National Industrial Program Policy Advisory Committee (NISPPAC)
Bylaws (As amended on November 18, 2015)

Article 1. Purpose.

The purposes of the NISPPAC are to advise the Chairman on all matters concerning the policies of the National Industrial Security Program (NISP), including recommended changes to those policies; and to serve as a forum to discuss policy issues in dispute.

Article 2. Authority.

Executive Order 12829, "National Industrial Security Program," as amended, (the Order) establishes the NISPPAC as an advisory committee acting through the Director, Information Security Oversight Office (ISOO), who serves as the Chairman of the Committee, and who is responsible for implementing and monitoring the NISP, developing directives implementing the Order, reviewing agency implementing regulations, and overseeing agency and industry compliance. The framework for the Committee's membership, operations, and administration is set forth in the Order. The NISPPAC is subject to the Federal Advisory Committee Act (FACA), the Freedom of Information Act (FOIA), and the Government in the Sunshine Act (GISA).

Article 3. Membership.

A. **Primary Membership.**
The Order conveys to the Chairman of the NISPPAC the authority to appoint all members. The Committee's total membership of 24 voting members shall be comprised of 16 representatives from those executive branch departments and agencies (including the Chairman) most affected by the NISP and eight non-government representatives of contractors, licenses, grantees involved with classified contracts, licenses, or grants. At least one industry member shall be representative of small business concerns, and at least one shall be representative of Department of Energy/Nuclear Regulatory Commission contractors or licensees. An industry member serves as a representative of industry, not as a representative of their employing company or corporation. All members must comply with the following guidelines: (1) Any federal employees who are appointed to the Committee must annually file a confidential financial disclosure report with the National Archives and Records Administration (NARA) Office of General Counsel (NGC) on or before the date of their first participation in a Committee meeting, and (2) For purposes of federal ethics law, the non-federal members of the NISPPAC have been determined to be "representatives" rather than "special government employees." NARA will ensure the Committee's non-federal composition does not violate President Obama's June 18, 2010, Presidential Memorandum on "Lobbyists of Agency Boards and Commissions." 75 Fed. Reg. 35.955 (Directing "heads of executive departments and agencies not to make any new appointments or reappointments of federally registered lobbyists to advisory committees or other boards and commissions…")

B. **Nominations.** The Chairman will solicit and accept nominations for Committee membership: (1) for representatives of the respective agencies, from the agency head; and (2) for representatives of industry, from the governing boards of professional, trade and other organizations whose membership is substantially comprised of employees of business concerns involved with classified contracts, licenses, or grants. Although an industry representative does not represent his or her employing company, the Chairman will solicit the approval of the Chief Executive Officer of that company to allow the nominated individual to serve on the NISPPAC.

A. **Appointment.** The Chairman shall appoint all Committee members. Membership includes the responsibility of the member to attend NISPPAC meetings personally as often as possible. However, a member may select one or more alternates, who may, with advance written notification to the Chairman, serve for the member at meetings of the Committee when the member is unable to attend. An alternate so selected shall have all rights and authorities of the appointed member.

B. **Term of Membership.** The term of membership for Government representatives shall be four years. When renominated by the head of their agency, a representative of a Government agency may be selected to serve successive four year terms. The term of membership for industry representatives shall be four years. The terms of industry representatives shall be staggered so that the terms of two industry representatives are completed at the end of each fiscal year. Industry representatives may not serve successive terms. When a Government or industry member is unable to serve their full term, or when, in the view of the Chairman, a member has failed to meet their commitment to the NISPPAC, a replacement shall be selected in the same manner to complete the unexpired portion of that member's term. Each representative's term of membership shall be conveyed by letter from the Chairman.

C. **Security Clearance.** If it becomes necessary to hold a classified meeting, members and alternates in attendance must possess a current security clearance at or above the level of the meeting's classification. Clearance certification shall be provided in advance of the meeting to the Chairman by the employing agency or company. ISOO and NARA's Security Management Division will verify that members have been approved for access to classified national security information and ensure that classified information utilized in association with a Committee meeting is managed in accordance with national policy (i.e., E.O. 13526, "Classified National Security Information.")

D. **Compensation.** Federal Government employees serving on the Committee are not eligible for any form of compensation. The Government will pay travel and per diem for industry members at a rate equivalent to that allowable to Federal Government employees. Industry members will submit travel vouchers to the Executive Secretary within 15 days after each meeting.

