

# CONSTITUTION OF ASC X12C

## THE COMMUNICATIONS AND CONTROLS SUBCOMMITTEE

### **ADOPTION OF THE CONSTITUTION:**

Adoption was effective on September 1, 1990 when passed by letter ballot by a three-fourths vote of all representatives or appropriately designated alternatives as provided for by section 8.2 of the previous constitution of the subcommittee (ASC X12C/90-373). Modifications to this constitution to allow for membership by individuals was effective on January 1, 1992 when passed by a two-thirds vote of the member organizations responding to a letter ballot (ASC X12C/91-776). Modifications to this constitution to add management transactions to the scope of the subcommittee's work and allow for officers to retain their positions when they change organizations was effective on March 1, 1992 when passed by a two-thirds vote of the member organizations responding to a letter ballot (ASC X12C/91-1178). Modifications to this constitution to amend the membership requirements and remove references to the PAEB were effective on October 2, 2003 when passed by a two-thirds vote of the member organizations responding to a letter ballot (ASC X12C/03-0000).

### **PRECEDENCE:**

This subcommittee shall adhere to the current ASC X12 Organization and Procedures, and any Standing Documents that define procedures pertaining to subcommittees, which shall govern in the event of conflict with any of the sections of this constitution.

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# CONSTITUTION OF ASC X12

## 1. NAME

This organization shall be called the ASC X12C Communications and Controls Subcommittee.

## 2. PURPOSE AND SCOPE

All work of this subcommittee is advisory to and subject to the approval of ASC X12. The scope of work of the subcommittee includes interchange control structures, application control structures, control and management transaction sets, EDI architecture, data security, service specifications, and other technical issues associated with the overall structure of ASC X12 information flows. Its principal responsibilities relating to its scope of work are:

1. Prepare project proposals,
2. Develop proposed X12 Standards,
3. Maintain and revise, as appropriate, X12 Standards,
4. Develop and maintain UN/EDIFACT standards,
5. Develop and maintain X12 guidelines,
6. Prepare standards interpretations as assigned by the X12 chair,
7. Review externally developed standards which are submitted for X12 processing as X12 Standards,
8. Provide technical support and assistance to other ASC X12 subcommittees, and
9. Provide technical liaison on behalf of X12 with national and international organizations involved in related activities.

## 3. MEMBERSHIP

Membership is open to any member organization or individual member of X12 which supports the function defined in the PURPOSE AND SCOPE, and the objectives of ASC X12 and the American National Standards Institute.

Except for X12 individual members, membership in the subcommittee is vested in the organizations, not the individual. For X12 individual members, membership in the subcommittee is vested in the individual. Except where otherwise noted, the words "organization" or "organizations" shall refer to both X12 member organizations and to X12 individual members.

### 3.1 REPRESENTATION

Individual subcommittee participants are designated by the member organization as either "principal representative" or "alternate representative," there being one principal member from each member organization. Although an reasonable number of alternates is permitted, it is the responsibility of the member organization to promote continuity of representation. For X12 individual members of the subcommittee, the individual is the "principal representative," and there are no "alternate representatives." An individual shall represent only a single organization at any meeting or in any ballot.

### 3.2 VOTING PRIVILEGE

Voting privileges are defined to include casting official votes, proposing motions, and seconding motions. A member organization or individual member may cast only one vote on any issue before the subcommittee regardless of the number of representatives it maintains.

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### **3.3 MEMBERSHIP REQUEST**

Qualified organizations or individuals may write to the chair of the subcommittee at the conclusion of the second consecutive, formally called meeting attended, requesting membership in the subcommittee. Requests must include the organization's mailing address and the name, telephone numbers, and email addresses of its representatives, designating one as the principal representative. Upon attendance at the next scheduled meeting, such petition for membership shall be granted. If the organization or individual member is not present at the next scheduled meeting, the petition shall be deferred to the next scheduled meeting at which time the petition shall be accepted if the organization or individual member is present, else the petition shall be rejected.

### **3.4 ATTENDANCE REQUIREMENT**

Member organizations must maintain a specific attendance record at subcommittee meetings in order to establish and retain membership qualification in the subcommittee.

#### **3.4.1 SUSPENSION OF MEMBERSHIP**

Absence of a voting representative from two consecutive meetings shall result in suspension of that organization's or individual's membership in the subcommittee. Suspension of membership results in a loss of voting privileges.

#### **3.4.2 LOSS OF MEMBERSHIP**

A member organization or individual shall lose membership in the subcommittee after a two meeting suspension of membership. A member organization or individual may formally resign membership at any time.

