

Bylaws
of
Information Technology Sector Coordinating Council

Article I – Name

1. Name: This organization shall be known as the Information Technology Sector Coordinating Council, abbreviated as “IT SCC.”

Article II – Purpose

2. Purpose of the Information Technology Sector Coordinating Council: The IT SCC is established for the purpose of working collaboratively with the Department of Homeland Security and other government agencies and officials in fostering and facilitating the coordination of activities and initiatives designed to improve the security of the nation's information technology infrastructure. In furtherance of this purpose, the IT SCC shall undertake and encourage:

- Identification of IT sector critical infrastructure protection (“CIP”) policy engagement topic areas;
- Consideration and publication of CIP policy positions addressing the integration of United States (“US”) information technology (“IT”) infrastructure with the global information system;
- Integration of IT Sector CIP policy development with other industry sectors;
- Improvement of information sharing among the IT sector, government entities, sector members, and other industry sectors;
- Review of and commenting on Department of Homeland Security (“DHS”) CIP-related plans and policies;
- Coordination between and among the sector’s policy-focused and operations-focused mechanisms, and their Government ordinates with regard to:
 - Development of sector recommendations for preparedness and incident response and recovery plans based on the experience of members of the sector;
 - Development of sound practices and lessons learned associated with respect to CIP;
 - Identification of vulnerabilities, interdependencies, risk assessments and risk management methodologies (including vulnerability remediation and policy enforcement) with respect to CIP.
- Such additional purposes as the IT SCC Executive Committee may from time to time approve consistent with the foregoing purposes.

2.1 Definition of Information Technology Sector: The IT sector is defined as including but not limited to entities functioning as:

- Domain Name System (DNS) root and Generic Top Level Domain (GTLD) operators;
- Internet Service Providers (ISPs);
- Internet backbone providers;
- Internet portal and email providers;
- Networking hardware companies (e.g. fiber-optics makers and line acceleration hardware manufacturers) and other hardware manufacturers (e.g., PC and server manufacturers);
- Software companies;
- Security services vendors;
- Communications companies that characterize themselves as having an IT role;
- IT edge and core service providers; and
- IT System integrators.

Article III – Membership

3. In General: The IT SCC will accept for membership:

- a. Any organization with significant business activity in any of the categories as enumerated in Section 2.1, above;
- b. IT sector associations the membership of which is comprised significantly of entities or professionals and practitioners engaged in any IT activities described in 2.1 above.

3.1 Application for Membership: Prospective members may join the IT SCC by applying for membership and being evaluated based solely on the criteria of Section 3 above.

3.1.1 Charter Membership. Any otherwise eligible organization present at the November 7, 2005 or January 27, 2006 shall be declared a Charter Member and shall not be required to comply with the procedures set forth in section 3.2.

3.2 Evaluation of Eligibility for Membership: Any entity qualified pursuant the following provisions shall be identified as a Member. A prospective member shall complete a membership application and submit it to the Secretary of the IT SCC. The application shall be placed on the agenda of the next occurring Executive Committee meeting, or if none is scheduled within sixty (60) days, the Secretary shall call a special meeting of the Executive Committee for the purpose of evaluating the application. The Executive Committee may recommend membership, in which event the application shall be placed before the next scheduled meeting of the IT SCC, or if none is scheduled within ninety (60) days, shall declare a special meeting of the IT SCC for the purpose of considering the application, or shall order an electronic ballot. If the Executive Committee declines to recommend approval of the prospective member, the application shall be returned to the prospective member with an explanation of the basis for the Executive Committee’s action. The prospect will become a full Member of the IT SCC upon approval by a majority of the existing Members.

3.3 Notice of Repeated Absence; Expulsion of Member for Repeated Absence: Any Member who is absent from two successive meetings at which votes are taken shall be notified by the Secretariat of the fact, by electronic mail and U.S. Postal Service delivered to the Member address on file with the Secretary. Upon a third successive absence from a meeting at which a

vote is taken, the Member is subject to immediate expulsion from membership in the IT SCC, upon motion to that effect made by the Chairperson and voted on by the full membership.

