announce the results.
  - d. The Secretary of the FPKI-PA 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 Secretary shall include the results of the vote, and the matter upon which the vote was taken, in the minutes of the meeting.
  - e. The Chair shall sign the following items to confirm approval by the FPKI PA:
    - (i) Amendments to the FPKI PA Charter and/or these By-Laws
    - (ii) Revisions or modifications to the FBCA CP and CPSes
    - (iii) Memorandums of Agreement following approval of a cross certification application
8. *Minutes of Meetings*: The Secretary shall take minutes for all meetings and posts these minutes to the FPKI-PA Library FPKI-PA Meeting Minutes web site at <http://www.cio.gov/fkipa/pameetings.htm>. The minutes shall not be deemed final until a majority of the Voting Members votes affirmatively to accept, or offer modifications for acceptance to the minutes at the next regularly scheduled meeting. The Secretary shall post the approved Meeting Minutes to the site identified above.

9. *Committees*: The FPKI-PA shall have the following standing or ad hoc groups or committees. In each case, members may include Federal agency employees, who volunteer for the position, or government contractor employees or other authorized representatives of cross-certified entities.
  - a. FPKI Operational Authority, which focuses on technical interoperability and testing, and day-to-day operations of the four FPKI Certificate Authorities (CA).
  - b. Certificate Policy Working Group (CPWG), which reviews Certificate Policies (CP), Certification Practices Statements (CPS), and auditor reports of entities that apply for cross-certification with the FBCA at a specific level of authentication, and recommends to the FPKI-PA the acceptance or rejection of these entity applications. Furthermore, this group maintains the FBCA's CPs and CPSes and recommends changes to these documents to the FPKI-PA.
  - c. The Chair may convene Ad Hoc Committees, which form for specific short term purposes and then dissolve. An example of this type of group is the Bridge-to-Bridge Working Group and the National Security PKI Working Group.
  - d. Newly Elected FPKI-PA Members shall be eligible to chair or participate in FPKI-PA working groups.
10. *Processing applications for interoperation with the FBCA*: Federal agencies, commercial entities, or other parties may apply for interoperation with the FBCA at any time. Any such application will employ an application form approved by the FPKI-PA. The procedure for consideration of such an application follows the steps outlined in the *U.S. Government Public Key Infrastructure Cross-Certification Criteria and Methodology* [<http://www.cio.gov/fbca/documents.htm>].
  - a. Upon receipt of an application form, the FPKI-PA shall determine whether the application is acceptable and complete, or whether additional information is required before the application may be considered. As an integral part of this decision process, the FPKI-PA shall determine if cross certification by the applicant is "in the best interest of the U.S. Government," as specified in the Charter. A majority vote of the Voting Members shall determine if the application is acceptable.
  - b. If the application is unacceptable for some reason (e.g., not considered "in the best interest of the U.S. Government," etc.), the Chair will advise the applicant of the FPKI PA determination and may request further information addressing the reason the application was found unacceptable. If the application is not complete, the Chair will advise the applicant and request the applicant provide whatever additional information the FPKI-PA requires.

- c. Once the FPKI PA considers the application acceptable and complete, the Secretary will log it; the Chair will apprise the applicant of the estimated time for review (generally  $\leq 60$  days); and the process of evaluation will commence. The evaluation process shall include the following steps, also outlined in the PKI *Cross-Certification Criteria and Methodology* [<http://www.cio.gov/fbca/documents.htm>]:
- (i) The Secretary shall provide the application to the FPKI-CPWG for review and processing. Once the CPWG has reviewed and evaluated the application, they will make a recommendation to the FPKI-PA indicating whether the application should be: (1) accepted as made; (2) accepted with modifications; or (3) rejected for specified reasons. Depending upon workload and the nature of the application, the CPWG should attempt to process an application within 45 days of receipt. If the CPWG recommends modifications and/or rejects the application, the Chair of the CPWG shall notify the applicant and the FPKI-PA Chair of its recommendations. The applicant shall then have 45 days in which to review these recommendations, make any modifications, and/or develop a rationale for not making modifications, and report the specifics of completion to the FPKI-CPWG and FPKI-PA Chairs.
  - (ii) The FPKI-PA will act upon the CPWG recommendation within 30 days of receipt, if practical. Such action may include, by majority vote of the Voting Members, a determination that the application or recommendation requires further review or evaluation by the FPKI CPWG.
    - (a) Approval of a recommendation to accept the application as made, accept it with modifications, or reject it (e.g., not in the best interests of the U.S. Government), shall require at least a 75% supermajority vote of all of the FPKI-PA Voting Members (excluding the entity making the application if it is already a Voting Member), as specified in the Charter.
    - (b) If a supermajority vote is not achieved, as specified in the Charter, the FPKI-PA shall return the application to the FPKI CPWG with its recommendations for further review and assessment. The FPKI-PA shall provide specific reasons for rejecting the application, or shall vote to withdraw its initial acceptance of the application for processing and provide its rationale to the FPKI CPWG and applicant.
  - (iii) If an application is accepted as made, or accepted with modifications that are acceptable to and implemented by the applicant, the FPKI-PA shall then enter into a Memorandum of Agreement (MOA) with the applicant setting forth respective responsibilities, which includes conformance to the representations made in the application. The

