

DISCUSSION DRAFT

IDENTITY ECOSYSTEM STEERING GROUP BY-LAWS

Note: NIST released its [Recommendations for Establishing an Identity Ecosystem Governance Structure](#) in February 2012. The Governance Recommendations included a Recommended Charter for the soon-to-be-created Identity Ecosystem Steering Group.

These Identity Ecosystem Steering Group By-laws are released as a “discussion draft.” Unlike the previous document – which represented the government’s formal recommendations – these draft By-laws are simply that, a draft. The draft By-laws were produced by staff of the NSTIC National Program Office for the sole purpose of catalyzing discussion and accelerating the actual work of the Identity Ecosystem Steering Group when it formally convenes.

The draft By-laws are intended to advance the recommendations presented in the [Recommendations for Establishing an Identity Ecosystem Governance Structure](#) and the Recommended Charter. As such, the By-laws should be read together with and as an extension of the Recommended Charter.

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DRAFT BY-LAWS FOR THE IDENTITY ECOSYSTEM STEERING GROUP

The Identity Ecosystem Steering Group By-laws (By-laws) describe the roles, responsibilities, policies, and procedures that govern the operation of the Identity Ecosystem Steering Group (Steering Group). The By-laws shall be consistent with the Identity Ecosystem Steering Group Charter (Charter), which provides the high-level perspective of scope, purpose, and organization.¹

As stated in the Charter, the primary activities of the Steering Group shall be to:

- Adopt and establish standards for the Identity Ecosystem Framework
- Develop and maintain policies for the Identity Ecosystem Framework
- Develop and maintain processes for the accreditation of Identity Ecosystem Entities
- Develop and maintain Identity Ecosystem Operating procedures

Terms

Consensus: The absence of sustained objection when a Quorum has been achieved.

Identity Ecosystem Management Council (Management Council): Provides guidance to the Plenary on the broad objectives envisioned by the NSTIC; produces, prioritizes and monitors progress of Steering Group work plans; provides necessary resources, and ensure that Steering Group work activities adhere to the NSTIC Guiding Principles and Goals; and ratifies policy and standards recommendations approved by the Plenary.

Identity Ecosystem Plenary (Plenary): Reviews and recommends technical standards for adoption, establishes and maintains the procedures/policies for governing the Identity Ecosystem, develops and establishes accountability measures to promote broad adherence to these procedures, and facilitates the ongoing operation of the Steering Group. Open to all members of the Steering Group.

Identity Ecosystem Steering Group (Steering Group): The overall Identity Ecosystem governance structure which consists of the Management Council and the Plenary. The responsibilities, mission, and activities of the Steering Group are defined in these By-laws and in the Charter.

Individual: Any person who does not represent or act on behalf of a Member Organization in any formal or informal capacity within the Steering Group.

Management Council Chair: This officer provides general leadership to the Management Council; oversees votes, and directs the meetings of the Management Council.

Management Council Delegates: Persons elected to represent each of the 14 Stakeholder Groups on the Management Council. There are an additional two At-Large Delegates.

Management Council Vice-Chair: This officer shall assist the Steering Group in maintaining alignment with NSTIC objectives and the NSTIC Guiding Principles. This position shall be filled by the Director of the NPO.

Member: Any organization (Member Organization) or individual (Individual Member) that signs the Membership Agreement.

Member Associates: Employees and associates of Member Organizations who participate in the Standing Committees and Working Groups of the Plenary. All Member Associates shall be listed in the Membership

¹ For a complete understanding of Identity Ecosystem Steering Group's structure these By-laws should be read in conjunction with the Charter.

Agreement and shall comply with the same obligations as the Member Organization under the Membership Agreement.

Observing Member: Members that do not meet the criteria for Participating Members, but that wish to maintain a formal and ongoing presence in the Steering Group. Observing Members may still contribute to the work of the Plenary, its Standing Committees, and/or Working Groups, but they shall not be permitted to vote in Plenary proceedings.

Observing Member Representative: The person selected by each Observing Member to execute the Steering Group Membership Agreement and maintain currency of Member Associates.

Ombudsman: This officer serves to support equitable representation of all stakeholders and individual participants in the Identity Ecosystem and upholds the NSTIC Guiding Principles.

Organization: A commercial, governmental, or other separately constituted legal entity and, when applicable, its parent company or organizations, its subsidiaries, affiliations, divisions, committees, and working groups.

Participating Member: Members who actively participate in the Steering Group and the work of the Plenary, its Standing Committees, and/or Working Groups. Participating Members shall have a vote in Plenary-wide proceedings and in the elections of officers and delegates.

Participating Member Representative: The person selected by each Participating Member to execute the Steering Group Membership Agreement, maintain currency of Member Associates, and represent the Membership organization in Plenary-wide votes.

Plenary Chair: This officer provides direction for actions, manages meetings, supervises votes/elections, and provides general leadership in the Plenary.

Quorum: A quorum of the Plenary is defined as greater than fifty percent of Participating Members and shall be sufficient for the transaction of business.

Secretariat: Provides administrative and material support to the Steering Group.

Standing Committees: Committees responsible for addressing and coordinating the ongoing and/or permanent activities that occur within the Plenary.