3.4 Petition for Reinstatement of Expelled Member: Any Member expelled from membership pursuant to Section 3.3 may petition for reinstatement, by addressing a letter to the IT SCC Chairperson within 30 days of the vote of expulsion, requesting a hearing before a meeting of the Executive Committee. Upon completion of the hearing, at which the expelled Member shall be heard, the Executive Committee shall make a recommendation on reinstatement to the IT SCC. A vote of the IT SCC on the recommendation shall be taken at the next subsequent membership meeting, or by electronic mail ballot of all eligible Members, at the discretion of the Chairperson.

Article IV - Governance of the Sector Coordinating Council

4.1 Executive Committee: The affairs of the IT SCC will be managed by an Executive Committee (which shall be the equivalent of a board of directors for purposes of the District of Columbia Nonprofit Corporation Act). Pursuant to section 6.1 the four named officers of the Executive Committee shall include:

Chairperson, Vice Chairperson, Secretary and Treasurer.

4.2 Duties and Powers of the Executive Committee: The Executive Committee will perform the following functions:

- Manage the administrative and coordinating functions of the IT SCC;
- Recommend the delegation of matters to Working Groups
- Create working groups and appoint initial Working Group Chairs;
- Plan meetings; and
- Ensure that decision making is equitable and accessible to all sector stakeholders (e.g., by polling and/or communicating with Members who were not available for deliberations).

4.2.1 The Executive Committee will be supported by standing Working Groups and ad hoc committees established by the Executive Committee pursuant to Article VII. Both standing Working Groups and ad-hoc committees can be formed as necessary to address the policy issues of interest to IT SCC Members.

4.3 Composition: The Executive Committee shall consist of the following [12] individuals:

- Three Individuals representing associations qualified pursuant to section 3b and selected in accordance with section 4.3.2.2;
- Seven other individuals selected from the categories pursuant to procedures enumerated in section 2.1.as specified in section 4.3.2.3;
- One voting ex-officio representative of the IT-ISAC (sitting by designation) as specified in section 4.3.2.1; and
- One nonvoting ex-officio representative of the Communications CC (sitting by designation) as specified in section 4.3.2.1.

4.3.1 Terms of Executive Committee Members and classes of Members. There shall be three (3) classes of Executive Committee Members, as specified in Section 4.3.1.1 and Section 4.3.1.2.

4.3.1.1 Executive Committee Members shall serve a term of two (2) years. Executive Committee Members shall not be obligated to serve their entire term. No organization shall be represented by more than two Executive Committee Members.

4.3.1.2 Limitation on Association Representation. No organization described in section 3b may be represented on the executive committee for more than two successive terms.

4.3.1.3 Initial Terms and Classes. Upon seating of the initial Executive Committee a lottery shall be conducted by which not more than six Members shall have their terms defined as a three-year term. Not more than two of this number shall be designated representatives of organizations specified in section 3b.

4.3.2 Elected Executive Committee Members. Executive Committee members shall be elected by the majority vote of Members at a scheduled IT SCC meeting based on a slate of committee members selected in a nominations process.

4.3.2.1 Designated Executive Committee Members. Representatives of the Information Technology Information Sharing and Analysis Center and Communications SCC will designate individuals to serve as designated SCC Executive Committee Members. In the event of a vacancy, these organizations may designate a replacement to serve the balance of the elected member's term. In addition, the designating organization shall have the right, at its sole discretion and without interference from the Executive Committee, to replace an Executive Committee Member from its organization at any time with or without cause for the remainder of that Executive Committee Member's term. If the sponsoring association elects to replace the Executive Committee Member such association appointee or a representative from the association shall give the Executive Committee notice of such replacement. Such notice shall not give the Executive Committee any liabilities or obligations regarding the designation of the replaced Executive Committee Member except to treat the new Executive Committee Member as a Member in the ordinary course of business and in accordance with this Operating Charter.