FPKI-PA shall develop a model MOA for this purpose, but may adjust it to fit the specific situation.

- (a) Once the negotiations produce an MOA to the satisfaction of the applicant and the FPKI-PA, the FPKI-PA shall review the MOA and approve it by at least a 75% supermajority vote of all of the FPKI-PA Voting Members (excluding the entity making the application if it is already a Voting Member), as specified in the Charter.
- (b) If approved, the Chair of the FPKI-PA shall sign the MOA. If not approved, the applicant shall be advised of the reasons for non-approval and shall be given an opportunity to adjust the MOA, so as to make it acceptable.
- (iv) Once an MOA has gone into effect, the Chair of the FPKI-PA shall advise (in writing) the FPKI Operational Authority to issue a certificate from the pre-determined node of the FBCA to the applicant's Principal CA, populating the policy mapping, name constraints, and other extension fields as set forth in the MOA. Upon receipt of this direction, the FPKI Operational Authority shall issue the certificate and post it in the FBCA directory. Concurrent with these actions, and as set forth in the MOA, the applicant's Principal CA shall also issue a certificate to the FBCA, and make a copy of that certificate available to the FPKI Operational Authority for posting in the FBCA directory.

11. *Determining whether to revoke a certificate issued by the FBCA:* The FPKI-PA will revoke a certificate issued by the FBCA to any entity Principal CA upon: (1) authenticated request by an authorized official of that entity (as set forth in the MOA between that entity and the FPKI-PA); (2) evidence that the entity is in material non-conformance with the MOA between it and the FPKI-PA, and is unable or unwilling to correct the non-conformance in a timely fashion; or (3) determining that the entity is behaving in a fashion which places other parties interoperating with the FBCA at an unacceptable risk, absent an existing material nonconformity with the MOA. The FPKI PA and FPKI Operation Authority shall follow the steps outlined in PKI *Cross-Certification Criteria and Methodology* [<http://www.cio.gov/fbca/documents.htm>].

- a. Under circumstance 11(1) above, revocation of the FBCA certificate shall be done automatically by the FPKI Operational Authority without the need for FPKI-PA action.
- b. Under circumstance 11(2) above, where the FPKI-PA is made aware of a material non-conformance either by the entity itself or through other means, the FPKI-PA shall immediately apprise all Voting Members of the problem, and shall take a vote as soon as possible regarding what remedies, if any, should be imposed.

- (i) Action shall be taken based on a majority vote of all of the Voting Members (excluding the entity experiencing the problem if it is already a Voting Member), as specified in the Charter.
  - (ii) The remedies to be considered shall include revocation of the certificate issued by the FBCA to the entity, or a request that the entity explain the nature of the problem and what will be done to correct it within a specific period of time (after which revocation would be effected if the information provided is insufficient to allay concerns).
- c. Under circumstance 11(3) above, where the FPKI-PA is concerned that the behavior of an entity is giving rise to unacceptable risk but there is no clear material nonconformity with the MOA, the FPKI-PA shall immediately apprise that entity of its concerns, and request an explanation within a set period as established by the FPKI PA. This deadline shall require all involved parties to take action in an expeditious manner.
  - (i) If upon receipt of the entity's response, the information provided is insufficient to allay concerns, the FPKI-PA shall immediately apprise all Voting Members of its concerns, and shall take a vote as soon as possible regarding what remedies, if any, should be imposed. Action shall be taken based on a 75% supermajority vote of all of the Voting Members (excluding the entity exhibiting the behavior if it is already a Voting Member), as specified in the Charter.
  - (ii) The remedies to be considered shall include revocation of the certificate issued by the FBCA to the entity, or a request that the entity explain the nature of its behavior and why the behavior does not create to unacceptable risk and is in conformance with the provisions of the MOA between it and the FPKI-PA.
- d. In any case where an FBCA certificate is revoked as set forth in (a), (b) or (c) above, the affected entity may reapply for interoperability with the FBCA as outlined in the *PKI Cross-Certification Criteria and Methodology* [<http://www.cio.gov/fbca/documents.htm>].
  - (i) The entity may use either the process set forth in paragraph 10 above; or may advise the FPKI-PA of:
    - (a) The nature of the problem it experienced requiring revocation, to include external factors beyond its control or the control of the FPKI PA
    - (b) What has been (or can be) done to correct the problem
    - (c) Why restoring interoperability is again requested
    - (d) Whether any adjustments to the MOA are necessary to guard against recurrence.
  - (ii) The FPKI-PA shall act upon such a request and authorize issuance of a new FBCA certificate upon at least 75% supermajority vote of all of