Unaffiliated Individual: Any Individual Member who chooses not to self-select into one of the other Stakeholder Groups. Unaffiliated Individuals shall not represent the interests or act on behalf of a Member Organizations or Stakeholder Group.

Working Groups: Temporary/ad hoc groups that conduct the work necessary for standards adoption and policy development/implementation as needed.

1. Membership

Membership in the Steering Group shall be open and the extent of participation shall be dependent on the members. Membership in the Steering Group shall be open to organizations and individuals (members) that have an interest in the development and administration of the Identity Ecosystem. Membership classifications, participation levels and member categories are described in the sections that follow.

A member is defined as any organization or individual that signs the Membership Agreement.

1.1. Membership Classifications

There are two classifications of membership – Member Organizations and individuals. A person representing or acting on behalf of a Member Organization in any formal or informal capacity within the Steering Group are considered part of that organization and cannot be considered an Individual Member.

1.1.1. Member Organizations

An organization shall be permitted to join the Steering Group as any one of the Stakeholder Groups with the exception of Unaffiliated Individuals. (See section 1.3, *Stakeholder Group Affiliation*.) An organization shall be defined as a commercial, governmental, or other separately constituted legal entity and, when applicable, its parent company or organizations, its subsidiaries, affiliations, divisions, committees, and working groups. Divisions, subsidiaries, committees of organizations, etc. are part of their parent organizations and are not considered separate organizations for Steering Group membership purposes.

1.1.2. Individuals

An individual shall be permitted to join the Steering Group as an Unaffiliated Individual (See section 1.1.2.1 *Unaffiliated Individuals*.) or as a member of one of the other Stakeholder Groups. (See section 1.3, *Stakeholder Group Affiliation*.) An individual shall be defined as any person who does not represent or act on behalf of a Member Organization in any formal or informal capacity within the Steering Group.

1.1.2.1. Unaffiliated Individuals

Unaffiliated Individuals shall be any Individual Member who chooses not to self-select into one of the other Stakeholder Groups. (See section 1.3, *Stakeholder Group Affiliation*.) Unaffiliated Individuals shall not represent the interests or act on behalf of a Member Organizations or Stakeholder Group.

1.2. Participation Levels

A member shall participate in the Plenary as either a Participating Member or an Observing Member.

1.2.1. Participating Members

Participating Members shall be members that actively participate in the Steering Group and the work of the Plenary, Standing Committees, and/or Working Groups. Participating Members shall have a vote in Plenary-wide proceedings and in the elections of officers and delegates.

The requirements for qualification as a Participating Member are defined in section 1.4, *Member Rights and Responsibilities*.

1.2.2. Observing Members

Observing Members shall be members that do not meet the criteria for Participating Members, but that wish to maintain a formal and ongoing presence in the Steering Group. Observing Members may contribute to the work of the Plenary, its Standing Committees, and/or Working Groups, but shall not be permitted to vote in Plenary-wide proceedings and in the elections of officers and delegates.

The requirements for qualification as an Observing Member are defined in section 1.4, *Member Rights and Responsibilities*.

1.2.3. Member Representatives

Each Member Organization shall designate one person as its official Member Representative. Each Member Organization shall determine its own process for selecting its Member Representative. Each Member Organization is authorized to designate alternate Member Representatives in the event a primary Member Representative is unable to attend a meeting. Member Representatives shall be responsible for acting on behalf of the Membership Organization for executing the Membership Agreement and maintaining currency of Member Associates.

Individual Members shall be considered their own Member Representative. No person shall represent more than one Member Organization.

1.2.3.1. Participating Member Representatives

Member Representatives of Participating Members shall be referred to as *Participating Member Representatives*. Participating Member Representatives shall be responsible for casting votes in the Plenary.

1.2.3.2. Observing Member Representatives

Member Representatives of Observing Members shall be referred to as *Observing Member Representatives*.

1.2.4. Member Associates

Each Member Organization may have multiple employees or associates from its organization who participate in the Standing Committees and Working Groups of the Plenary. All Member Associates shall be listed in the Membership Agreement and shall comply with the same obligations as the Member Organization under the Membership Agreement.

1.3. Stakeholder Group Affiliation

Each Member shall self-select into the Stakeholder Group that they consider best represents its roles or interests in the Identity Ecosystem. Affiliation into these Stakeholder Groups shall be used for the purposes of electing delegates to the Management Council. Member Representatives and Member Associates shall be affiliated with the Stakeholder Group selected by their respective Member Organization.

Individual Members shall have the option to self-identify into any of the 14 Stakeholder Groups, including Unaffiliated Individuals (See section 1.3.1, *Stakeholder Groups*.)

1.3.1. Stakeholder Groups

Members shall choose to affiliate with one of the following Stakeholder Groups. For detailed descriptions of the Stakeholder Groups see the Charter.²

1. Privacy & Civil Liberties
2. Usability & Human Factors
3. Consumer Advocates
4. U.S. Federal Government
5. U.S. State, Local, Tribal, and Territorial Government
6. Research, Development, Education & Innovation
7. Identity & Attribute Providers
8. Interoperability
9. Information Technology (IT) Infrastructure
10. Regulated Industries
11. Small Business & Entrepreneurs
12. Security
13. Relying Parties
14. Unaffiliated Individuals

² Identity Ecosystem Steering Group Charter, Section 3.2.2, *Stakeholder Groups*

1.3.2. Additional Stakeholder Groups

The Steering Group may add, remove, or modify Stakeholder Groups at any time, as necessary.