E. **Observers.** Any NISP participating organization (industry or Government) may send observers to attend meetings of the Committee. Such observers will have no voting authority and will be subject to the same restrictions on oral presentations, as would any member of the public. As determined by the Chairman, observers may be permitted to attend closed meetings. Industry observers will not receive travel or per diem compensation.

Article 4. Meetings.

A. **General.** The NISPPAC will meet at least twice each calendar year as called by the Chairman. As the situation permits, the Executive Secretary will canvass the membership in

advance of the scheduling of meetings in order to facilitate attendance by the largest number of members. The Chairman will also call a meeting when so requested by a majority of the 16 Government members, and a majority of the eight industry members. The Chairman will set the time and place for meetings and will publish a notice in the Federal Register at least 15 calendar days prior to each meeting.

B. **Quorum.** NISPPAC meetings will be held only when a quorum is present. For this purpose, a quorum is defined as two-thirds of the 16 Government members, or alternates, and two thirds of the eight industry members, or alternates.

C. **Open Meetings.** Unless otherwise determined in advance, all meetings of the NISPPAC will be open to the public. Once an open meeting has begun, it shall not be closed for any reason. All matters brought before or presented to the Committee during the conduct of an open meeting, including the minutes of the proceedings of an open meeting, shall be available to the public for review or copying.

D. **Closed Meetings.** Meetings of the NISPPAC will be closed only in limited circumstances and in accordance with applicable law. When the Chairman has determined in advance that discussions during a Committee meeting will involve matters about which public disclosure would be harmful to the interests of the Government, industry, or others, an advance notice of a closed meeting, citing the applicable exemptions of the GISA, will be published in the Federal Register. The notice may announce the full or partial closing of a meeting. If, during the course of an open meeting, matters inappropriate for public disclosure arise during discussions, the Chairman will order such discussion to cease, and shall schedule it for a closed session. Notices of closed meetings will be published in the Federal Register at least 15 calendar days in advance.

E. **Agenda.** The Chairman shall approve the agenda for all meetings. The Chairman will distribute the agenda to the members prior to each meeting and will publish a brief outline of the agenda with the notice of the meeting in the Federal Register. Items for the agenda may be submitted to the Chairman by any regular, or alternate, member of the Committee. Items may also be suggested by non-members, including members of the public. To the extent possible, all written recommendations for NISP or National Industrial Security Program Operating Manual policy changes, whether or not they are placed on the agenda, will be provided to the Committee membership prior to the start of any scheduled meeting. The Chairman will advise the party making the recommendation what action was taken or is pending as a result of the recommendation.

F. **Conduct of Meetings.** Meetings will be called to order by the Chairman, following which the Chairman or Executive Secretary will call the roll or otherwise take attendance and read or reference the certified minutes of the previous meeting. The Chairman will then make announcements, ask for reports from subgroups or individual members (as previously arranged), open discussion of unfinished business, introduce new business, and invite membership comment on that business. Public oral comment may be invited at any time during the meeting, but most likely at the meeting's end, unless the meeting notice advised that written comment was to be accepted in lieu of oral comment. Upon completion of the Committee's business, as agreed upon by the members present, the meeting will be adjourned by the Chairman.

G. **Minutes.** The Committee's Executive Secretary shall prepare minutes of each meeting, which will be certified by the Designated Federal Official (DFO) within 90 calendar days. Copies of the minutes will be distributed to each Committee member once certified. Minutes of open meetings will be accessible to the public. The minutes will include a record of the persons present (including the names of committee members, names of staff, and the

names of members of the public from whom written or oral presentations were made) and a complete and accurate description of the matters discussed and conclusions reached, and copies of all reports received, issued or approved by the Committee.

H. **Public Comment.** Members of the public may attend any meeting, or a portion(s) of a meeting, that is not closed to the public, and may at the determination of the Chairman, offer public comment during a meeting. The meeting announcement published in the Federal Register may note that oral comment from the public is excluded and in such circumstances invite written comment as an alternative. Also, members of the public may submit written statements to the Committee at any time.

I. **Sub-committee Meetings.** The Chairman may establish a sub-committee(s), to include sub-groups or working groups. Each sub-committee shall brief the members of the NISPPAC on its work, and any recommendations of a sub-committee shall be presented to the NISPPAC for deliberation.

Article 5. Voting.