#### **3.4.3 REINSTATEMENT OF MEMBERSHIP**

A member organization or individual whose membership is suspended shall have membership immediately reinstated upon attendance at a formal meeting of the subcommittee.

### **3.8 OBSERVERS**

Observers and guests may attend subcommittee meetings and are allowed speaking privileges only when recognized by the presiding officer. Liaisons shall be granted observer status unless they meet the criteria for X12C membership.

## **4. OFFICERS**

Officers of the subcommittee shall consist of a chair, vice-chair, Procedures Review Board (PRB) representative and alternate(s), Technical Assessment Subcommittee (TAS) representative and alternate(s), and secretary. Titles shall rest with the individual rather than with the member organization.

If an officer of the subcommittee changes affiliation from a member organization to an organization that is not a member organization of the subcommittee, the officer may retain office for a period of up to two meetings in order to establish membership in the subcommittee for the new organization.

### **4.1 ORIGIN OF OFFICERS**

#### **4.1.1 Elected Officers**

The chair, vice-chair, PRB representative, and TAS representative are elected by the subcommittee.

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### 4.1.2 Appointed Officers

The secretary or secretaries as needed, PRB alternate(s), and TAS alternate(s) are appointed by the chair.

### 4.1.3 Restrictions

Officers may be either principal or alternate representatives. A person may hold more than one office, except that the chair and vice-chair shall not be from the same member organization. No subcommittee chair or vice-chair may be the chair or vice-chair of ASC X12 or any other ASC X12 subcommittee. These restrictions apply both to attain and to retain office.

## 4.2 TERM OF OFFICE

Officers will assume office at the start of the next regularly scheduled meeting of ASC X12 after their election or appointment, and will serve until replaced by their successors. A term of office is two years. The chair of the subcommittee shall not serve more than two consecutive terms of office.

Vacant offices shall be filled at the next scheduled meeting of the subcommittee following knowledge of the vacancy. In filling a vacancy, the new officer will take office immediately, and shall serve for the unexpired term of that office.

## 4.3 DUTIES OF OFFICERS

### 4.3.1 Duties of the Chair

The duties of the chair include:

1. Calling and presiding at meetings,
2. Creating and disbanding task groups including appointing convenors for task groups,
3. Making appointments,
4. Assigning duties as necessary to advance the work of the subcommittee,
5. Communicating and representing the official position of the subcommittee to bodies external to the subcommittee,
6. Forwarding to the ASC X12 Steering Committee all correspondence directed to any member of the subcommittee from sources external to ASC X12, and
7. Preparing meeting agendas and organizing the meeting program in accordance with the prepared agenda.

### 4.3.2 Duties of the Vice-Chair

The duties of the vice-chair include:

1. Presiding at meetings in the absence of the chair,
2. Assuming the duties of the chair in the event of the chair's resignation or incapacity.
3. Assisting the chair to prepare agendas and organize the meeting program in accordance with the agenda, and
4. Communicating and representing the official position of the subcommittee in the absence or unavailability of the chair.

### 4.3.3 Duties of the Secretary

The duties of the secretary include:

1. Presiding at meetings in the absence of the chair and vice-chair,
2. Maintaining a record of the member organizations of the subcommittee and their principal and alternate representatives,
3. Recording the subcommittee minutes,
4. Maintaining subcommittee records and correspondence,

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5. Notifying the principal and alternate representatives of meeting time, place, and agenda,
6. Other duties as assigned by the chair, and
7. Upon appointment of a new secretary, the prior secretary will forward the subcommittee records to the new secretary.

### **4.3.4 Duties of the PRB Representative**

The duties of the PRB representative include:

1. Representing the subcommittee on the Procedures Review Board, and
2. Reporting significant PRB activity to the subcommittee.

### **4.3.5 Duties of the TAS Representative**

The duties of the TAS representative include:

1. Representing the subcommittee on the Technical Assessment Subcommittee, and
2. Reporting significant TAS activity to the subcommittee.

## **4.4 REMOVAL OF OFFICERS**

Any officer may be removed for cause by a three-fourths vote of all the member organizations of the subcommittee.

## **4.5 ELECTION OF OFFICERS**

### **4.5.1 Election Schedule**

Elected officers will be elected at the first regularly scheduled meeting of the subcommittee in even numbered calendar years. The elections will be conducted in accordance with the provisions of this section.