1.4. Member Rights and Responsibilities

Rights and responsibilities of Participating and Observing Members are described in the sections that follow.

1.4.1. Rights of Members

Members shall have the right to:

- a. Serve as members for as long as they meet the requirements of membership defined in section 1.4.2 *Responsibilities of Members*.
- b. Submit proposed requirements for the Identity Ecosystem Framework.
- c. Participate in the Plenary process and establish the overall direction of the Plenary through active participation in Working Groups, Standing Committees, or other organizational teams established as needed to address specific issues.
- d. Participate in the consensus decision-making process.

1.4.2. Responsibilities of Members

Members shall have the responsibility to:

- a. Abide by the Membership Agreement and comply with the Charter and these By-laws.

1.4.3. Additional Rights and Responsibilities of Participating Members

Participating Members shall have the right to:

- a. Vote in Steering Group elections in accordance with these By-laws.
- b. Vote on proposed Plenary standards, policies, and procedures in accordance with these By-laws.
- c. Stand for nomination for Management Council Delegate, At-Large Delegate, and Plenary and Management Council Chair positions.

Participating Members shall have the responsibility to:

- a. Participate in Plenary meetings. (See section 5.3.2. *Qualifications for Voting Privilege and Restoration*.)
- b. Review Plenary documents.
- c. Ensure that their attendance is accurately recorded by the Secretariat.

1.5. Membership Agreement

To become a member, the Member Representative shall complete and execute the Steering Group Membership Agreement.

The completed and executed Membership Agreement shall be sent to the Secretariat who shall collect and record the Membership Agreements. A Member Organization may designate someone other than an employee to represent its organization.³

³ At the initial meeting of the Steering Group a draft Membership Agreement shall be finalized for ratification.

1.6. Changes in Membership Status

Changes in a member's status are described in the sections that follow.

1.6.1. Withdrawal of Membership

Members may voluntarily withdraw from the Steering Group at any time by stating their intention in writing to the Secretariat.

1.6.2. Termination of Membership

The Management Council may terminate a membership as a result of a material violation of the By-laws.

1.6.3. Administrative Modification of Membership

Any change in legal status of members shall result in the appropriate modification of their membership by the Secretariat.

Situations that may result in the modification of membership include, but are not limited to:

- a. Dissolution of a Member Organization.
- b. Acquisition of Member Organization by another Member Organization.
- c. Change in employment status or affiliation of an individual.

2. Steering Group Structure & Responsibilities

The Steering Group shall consist of two bodies: the Plenary and the Management Council. The Steering Group shall also have a Secretariat serving as its administrative arm. The roles and responsibilities of each component are described in the sections that follow.

2.1. Identity Ecosystem Plenary

The Plenary shall be responsible for reviewing and recommending technical standards for adoption, establishing and maintaining the procedures and policies for governing the Identity Ecosystem, developing and establishing accountability measures to promote broad adherence to these procedures, and facilitating the ongoing operation of the Steering Group.

The Plenary shall provide for the Plenary Chair, Working Groups and Standing Committees. The roles, responsibilities and participation requirements of each component are described in the sections that follow.

2.1.1. Plenary Membership

The Plenary shall be open to all Steering Group members.

2.1.2. Plenary Chair

The Plenary shall be led by the Plenary Chair. The role of the Plenary Chair is defined in the Charter.⁴

2.1.2.1. Election

With the exception of the initial election, nominees for this position shall be approved by the Nominations Committee. The Plenary Chair shall be elected by the Participating Members within the Plenary in accordance with section 3, *General Elections*.

⁴ Identity Ecosystem Steering Group Charter, Section 2.1.1, *Plenary Chair*.

2.1.2.2. Duties

The Plenary Chair is responsible for the overall management of the Plenary, including the Standing Committees and Working Groups. In fulfilling this role, the Plenary Chair shall:

- a. Act in a purely neutral capacity, divesting him- or her-self of any organizational or technical position.
- b. Guide the Secretariat in carrying out its duties and responsibilities as they pertain to the Plenary.
- c. Guide the consensus processes in the Plenary, ensuring that all points of view, to include minority views, are adequately expressed and understood by all present.
- d. Ensure that all information and decisions are clearly and effectively communicated.
- e. Coordinate with the Management Council and ensure that the policy and strategic goals of the Steering Group are being met.
- f. Foster an open and amiable atmosphere at Plenary meetings.
- g. Assist in the resolution of any appeal against a Plenary decision.

2.1.2.3. Term of Service

The Plenary Chair shall serve a two-year term. The Plenary Chair may serve no more than two terms consecutively but may serve any number of non-consecutive terms. If the Chair is unable to complete his or her term of office, the Plenary shall elect a successor in accordance with section 3 *General Elections*.

2.1.2.4. Authority

The Plenary Chair shall have authority to table or terminate discussion, call for affirmation of consensus, mediate with dissenting parties, and commit or recommit a matter to committee for further action.

In the event the Plenary Chair is also a Member Representative, he or she may not continue to act as Member Representative.

2.1.3. Plenary Responsibilities

The specific responsibilities of the Plenary are described in the sections that follow.