When a decision or recommendation of the NISPPAC is required, the Chairman shall request a motion for a vote. Any member, or approved alternate of the NISPPAC, including the Chairman, may make a motion for a vote. No second after a proper motion shall be required to bring any issue to a vote.

A. **Voting Eligibility.** Only the Chairman and the appointed members, or their designated alternates, may vote on an issue before the Committee.

B. **Voting Procedures.** Votes shall ordinarily be taken and tabulated by a show of hands. Upon a motion approved by two-thirds of the members present, a vote by secret ballot may be taken. However, each ballot must indicate whether the vote is from an industry or Government representative.

C. **Reporting of Votes.** The Chairman will report to the President, Executive Agent of the NISP, or other Government officials the results of Committee voting that pertain to the responsibilities of that official. In reporting or using the results of NISPPAC voting, the following terms shall apply: (1) Unanimous Decision. Results when every voting member, except abstentions, is in favor of, or opposed to, a particular motion; (2) Government and Industry Consensus. Results when two-thirds of those voting, including two-thirds of all Government members and two-thirds of all industry members, are in favor of, or are opposed to, a particular motion; (3) General Consensus. Results when two-thirds of the total vote cast are in favor of, or are opposed to, a particular motion; (4) Government and Industry Majority. Results when the majority of the votes cast, including a majority of all Government members and a majority of all industry members, are in favor of or are opposed to a particular motion; (5) General Majority. Results when a majority of the total votes cast are in favor of or are opposed to a particular motion.

Article 6. Committee Officers and Responsibilities.

A. **Chairman.** As established by the Order, the Committee Chairman is the Director, ISOO. The Chairman will: (1) call meetings of the full Committee; (2) set the meeting agenda; (3) determine a quorum; (4) open, preside over and adjourn meetings; and (5) certify meeting minutes. The Chairman also serves as the Committee's DFO, a position required by the FACA.

B. **Designated Federal Officer.** The FACA requires each advisory committee to have a DFO and an alternate, one of whom must be present for all meetings. The Director and Associate Director, Operations and Industrial Security, ISOO, are, respectively, the DFO and alternate for the NISPPAC. Any meeting held without the DFO or alternate present will be considered as a subgroup or working group meeting.

C. **Executive Secretary.** The Executive Secretary shall be a member of the staff of the ISOO and shall be responsible for: (1) notifying members of the time and place for each meeting; (2) recording the proceedings of all meetings, including subgroups or working group activities that are presented to the full Committee; (3) maintaining the roll; (4) preparing the minutes of all meetings of the full Committee, including subgroups and working group activities that are presented to the full Committee; (5) attending to official correspondence; (6) maintaining official Committee records and filing all papers and submissions to the Committee, including those items generated by subgroups and working groups; (7) acting as Committee Treasurer to collect, validate and pay all vouchers for preapproved expenditures presented to the Committee; (8) preparing a yearly financial report; and (9) preparing and filing the annual Committee report as required by the FACA.

D. **Committee Staff.** The staff of the ISOO shall serve as the NISPPAC staff on an as needed basis, and shall provide all services normally performed by such staff, including assistance in the fulfilling of the functions of the Executive Secretary.

Article 7. Documents.

Documents presented to the Committee by any method at any time, including those distributed during the course of a meeting, are part of the official Committee files, and become agency records within the meaning of the FOIA, and are subject to the provisions of that Act. Documents originating with agencies of the Federal Government shall remain under the primary control of such agencies and will be on loan to the Committee. Any FOIA request for access to documents originating with any agency shall be referred to that agency. Documents originating with industry that have been submitted to the NISPPAC during the course of its official business shall also be subject to request for access under the FOIA. Proprietary information that may be contained within such documents should be clearly identified at the time of submission.

Article 8. Committee Expenses and Cost Accounting.

Committee expenses, including travel and per diem of non-Government members, will be borne by the ISOO to the extent of appropriated funds available for these expenditures. Cost accounting will be performed by the Committee's Executive Secretary. Expenditures by the Committee or any subgroup or working group must be approved in advance by the Chairman or the Executive Secretary.

Article 9. Amendment of Charter and Bylaws.

Amendments to the Charter and Bylaws of the Committee must conform to the requirements of the FACA and the Order and be agreed to by two-thirds of the 16 Government members or alternates and two-thirds of the eight industry members or alternates. Confirmed receipt of notification to all Committee members must be completed before any vote is taken to amend either the Charter or Bylaws.