4.3.2.2 Sponsored Executive Committee Members. Representatives from Members qualified pursuant to section 3b totaling three designated business or professional organizations shall be elected upon recommendation of their sponsor and by a nominating process of the IT SCC. In the event such a seat shall become vacant, the sponsoring organization shall designate a successor to fill the balance of the vacant seat's term; such designation will require the concurrence of the Executive Committee.

4.3.2.3 At-Large Executive Committee Members. Representatives totaling seven (7) qualified Members pursuant to 3a above shall be elected by the IT SCC upon recommendation by a nominating process. In the event such a seat shall become vacant, the sponsoring organization shall designate a successor to fill the balance of the vacant seat's term; such designation will require the concurrence of the Executive Committee.

4.3.2.4 Any disputes regarding the identity of an Executive Committee Member shall be resolved by a majority vote of the Members at a meeting.

4.4 Executive Committee Meetings: All meetings of the Executive Committee shall be open for attendance to all IT SCC Members. The Executive Committee shall establish a regular schedule of meetings, and in no event shall it meet any less frequently than quarterly. The Executive

Committee shall meet either telephonically or in person not more than five (5) days prior to each meeting of the IT SCC at which a vote may be taken.

4.4.1 Prior Notice of Executive Committee Meetings. Executive Committee meetings shall be announced to the IT SCC by electronic mail and posting on the IT SCC web site. In the event of an unscheduled Executive Committee meeting, notice shall be given at least five (5) days in advance for in-person meetings and at least three (3) days in advance for conference calls. Notice shall include the date and time of the meeting, telephonic access information and an agenda indicating the subject(s) to be addressed.

4.4.2 Prior Publication and Review of Executive Committee Agenda. In the event the Executive Committee is expected to act on any recommendation at a meeting, prior to a formal vote on any matter by the Executive Committee, such a decisional matter is subject to a five (5) business day review and comment period for all Executive Committee Members. Publication of working group recommendations and any working papers shall be made to the IT SCC by electronic mail and posting on the IT SCC web site.

4.5 Absence from Executive Committee Meetings. In the event an Executive Committee Member shall be absent from two (2) successive properly noticed Executive Committee meetings without good cause, the Chairperson shall order a notice to the Executive Committee Member, the sponsoring IT SCC Member and the other Executive Committee Members, declaring the Executive Committee Member to be subject to removal from the Executive Committee upon a subsequent successive absence.

4.5.1 Removal of Executive Committee Member for Absences. In the event of such subsequent absence, the Chairperson shall declare the absent Member's Executive Committee seat to be vacant. A special election shall be held to elect a successor, who shall serve for the remainder of the vacant seat's term.

4.6 Executive Session: The Chairperson may call at his or her discretion an executive session of the Executive Committee open to only to Executive Committee Members. Executive sessions shall be called for discussion only and no formal decisions will be taken during an executive session. Agenda items for executive session shall not include topics which are subject to Executive Committee and/or Membership votes.

4.7 Quorum; Voting: The greater of (i) two (2), or (ii) fifty-one percent (51%) of the Executive Committee shall constitute a quorum for the transaction of business at a meeting of the Executive Committee. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Executive Committee Members present is the act of the Executive Committee.

4.8 Telephonic or Electronic Meetings: The Executive Committee may permit any or all Executive Committee Members to participate in a regular or special meeting, conducted through the use of Internet or web-enabled applications, teleconference, video conference, or other electronic means. An Executive Committee Member participating in a meeting by this means is deemed to be present in person at the meeting.

Article V - Meetings

5.1 Regular meetings of the IT SCC: The full membership of the IT SCC will meet in person no fewer than three times each year. Additional full IT SCC meetings may be held by conference

call. Full IT SCC meetings will be scheduled at the beginning of each calendar year to provide ample notice to Members.

5.1.1 Annual Meeting. Unless appropriate notice is otherwise given, the annual meeting of Members shall be held on the second Tuesday of January of each year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day.