2.1.3.1. General Responsibilities

The Plenary shall:

- a. Facilitate the timely review, recommendation and adoption of standards related to the development and governance of the Identity Ecosystem.
- b. Develop and maintain work products and governing documents to include:
 - i. A framework for testing and certifying Identity Ecosystem components.
 - ii. The Identity Ecosystem Framework, as described in the NSTIC.
 - iii. Other work products and governing documents deemed necessary to establish and maintain the Identity Ecosystem and to promote its adoption.
- c. Recommend creation or dissolution of Standing Committees and Working Groups to perform the Plenary's work.
- d. Develop and establish accountability measures for the Plenary and its components.

- e. Facilitate the ongoing operation of the Steering Group.
- f. Perform all other acts necessary and appropriate to the conduct of the Plenary's activities and achievement of the Plenary's goals.

2.1.3.2. Conducting & Participating in Elections

The Plenary shall be responsible for electing Management Council Delegates, At-Large Delegates, and Plenary and Management Council Chairs in accordance with section 3, *General Elections*.

2.1.4. Plenary Standing Committees and Working Groups

The roles of the Plenary Standing Committees and Working Groups are defined in the Charter.⁵

2.1.4.1. Administration

Standing Committees may be proposed by the Plenary or the Management Council and shall be officially established by the Management Council.

Standing Committees and Working Groups shall create their own charters, which shall be approved by the Management Council. Charters shall, at a minimum outline the missions, operations, decision making procedures, and leadership selection processes. All charters will support the NSTIC Guiding Principles and the Steering Group operating principles.⁶

2.1.4.2. Working Groups

Participation in and meetings of the Plenary Working Groups shall be open to all members.

2.1.4.3. Standing Committees

Standing Committee Charters shall also outline participation requirements.

2.2. Identity Ecosystem Management Council

The Management Council shall be comprised of the Management Council Delegates, the Management Council Chair, the Vice Chair, and the Ombudsman. Their roles and responsibilities are described in the sections that follow.

The Management Council shall provide guidance to the Plenary on the broad objectives envisioned by the NSTIC, produce workplans to prioritize work items and monitor progress, and ensure that Steering Group work activities align with the NSTIC Guiding Principles. The Management Council shall ratify policy and standards recommendations approved by the Plenary. The Management Council shall also be responsible for managing the Steering Group's resources and procuring services once the Steering Group is self-sustaining.

2.2.1. Management Council Participation

The Management Council shall be open to all Participating Members through the election process prescribed in section 2.2.3, *Management Council Delegate Selection Process*. Management Council Delegates and At-Large Delegates shall attend Management Council meetings and shall have the right to vote on Management Council matters.

⁵ Identity Ecosystem Steering Group Charter, Section 2.1.2, *Plenary Standing Committees* and Section 2.1.3, *Plenary Working Groups*.

⁶ Identity Ecosystem Steering Group Charter, Section 1.3, *Adherence to the NSTIC Guiding Principles* and Section 1.4, *Operating Principles*.

2.2.2. Management Council Delegates

The Management Council shall be composed of 16 voting delegates including 14 delegates who are elected from the Stakeholder Groups and two At-Large Delegates.

2.2.2.1. Stakeholder Group Delegates

There shall be 14 Management Council Delegates elected from the Stakeholder Groups in accordance with section 2.2.3.1, *Stakeholder Group Delegates*.

2.2.2.2. At-Large Delegates

There shall be two At-Large Management Council Delegates elected in accordance with section 2.2.3.2, *At-Large Delegates*.

2.2.3. Management Council Delegate Selection Process

The management council selection processes is described in the sections that follow.

2.2.3.1. Stakeholder Group Delegates

Stakeholder Group Delegates shall be selected through an election held among the Participating Members within each Stakeholder Group in accordance with section 3, *General Elections*.

2.2.3.2. At-Large Delegates

At-Large Delegates shall be selected through an election held among the Participating Members within the Plenary. All Participating Members may vote for candidates being elected for At-Large Delegate positions in accordance with section 3, *General Elections*.

2.2.3.3. Delegate Selection Criteria

The Stakeholder Group Delegates and At-Large Delegates shall be selected in accordance with the criteria detailed in the Charter.⁷

2.2.3.4. Management Council Delegate Term of Office

The terms of Management Council Delegates shall be as follows:

- a. Management Council Delegates shall serve two-year terms.
- b. There are no term limits for delegates.

In the first term of office following the initial interim period – where all delegates shall serve for a period of six months (see Section 11, *Initial Interim Period*) – one-half of Stakeholder Group Delegates and one At-Large Delegate shall serve a one-year term.

2.2.3.5. Mid-Term Vacancies

Mid-term vacancies may occur due to a Management Council Delegate voluntarily relinquishing their position or a change in a member's status according to section 1.6, *Change in Member Status*.

Should a delegate become unable to fulfill their commitment, they shall be expected to vacate their seat. Once vacated, a replacement must be chosen by election at the earliest reasonable opportunity in accordance with section 3, *General Elections*. Vacancies shall not affect the ability to make decisions.

⁷ Identity Ecosystem Steering Group Charter, Section 3.2.1, *Delegate Selection Criteria*.

2.2.4. Management Council Officers

The Management Council Officers shall include the Chair, Vice-Chair, and Ombudsman. The selection processes, terms, and responsibilities are described in the sections that follow.

