**Ballot [183] – Amending the Bylaws to Clarify Ballot Approval Process**

The following motion has been proposed by \_\_\_\_\_\_\_\_\_\_\_ of \_\_\_\_\_\_\_\_\_\_ and endorsed by \_\_\_\_\_\_\_\_\_\_\_\_of \_\_\_\_\_\_\_\_\_\_and \_\_\_\_\_\_\_\_\_\_\_ of \_\_\_\_\_\_\_\_\_ to amend Section 2.2 of the CA/Browser Forum Bylaws (the “Bylaws”):

-- MOTION BEGINS –

In accordance with Section 6.1 of the Bylaws of the CA/Browser Forum (the “Forum”), a new Section 2.3 is hereby added to the Bylaws. This new section will read in its entirety as follows:

**“2.3       Draft Guideline Ballots**

This section applies to any ballot that proposes a Final Guideline or a Final Maintenance Guideline (a “Draft Guideline Ballot”). Draft Guideline Ballots will be conducted in accordance with the following rules.

(a)  Only votes by Members shall be accepted.

(b)  Only one vote per Member company shall be accepted; representatives of corporate affiliates shall not vote.

(c)  A representative of any Member can call for a proposed Draft Guideline Ballot to be published for review and comment by the membership. Any proposed ballot needs two endorsements by other Members in order to proceed. A Draft Guideline Ballot will indicate whether it is proposing a Final Guideline or a Final Maintenance Guideline. If the Draft Guideline Ballot is proposing a Final Guideline, such ballot will include the full text of the Draft Guideline intended to become a Final Guideline. If the Draft Guideline Ballot is proposing a Final Maintenance Guideline, such ballot will include a redline or comparison showing the set of changes from the Final Guideline section(s) intended to become a Final Maintenance Guideline, and need not include a copy of the full set of guidelines.

(d) There will be a discussion period of at least seven calendar days before votes are cast on a Draft Guideline Ballot.

(e)  Following the seven-day discussion period, the Forum shall provide seven calendar days for voting on a Draft Guideline Ballot, with the deadline clearly communicated via the Public Mail List. All voting will take place online via the Public Mail List.

(f)  Only votes that indicate a clear ‘yes’ or ‘no’ response to the ballot question shall be considered (i.e. votes to abstain and votes that do not indicate a clear ‘yes’ or ‘no’ response will not figure in the calculation of item (g), below).

(g)  Members fall into two categories: CAs (comprising issuing CAs and root CAs, as defined in the membership criteria) and product suppliers (as defined in the membership criteria). In order for the Draft Guidelines Ballot to be adopted by the Forum, two-thirds or more of the votes cast by the Members in the CA category must be in favor of such ballot, and at least 50% plus one of the votes cast by the members in the browser category must be in favor of the ballot.  At least one CA Member and one browser Member must vote in favor of the Draft Guidelines Ballot for such ballot to be adopted.

(h)  A Draft Guidelines Ballot result will be considered valid only when more than half of the number of currently active members has participated. The number of currently active members is the average number of member organizations that have participated in the previous three meetings (both teleconferences and face-to-face meetings).

(i)  The Forum will tabulate and announce the results within one calendar day of the close of the initial voting period (the “Initial Vote”). If the Draft Guidelines Ballot does not pass the Initial Vote, the ballot will stop.

(j) If a Draft Guideline Ballot passes the Initial Vote, the Chair shall initiate, no later than the second business day after the announcement of the Initial Vote results, the Review Period of 30 or 60 days, as described in Section 4.1 of the IPR Policy. The Review Period will be initiated by sending the Review Notice to both the Member Mail List and the Public Mail List. The Review Period will continue to the end of the 30- or 60-day period regardless of the number of Exclusion Notices filed pursuant to the IPR Policy during such period, if any. No later than two business days after the conclusion of the applicable Review Period, the Chair will distribute any Exclusion Notices submitted in accordance with Section 4.2 of the IPR Policy via the Public Mail List; provided, however, that the Chair may distribute such Exclusion Notices earlier.

(k) If no Exclusion Notices are filed during the Review Period with respect to a Draft Guideline Ballot, then the results of the Initial Vote are deemed to be final and approved. Draft Guidelines then become either Final Guidelines or Final Maintenance Guidelines, as designated in the Draft Guidelines Ballot. The Chair will notify both the Member Mail List and the Public Mail List of the approval, as well as update the public website list of Final Guidelines and Final Maintenance Guidelines.

(l) If Exclusion Notice(s) are filed during the Review Period (as described in Section 4.3 of the IPR Policy), then the results of the Initial Vote are automatically rescinded and deemed null and void, and;

(i) a Patent Advisory Group (PAG) will be formed, in accordance with Section 7 of the IPR Policy, to address the conflict. The PAG will make a conclusion as described in Section 7.3.2 of the IPR Policy, and communicate such conclusion to the rest of the Forum, using the Member Mail List and the Public Mail List.; and

(ii) after the PAG provides its recommendation, , if the proposer and endorsers decide to proceed, then:

(A) if **no material changes** have been made to the Draft Guidelines Ballot, it must go through the steps described in Sections 2.3(d) through (i) above, replacing the “Initial Vote” with a “Second Vote.” If a Draft Guidelines Ballot passes the Second Vote, then the results of the Second Vote are deemed to be final and approved. Draft Guidelines then become either Final Guidelines or Final Maintenance Guidelines, as designated in the Draft Guidelines Ballot. The Chair will notify both the Member Mail List and the Public Mail List of the approval, as well as update the public website list of Final Guidelines and Final Maintenance Guidelines; or

(B) if **material changes** have been made to the Draft Guidelines Ballot, a new Draft Guidelines Ballot must be proposed, and must go through the steps described in Sections 2.3(c) through (l) above.

(iii) If the PAG recommends that the Forum not proceed with the Ballot, and the proposer and endorsers decide to proceed anyway, a new Draft Guidelines Ballot must be proposed, and must go through the steps described in Sections 2.3(c) through (l) above. In addition, the new Draft Guidelines Ballot must include the PAG’s report on the Exclusion Notices for the original Ballot.

**-- MOTION ENDS –**

The procedure for this ballot is as follows (exact start and end times may be adjusted to comply with applicable Bylaws and IPR Agreement):

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| BALLOT 183Status: Amendment to Bylaws | Start time (22:00 UTC) | End time (22:00 UTC) |
| Discussion (7 days) |  |  |
| Vote for approval (7 days) |  |  |

Votes must be cast by posting an on-list reply to this thread on the Public Mail List.

A vote in favor of the ballot must indicate a clear 'yes' in the response. A vote against must indicate a clear 'no' in the response. A vote to abstain must indicate a clear 'abstain' in the response. Unclear responses will not be counted. The latest vote received from any representative of a voting member before the close of the voting period will be counted. Voting members are listed here: <https://cabforum.org/members/>

In order for the ballot to be adopted, two thirds or more of the votes cast by members in the CA category and greater than 50% of the votes cast by members in the browser category must be in favor. Quorum is currently ten (10) members – at least ten members must participate in the ballot, either by voting in favor, voting against, or abstaining.