5.1.2. Telephonic or Electronic Meetings: Members may participate in meetings through any means of communication to include the following: personally, the use of Internet or web-enabled applications, teleconference, video conference, or other electronic means.

5.1.3 Notice of Meetings: Written notice shall be provided stating the place, day and hour of each meeting and agenda of matters to be considered including notification of any vote to be taken pursuant to 5.3.2. In case of a special meeting, the purpose or purposes for which the meeting is called shall be given not less than ten (10) and no more than sixty (60) days before the date of the meeting by electronic mail and U.S. mail.

5.2 Quorum and Voting Requirements: Each Member of the IT SCC is entitled to a single vote in a meeting of the IT SCC or a Work Group without regard to the number of representatives of the Member attending. Each Member shall designate a principle representative for casting a vote in person or designating a proxy when permitted.

5.2.1 A quorum of the IT SCC shall consist of fifty-one percent (51%) of all active and eligible IT SCC Members, who must be personally present or have notified the Chair of their intention to participate and vote by remote means in advance of a properly noticed meeting at which a vote is taken. The vote of a majority, to be cast by the Members so present or represented by proxy, at a meeting in which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Members, unless a greater proportion is required by this Operating Charter.

5.2.2 Executive Committee Members shall be elected in the manner set forth in Section 4.3.2

5.2.3 Executive Committee Officers shall be elected in the manner set forth in Section 6.1.

5.2.4 Proxies. A Member entitled to vote may vote on any matter designated for a vote of the membership pursuant to section 5.2.1 in person or by proxy. An appointment of a proxy is revocable by a Member unless the appointment form conspicuously states that it is irrevocable by a Member.

5.2.5 Action without Meeting. Action required or permitted to be taken at a Members' meeting may be taken without a meeting and without action by the Executive Committee if the action is taken by all the Members entitled to vote on the action. Members may confirm their consent by any one of the following: U.S. mail, electronic mail, courier, verified facsimile, or telecopy.

5.3. Consensus operation of the IT SCC: The IT SCC will seek to make policy decisions by consensus. In the absence of consensus of the Members on a given issue, the Chairperson may (a) order a record vote pursuant to the procedures set out in Section 5.3.1, (b) order the matter recommitted to the recommending working group pursuant to Section 5.3.2.1, or (c) declare a majority and minority position of the IT SCC pursuant to 5.3.2.2.

5.3.1 Procedures for record vote of the Members of the IT SCC. In the event a matter subject to the decision of the IT SCC shall be, in the determination of the Chairperson incapable of decision

by unanimous consent pursuant to procedures of section 5.3, the Chairperson shall order a record vote of the Membership, which may be accomplished by:

5.3.1.1 A show of hands (including review of the “hands” of Members present by telephonic or electronic means) of Members present, acknowledging any properly filed proxies; or

5.3.1.2 A recorded vote of the Yeas and Nays, recorded by the Secretary, recording the votes by a designated representative of each Member, acknowledging any properly filed proxies; or

5.3.1.3 A written ballot, recorded by the secretary, recording the votes by a designated representative of each Member, acknowledging any properly filed proxies or action pursuant to 5.2.4;

5.3.1.4 Or such other means as the Chairperson may direct.

5.3.2 Recommittal of a matter to achieve a consensus; Majority and minority positions;

5.3.2.1 Recommittal of a matter to working groups. Recommittal of a matter to the recommending working group for further deliberation is to be preferred whenever a consensus may be achieved, rather than reporting a recommendation with majority and minority positions.

5.3.2.2 Declaration of Minority Position of IT SCC. In the event more than one position on a recommendation subject to a vote receives substantial support among the membership of the IT SCC, the Chairperson may in its discretion order the declaration of “majority” and “minority” positions of the IT SCC.

5.3.3 Procedures for remote voting. Personal participation and voting are to be preferred wherever possible. Any matter before a meeting of the SCC for decision must be the subject of a advance notice pursuant to Section 5.1.3. Subject to approval of the Executive Committee included in such Notice, absent Members not represented in person by a proxy pursuant to Section 5.2.4 may cast votes on such matters utilizing any method set out in Section 5.1.2 for remote participation.