2.2.4.1. Management Council Chair

The selection process, duties, and term of office are described in the sections that follow. For details on the role of the Management Council Chair see the Charter.⁸

2.2.4.1.1. Selection Process

Nominees for this position shall be approved by the Nominations Committee. The Management Council Chair shall be selected by Participating Members in the Plenary in accordance with section 3, *General Elections*.

2.2.4.1.2. Duties

The Management Council Chair shall be responsible for the overall management of the Management Council. The Chair shall:

- a. Act in a purely neutral capacity, divesting him or her of any organizational or technical position in Management Council activities.
- b. Guide the Secretariat in carrying out its duties and responsibilities as they pertain to the Management Council.
- c. Guide the consensus process in the Management Council.
- d. Preside over meetings and oversee votes of the Management Council.
- e. Ensure that all decisions are clear and made available in written form to the Secretariat.
- f. Coordinate with the Plenary Chair as necessary to ensure that Steering Group strategic and policy goals are being met.
- g. Act as the lead spokesperson for the Management Council between meetings.
- h. Assist in the resolution of an appeal against a Management Council decision.

2.2.4.1.3. Term of Office

The term of the Management Council Chair shall be three years, with no restriction on the number of consecutive terms.

2.2.4.2. Management Council Vice-Chair

The duties and term of office of the Management Council Vice-Chair are described in the sections that follow. For details on the role of the Management Council Vice-Chair see the Charter.⁹

2.2.4.2.1. Duties

The Management Council Vice-Chair shall:

- a. Promote Identity Ecosystem stakeholder involvement and engagement.

⁸ Identity Ecosystem Steering Group Charter, Section 3.1, *Management Council Composition*.

⁹ Identity Ecosystem Steering Group Charter, Section 3.1, *Management Council Composition*.

- b. Build consensus on policy frameworks necessary to achieve the vision.
- c. Actively participate within and across relevant public and private sector forums.
- d. Assess progress against the goals, objectives, and milestones of the NSTIC.

2.2.4.2.2. **Term of Office**

As an ex-officio position on the Management Council, the Vice Chair position may be held without limit.

2.2.4.3. **Ombudsman**

The selection criteria, duties, term of office and authority of the Ombudsman are described in the sections that follow. For the role of the Ombudsman see the Charter.¹⁰

2.2.4.3.1. **Selection**

The role of the Ombudsman shall be provided by the Secretariat. The Management Council shall establish criteria for the selection of the Ombudsman. The Ombudsman shall:

- a. Be independent from Steering Group members and Stakeholder Groups.
- b. Be capable of maintaining objectivity in the execution of all duties and responsibilities.
- c. Have strong communication, interpersonal, and problem solving skills.
- d. Have experience in complaint resolution and investigation.

2.2.4.3.2. **Duties**

The Ombudsman shall:

- e. Uphold the NSTIC Steering Group Charter, By-laws, and Operating Principles.
- f. Facilitate balanced representation within the Steering Group.
- g. Develop and implement complaint and issue resolution policies and procedures for the Steering Group.
- h. Investigate and assist in the resolution of issues and complaints associated with Steering Group processes.
- i. Report on Ombudsman activities to the Management Council.
- j. Maintain and safeguard records of all Ombudsman activities.
- k. Provide information on Ombudsman activities, policies, procedures, and processes to the general public including, but not limited to, periodic reports outlining disputes, complaints, recommendations, resolutions and final dispositions.

2.2.4.3.3. **Authority**

The Ombudsman shall have the authority to:

- a. Attend all Steering Group meetings and functions.
- b. Conduct investigations and fact finding into complaints and issues arising from Steering Group proceedings.

¹⁰ Identity Ecosystem Steering Group Charter, Section 3.1, *Management Council Composition*.

- c. Make recommendations and assist in the resolution, mitigation, and prevention of issues and complaints.

2.2.4.3.4. Steering Group Responsibilities

All members of the Steering Groups shall cooperate with the Ombudsman in the execution of his or her duties. Appropriate Steering Group leadership shall record and publically report all actions taken pursuant to Ombudsman recommendations.

2.2.4.3.5. Term of Office

There are no term limits for the Ombudsman.

2.2.5. Management Council Responsibilities

The Management Council shall provide guidance to the Plenary on the broad perspectives envisioned by the NSTIC and ensure that Steering Group work activities adhere to the NSTIC Guiding Principles. The Management Council shall ratify policy and standards recommendations approved by the Plenary.

The Steering Group shall be initiated with the support of the Federal Government. Following the initiation period, the Steering Group shall transition to a self-sustaining organization. The Management Council shall be responsible for managing the Steering Group's resources and procuring services once the Steering Group is self-sustaining.

2.2.5.1. Administrative Activities

The Management Council shall perform administrative duties to facilitate the operations of the Steering Group. The Management Council shall:

- a. Approve and prioritize work programs and action plans.
- b. Manage the resources necessary to execute work programs and action plans and to operate the Plenary.
- c. Ratify recommendations from the Steering Group for the standards, policies, and other components of the Identity Ecosystem Framework.
- d. Approve charters of the Standing Committees and Working Groups.
- e. Maintain and update Steering Group organizational policies and procedures including Charter, By-laws, Membership Agreement, and intellectual property rights policies.
- f. Manage marketing and public relations activities.