the Voting Members (excluding the entity making the request if it is already a Voting Member), as specified in the Charter. If changes to the MOA are warranted, the FPKI-PA shall consider those concurrently with the request to issue a new FBCA certificate, and may require the entity to accept the changes as a condition of getting a new FBCA certificate.

12. *Conflicts of Interest*: Whenever a conflict of interest arises, namely, any individual associated with the activities of the FPKI-PA is participating in a task assigned or requested by the FPKI-PA, and which may result in personal or financial advantage to that individual or to his or her organization, that individual shall recuse himself or herself from the task and shall so notify the FPKI-PA.
13. *FPKI-PA Chair*: The FPKI-PA Chair shall hold the position for a period of two years. A sitting Chair may, by a majority vote, be allowed to hold the position for a second two-year term. In no circumstances shall a Chair hold the position for more than four consecutive years unless these By-Laws are amended. The Chair may step down prior to the end of the two-year term, as specified in the Charter. In doing so, the Chair shall give at least 60-days notice, except in emergency situations in which the Chair shall designate an alternate to perform the functions of this office until an emergency election can be held. Such emergency elections shall be held within 30 days of the effective date of the outgoing Chairperson's resignation.
14. *FPKI Chair Elections*: When electing a new Chair, the following procedures shall be followed:
  - a. Nominations will be accepted by the outgoing FPKI-PA Chair in writing or signed email only, and only for nominees that have agreed to be nominated.
  - b. Nominees must have their management's approval, in writing or signed email, and be willing to dedicate at least 8 hours a week to the responsibilities of the FPKI-PA Chair
  - c. Candidates shall have the opportunity to prepare a written statement of their positions, agendas, and goals for the FPKI PA. These statements shall be provided to the Secretary, who shall post them to the FPKI PA ListServ along with the final ballot.
  - d. Voting Members will be given five working days to vote for a new Chair, and the voting shall be done by signed email directly to the FPKI-PA Secretary.
  - e. If no nominees receive a majority of votes (where a majority is defined to be greater than 50% of Voting Membership), then a run-off election of the top two (including ties) nominees shall be conducted, using the procedure in 14c above. This process shall be repeated until such time as one nominee receives a majority vote.

15. *FBCA Cross-Certification Ceremonies:* The Chair shall schedule FBCA Cross-Certification Ceremonies as soon as practicable after the FPKI PA has voted to accept the applicant, the MOA has been signed, and the FBCA and the entity have exchanged cross certificates. The Chair shall advise the applicant and other members of the FPKI PA of the date/time and location of such ceremonies. The FPKI-PA Chair will participate in official cross-certification ceremonies as required. The Chair may invite other FPKI-PA members to attend.
16. *Compliance Audit Reminder Letters:* The FPKI-PA will send compliance audit notification letters to FBCA Cross-Certified Entities. The Secretary shall send these notification letters not more than 120 days nor less than 90 days prior to the compliance audit due date.
17. *Procedures and Forms:* The FPKI-PA has developed a number of guidelines and templates to support the cross certification process. The Secretary shall post these documents to the FPKI-PA Library Internal Documentation web site. The URL for cross certification FBCA procedures is at <http://www.cio.gov/fkipa/crosscertFPKI.htm>. Federal agencies and other entities seeking to cross certify with the FBCA should refer to that site.