Article VI - Officers

6. Officers: The officers of the IT SCC shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer. No two or more offices may be held by the same person. All officers must be Executive Committee Members eligible to vote.

6.1 Election of officers; Term: Officers shall be elected at the annual meeting of the Members and may be elected at such other time or times as the Members shall determine. With the exception of 2006 (in which case the entire slate of officers shall be elected) and/or in the case of multiple vacancies, the Members shall elect individuals to hold the offices of Vice Chairperson, Treasurer and Secretary at the Annual Meeting designated for that purpose in alternate years. At that time, the Vice Chairperson shall become the Chairperson. Officers shall hold office, unless removed, until the next annual meeting of the Members or until their successors are elected. Any officer may resign at any time upon written notice to the Executive Committee, and such resignation shall be effective when notice is delivered unless the notice specifies a later effective date.

6.2 Removal of Officers: The Members may remove any officer at any time, with or without cause. Such action may be taken at a meeting of IT SCC upon proper notice and upon the affirmative vote of 2/3 of Members eligible including proxies.

6.3 Duties of Officers: The Chairperson and the other officers shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Executive Committee and the Members. The Chairperson, if present, shall preside over all meetings of the Members and of the Executive Committee, as well as any committee of which he or she is a Member, unless the Members provide otherwise, and the Secretary shall have the responsibility of preparing (or having prepared) and maintaining custody of minutes of the Executive Committee Members' and Members' meetings and authenticating records of the IT SCC.

6.4 Vacancy of Offices: Officers shall not be obligated to serve their entire term. In the event that an Executive Committee Member resigns their office or the seat of a member of the Executive Committee becomes vacant for any reason the office held by such Member shall be declared vacant and upon restoration of the Executive Committee to its full compliment an election shall be held within 30 days to replace the vacant office. A special meeting of the Members shall be called for the purpose of voting on a nominee(s) to fill such a vacancy.

Article VII - Working Groups and Special Committees

7. Working Groups: Operating committees of the IT SCC shall be known as "Working Groups." Working Groups may be made up of any combination of IT SCC Member representative(s). IT SCC Members may join Working Groups without limit. Working Group meetings may be held at other times depending on need. Working Group meetings and Working Groups will confirm the selection of Working Group chairs designated by the Executive Committee, appoint any Vice Chairs and establish procedures consistent with this Charter for the operation of the Working Group. Working Groups will develop and send recommendations to the Executive Committee for approval by the full IT SCC. Reports and recommendations from Working Groups will be presented at the Executive Committee meetings and/or full IT SCC meetings for approval as appropriate. The full IT SCC will approve the scope and responsibilities of the Working Groups and ad hoc committees.

7.1 Working Group Chairperson: A chairperson for each Working Group will be chosen by the Executive Committee to take responsibility for coordinating the group and communicating with the full IT SCC. The designation of Working Group Chairs shall be subject to the approval of Members participating in a Working Group.

7.2 Working Group Voting: In any matter before a Working Group in which a decision is made subject to a formal vote, each participating Member in the Working Group shall cast a single vote irrespective of the number of representatives participating. Eligibility of a Member to vote in an existing Working Group requires participation in at least two (2) prior meetings of the Working Group within the preceding six (6) months.

7.3 Experts: A Working Group may call upon the participation of non-Member experts to assist in a non-voting capacity in their effort.

Article VIII - Parliamentary Authority

8. Parliamentary Authority: Conduct of the affairs of the IT SCC shall follow the rules contained in the current (10th edition) of Robert's Rules of Order in all cases in which they are applicable

and in which they are not inconsistent with these Bylaws or any special rules of order the IT SCC may adopt.

Article IX – Amendments

9. Amendment of this Document: Subject to the special procedure set out in Section 2.2. this document may be amended upon affirmative vote of 2/3 of the Members in a regular meeting, or in a properly noticed special meeting, constituted for the purpose.