2.3. Secretariat

The Secretariat shall serve as the administrative body of the Steering Group and promote alignment of the Steering Group's operations with the NSTIC Guiding Principles. The role and responsibilities of the Secretariat are described in the sections that follow.

2.3.1. Selection of Secretariat

The Secretariat shall initially be provided by the NSTIC National Program Office. At such time that the Steering Group becomes self-sustaining, the Management Council shall be responsible for acquiring secretariat services support.

2.3.2. Secretariat Responsibilities

The Secretariat shall act in a neutral capacity, divesting itself of any technical or other point of view. The Secretariat is responsible for ensuring that these By-laws and the decisions of the Steering Group are

followed. The Secretariat is responsible for facilitating, monitoring, reporting, and ensuring active progress of the Steering Group work to conclusion. The Secretariat shall:

- a. Distribute Steering Group documents and process received comments and input.
- b. Assist the Steering Group leadership in establishing work priorities, agendas, target dates and other management activities as needed.
- c. Record and make available all decisions of the Steering Group for confirmation, and prepare reports for the Steering Group as requested.
- d. Support the Steering Group's efforts to ensure alignment with the NSTIC Guiding Principles and operating principles.
- e. Enable timely and public distribution of Steering Group products and information; including, but not limited to, maintenance of the Steering Group Website.
- f. Provide the resources and personnel for the Ombudsman position.
- g. Take and record attendance at Plenary meetings.
- h. During the initial election of delegates and officers, the Secretariat shall satisfy the requirements outlined for the Nominations Committee in section 3, *General Elections*. Once the Nominations Committee is fully established the Secretariat will no longer be required to fill this role.

2.4. Transparency & Dissemination of Information

The Steering Group shall conduct all operations and administrative actions in an open and transparent manner.

2.4.1. Open Meetings

Where ever possible, meetings of the Steering Group shall be open for public attendance. Electronic tools and mechanisms shall be made available to enable remote attendance and participation.

2.4.2. Publication of Operations

Essential information about Steering Group activities shall be made publicly available through the Steering Group's website.

2.4.3. Material Distribution

The Steering Group shall distribute the results of its activities through the Steering Group website. The website shall include all Plenary deliverables. This includes, but is not limited to, documents, conference presentations, meeting minutes, and publications.

3. General Elections

The processes for the electing Management Council Delegates, Plenary Chair and Management Council Chair are described in the sections that follow.

3.1. General Requirements

The general requirements for the election process are:

- a. Only Participating Members of a Stakeholder Group may vote for Management Council Delegate candidates being elected from that Stakeholder Group.

- b. Only Participating Members may vote for At-Large Management Council Delegates, the Plenary Chair, and the Management Council Chair.

3.2. Election Process

The election process is described in the sections that follow.

3.2.1. Call for Candidates

When one or more seats become available, the Nominations Committee shall hold a call for candidates as follows:

- a. For Management Council Delegate vacancies, the request shall indicate the number of seats to be filled and provide guidance on specific candidate attributes that may be needed to fulfill requirements for skills, experience, and cross-industry representation.
- b. For the Plenary Chair and Management Council Chair positions, the request shall be made up to three months prior, but not less than one month prior, to the end of terms of the Plenary Chair or Management Council Chair.
- c. If no candidate is slated at the end of the evaluation process, the Management Council Chair may request the Nominations Committee to initiate another call for candidates.
- d. The Secretariat shall hold the initial call for Management Council candidates.

3.2.2. Submission of Candidate Recommendations

The process for the submission of candidate recommendations is as follows:

- a. For Plenary Chair, Management Council Chair, and Management Council At-Large Delegate positions, any member may submit recommendations for vacancies.
- b. For Management Council Stakeholder Group Delegate positions, any member affiliated with the Stakeholder Group for which there is a vacancy may submit recommendations.

3.2.3. Candidate Evaluations

The Nominations Committee shall evaluate nominations in accordance with eligibility criteria established for each open position. These criteria include:

- a. Members may hold only one leadership position within the Steering Group. Leadership positions include:
 - i. Management Council Delegate (Stakeholder Group and At-Large)
 - ii. Management Council Chair
 - iii. Plenary Chair
- b. The nominee must confirm his or her willingness to be a candidate for the position.
- c. Selection criteria for Management Council Delegates in the Charter.¹¹
- d. The nominee must be a Participating Member.
- e. Additional criteria to determine the eligibility of candidates for the positions of Plenary Chair and Management Council Chair include:
 - i. Breadth of experience.

¹¹ Identity Ecosystem Steering Group, Section 3.2.1, *Delegate Selection Criteria*.

- ii. Contributions to the identity management community.
- iii. Demonstrated ability to effectively lead a significant organization or organization's board.

3.2.4. Preparation of a Slate

The Nominations Committee shall develop a slate of all eligible candidates from the candidate nominations received during the call for candidates corresponding to the requirements for vacant seats.

Candidates shall only appear once per slate.

3.2.5. Confirmation and Approval for Slate of Candidates

The process for confirming and approving the slate of candidates is as follows.

- a. The slate of eligible candidates and their qualifications shall be presented by the Nominations Committee before the sitting Management Council.
- b. Except for the nominations for the initial Management Council, the sitting Management Council shall review and ratify the slate.
- c. Cause for rejection shall be clearly documented so that the Nominations Committee may propose a new slate or a partial slate.

3.2.6. Voting for Candidates

The process for voting for candidates is as follows:

- a. The Secretariat shall prepare ballots for each election and distribute sample ballots no less than 15 days prior to an election.
- b. The Secretariat shall administer the vote, tally the ballots, and report the results.
- c. For elected positions a simple majority vote shall decide the winner. In the event that there is no majority the candidates with the two highest vote counts shall participate in a run-off.
- d. In the event of an election tie, another ballot that includes only the tied candidates shall be conducted in a timely fashion.

4. Meetings

The Steering Group meeting requirements are described in the sections that follow.

4.1. Meetings Requirements & Procedures

Except as otherwise noted, the Plenary and Management Council, and all Working Groups and Standing Committees shall conduct meetings as follows:

- a. Meetings shall be presided over by the respective chair.
- b. Attendance shall be recorded for all meetings.
- c. At the start of every meeting, participants shall review the intellectual property disclosure policy and activities that violate anti-trust law.
- d. The Plenary and Management Council each shall hold face-to-face meetings at least two times per year. Provisions shall be made to allow for members to attend via remote electronic mechanisms.

- e. There shall be no defined maximum limit on the number of meetings that can be convened. The scheduling of meetings shall be left to the discretion of the Steering Group body that calls the meeting.
- f. Minutes shall be recorded for all meetings.
- g. Draft meeting minutes shall be distributed or otherwise made available to the members in attendance for comment and shall be revised accordingly. Approved minutes shall be made publicly available as soon as practicable after meetings.

4.2. Meeting Administration

The sections that follow describe administrative requirements for Steering Group meetings.

4.2.1. Prior Notice of Meetings

Announcements of full Plenary and Management Council meetings must be made no fewer than 30 days in advance by email notice to members, delegates, and officers and posted on the Steering Group website.

Meetings of Standing Committees and Working Groups should be announced as far in advance as practicable.

4.2.2. Meeting Agenda

An agenda shall be included in the meeting notice and shall include the date and time for the meeting, the meeting's subject matter, relevant recommendations of the Working Groups and Standing Committees, web links to any related working papers, anticipated votes, member contributions, and other relevant and useful materials. Plenary contributions shall be posted on the Steering Group website at least 15 business days in advance.

4.2.3. Attendance

Attendance at Plenary meetings is an obligation of Participating Members. The Secretariat shall record the presence of each member at each Plenary meeting. It shall be the responsibility of members to make their attendance at meetings known to the Secretariat.

5. Decision Making

The decision making procedures for the Steering Group are described in the sections that follow.

5.1. Quorum

A Quorum of the Plenary is defined as greater than fifty percent of Participating Members and shall be sufficient for the transaction of business.

5.2. Consensus

The Steering Group shall seek to reach its decisions through a consensus process that emphasizes due diligence and cooperation. When no consensus can be reached in a timely manner, the decision shall be reached by voting as defined in section 5.3, *Voting*.

5.2.1. Consensus Process

The following procedures shall be used in the consensus process:

- a. A quorum is required to reach consensus.

- b. The chair of the respective body shall act as the facilitator of the consensus process.
- c. Items that require decisions shall be clearly presented with all available research and information by the individual, Working Group, or standing committee responsible for the proposal.
- d. The proposal shall be discussed and debated by those in attendance and any amendments or modifications to the proposal shall be presented.
- e. A call for objections shall be made to all members.
- f. The absence of sustained objection shall be considered consensus.
- g. Sustained objections which cannot be resolved through continued discussion will result in the motion being moved to a vote or tabled for modification. (See section 5.3.1 *Matters for Voting*.)
- h. All members of the Steering Group shall be allowed to participate in the consensus decision-making process.

5.3. Voting

The requirements and processes for voting within the Steering Group bodies are described in the sections that follow.

5.3.1. Matters for Voting

Any matters that are not able to be resolved through the consensus process may be voted upon by the Participating Members of the Plenary.

5.3.2. Qualifications for Voting Privilege and Restoration

Any Participating Member who is absent for two consecutive Plenary meetings shall forfeit the privilege of voting on Plenary matters. Participating Members who lose voting privileges shall maintain all the rights and responsibilities of Observing Members.

A Participating Member whose voting privileges are suspended shall have voting privileges restored upon attendance at two consecutive meetings. Restoration of voting privileges begins after determination of quorum at the second consecutive meeting attended.

All Participating Members attending the first two meetings shall be eligible to vote at those meetings. Thereafter, the provisions of these By-laws shall take effect.

5.3.3. Voting Process

The voting process is described in the sections that follow.

5.3.3.1. Voting Procedures

Voting percentages shall be calculated in terms of the number of “yes” and “no” votes cast.

A record of voting on all measures requiring a vote shall be maintained by the Secretariat. Participating Members may choose to qualify their votes with comments for the record.

5.3.3.2. Requirements for Approval

An affirmative vote of seventy-five percent shall be required to pass technical measures. Technical measures are those that deal with standards, procedures, policies, for the identity ecosystem framework.

An affirmative vote of a simple majority shall be required to pass administrative measures. Administrative are those that deal with the internal operations of the identity ecosystem steering group.

6. Intellectual Property Policy

The Steering Group policy related to Intellectual Property is based on the following principles.

The Steering Group shall function in an open working environment. The Steering Group and its members shall not accept any documentary or oral disclosure of proprietary information from any member as a part of the conduct of business. In addition, no information of a secret or proprietary nature shall be made available as official documents, and no such documents (or documents marked as such) will be made official documents or forwarded to the membership.

All proprietary information which may nonetheless be publicly disclosed by any participant during any meeting shall be deemed to have been disclosed on a non-confidential basis, without any restrictions on use by anyone, except that no valid copyright or invention right shall be deemed to have been waived by such disclosure.

There may be Steering Group proceedings (e.g., accreditations process) that will require separate or specific intellectual property requirements or non-disclosure statements.

6.1. Steering Group Patent Policy - Inclusion of Patents in Steering Group Products

Some Steering Group products may include the use of an essential patent claim if technical reasons justify this approach. If the Steering Group receives a notice that a proposed or an approved Steering Group product may require the use of such a patent claim, the procedures in the following sections will be followed.

6.1.1. Statement from patent holder

The Steering Group will request from the patent holder or a party authorized to make assurances on its behalf, in written or electronic form an assurance that a license to such essential patent claim(s) will be made available to applicants desiring to utilize the license for the purpose of implementing the Steering Group product either:

- a. On a non-discriminatory basis and under reasonable terms and conditions; or
- b. Without compensation and under reasonable terms and conditions that are demonstrably free of any unfair discrimination.

If the patent holder or party authorized to make assurances on its behalf does not agree to these terms, then this decision will be documented clearly. As it may pose risks to the implementation of the Identity Ecosystem, this decision will be seriously considered by the Steering Group in any related activity or vote.

6.1.2. Record of statement

A record of the patent holder's statement will be retained in the Steering Group files and posted on-line.

6.1.3. Notice

When the Steering Group receives from a patent holder the assurance set forth in 6.1.1 above, the expected result will include a note substantially as follows:

NOTE – The user's attention is called to the possibility that compliance with this expected result may require use of an invention covered by patent rights.

By publication of Steering Group expected results, no position is taken with respect to the validity of any such claim(s) or of any patent rights in connection therewith. If a patent holder has filed a statement of willingness to grant a license under section 6.1.1, details may be obtained from the patent holder.

6.1.4. Responsibility for identifying patents

The Steering Group is not responsible for identifying patents for which a license may be required for use of a Steering Group expected result or for conducting inquiries into the legal validity or scope of those patents that are brought to their attention.

6.2. Copyrights

Copyright in materials produced prior to Membership in the Steering Group remains the property of the copyright owner. However, copyrighted materials offered for incorporation into Steering Group outputs must be made available on a royalty-free basis.

Standards developers whose standards are referenced in Steering Group outputs retain copyright ownership and control of the standards themselves.

7. Conflict of Interest

Members shall anticipate any situation in which a conflict of interest may arise and shall bring these concerns before the Steering Group and the Secretariat for resolution. Steering Group members must be sensitive to conflict of interest issues; however, being a member of the Steering Group should not disadvantage an individual or their organizations.

Members may present arguments and evidence of a conflict of interest to the Management Council and the Secretariat.

In the event a Participating Member Representative has a conflict of interest on a particular vote or discussion and the Member Organization does not, the Member Organization may designate a different Member Representative for the purposes of participating in the particular vote or discussion.

8. Non-Liability

Members, delegates, and officers shall not be liable for the debts, liabilities, or other obligations of the Steering Group.

9. Charter and By-laws Ratification & Amendments

Ratification of the initial Charter and By-laws shall be accomplished by simple majority vote of Participating Member Representatives.

Any subsequent amendments to the Charter or By-laws shall be accomplished by a super majority vote (75%) of the Participating Member Representatives following a review and approval of the proposed amendment by the Management Council.

10. Severability

If any part of these By-laws shall be determined to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not be affected.

11. Initial Interim Period

Due to the need to quickly initiate a new organization, the provisions of this section define an initial interim period for the Steering Group. The provisions of this section shall be in effect for an initial interim period of 90 days from the date of ratification of these By-laws. All By-laws shall be in effect upon ratification except as specified in this section. After the initial 90-day period, the provisions of this section will no longer be in effect.

11.1. Participating and Interim Members

An organization or individual shall be permitted to join the Steering Group by executing the Membership Agreement as a Participating Member or by expressing the intent to join as an Interim Member. Interim Members shall have the same rights and responsibilities as Participating Members. Interim Members shall execute the Membership Agreement no later than the end of the initial interim period in order to remain members.

11.1.1. Member Representatives

Each Interim Member shall designate a Member Representative in accordance with section 1.2.3 of these By-laws.

11.1.2. Stakeholder Group Affiliation

Each Interim Member shall self-select into the Stakeholder Group that they consider best represents its roles or interests in the Identity Ecosystem.

11.2. Elections

The Secretariat shall assume all responsibilities of the Nominations Committee for the initial Steering Group elections. The Secretariat shall prepare and distribute candidate slates and ballots for initial Steering Group elections as far in advance as practicable.

11.3. Officer and Delegate Terms of Service

The initial terms of service for the Management Council Chair, Plenary Chair, and Management Council Delegates elected during the initial interim period shall be 6-months.