### **4.5.2 Nominations**

All nominations are subject to the following procedures:

1. Any individual recorded as a principal or alternate representative is eligible for nomination to an elected office,
2. Any number of nominations for an office may be made by any principal or alternate representative or any member organization of the subcommittee, including self-nominations,
3. A nominating committee may be appointed by the chair to present a slate of candidates for election,
4. All nominations must be seconded; any principal or alternate representative of a member organization of the subcommittee may second any number of nominations except those made by his or her own member organization,
5. Any nominee may decline to accept nomination, and
6. A motion to close nominations may be made at any time.

### **4.5.3 Voting for Officers**

Voting for officers shall conform to the following procedures:

1. Election of officers shall be by a simple majority of votes cast by member organizations present; an abstention does not count as a vote,
2. Voting for officers shall be by secret ballot except if there is only one candidate for an office, a voice vote may be taken,
3. Counting and tabulation of ballots shall be conducted by an election official appointed by the chair,
4. After the vote, the election official shall determine whether a candidate has received a simple majority of votes; if not, a run-off will be conducted; one-third of

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the candidates receiving the least number of votes shall be eliminated from the slate of candidates for the next ballot,

5. If after six successive ballots the vote remains evenly distributed among two or more candidates, the election official will break the tie by the toss of a coin, and
6. Voting by proxy is not permitted.

### 5. MEETINGS

For the purposes of establishing and maintaining membership, the definition of a meeting is set forth herein. A single meeting is one day or a group of closely scheduled meeting days as specified in the meeting notice (usually consecutive days). To be considered in attendance at a meeting, a principal or alternate representative of a member organization must be in attendance for at least one day during which the full subcommittee is in session. For representatives or alternates to other bodies, attendance representing X12C at the other body will count as attendance at the parent subcommittee if the two meet concurrently.

#### 5.1 MEETING NOTICE

Notice of any subcommittee meeting, including a draft agenda and meeting time(s) and location(s), must be distributed to the principal and alternate representatives of the member organizations and other individuals as specified by the chair at least one week prior to the meeting. A meeting for which proper notice has been given shall be considered a formally called meeting.

#### 5.2 SPECIAL MEETINGS

A special meeting is any meeting called outside of the normal X12 meeting schedule. Special meetings must provide the ability for members to participate by electronic means.

#### 5.3 QUORUM

Quorum is twenty percent of the voting members as represented by the principal or alternate representative. A quorum is required to conduct official subcommittee business. In the absence of a quorum discussion may be held, however no official subcommittee votes shall be taken.

#### 5.4 MEETING MINUTES AND DISTRIBUTION

The secretary shall publish minutes no later than four weeks after the end of a subcommittee meeting. Minutes are to be distributed to the principal and alternate representatives of all member organizations and to the members of the ASC X12 Steering Committee through the ASC X12 Secretariat as well as to the appropriate external bodies and individuals as designated by the chair.

### 6. VOTING

Unless otherwise specified in this constitution, voting shall be conducted in accordance with this section. Only individuals recorded as principal or alternate representatives may vote, and each member organization has only one vote on any issue before the subcommittee.

On the work items before the subcommittee, it is the objective to reach a consensus of the membership present. In the processing of work items, and in general, activities of the subcommittee, no vote is required for passage of any matter where the presiding officer can establish there is no objection.

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### 6.1 FORMALITY

At times it is desirable to operate informally in order to permit expression of opinion without commitment to a formal vote. To this end, any participant may call for a straw vote or series of straw votes on any subject under consideration at the time. Straw votes are used only for the purpose of capturing the sentiment of the group. Unless specifically requested otherwise, straw votes are not recorded; in either case, member organizations are not required to vote formally the same way they did on a straw vote. When a straw vote is recorded, the minutes will show the motion and an aggregate numerical tally of the votes. The individual calling for the motion shall designate if this vote is to be of voting member organizations only or by all present at the meeting. Straw votes are conducted by a show of hands.

### 6.2 CONDUCT OF VOTES

Unless otherwise specified in this constitution, subcommittee votes may be conducted by voice vote, by show of hands, or by letter ballot. Votes on technical matters shall be conducted by letter ballot unless discussion of the issues can be handled satisfactorily at a meeting. A roll call vote can be requested for any vote held at a meeting if the motion for the roll call vote is approved by twenty percent of the member organizations present. At a legal meeting of the subcommittee where a quorum is present, motions are adopted by a majority vote, that is, more than half of the votes cast, ignoring abstentions.

### 6.3 RECORD OF VOTE

All votes, except unrecorded straw votes, will be recorded in the minutes; tallies of letter ballots must be reported at the next meeting after the close of the voting period, and included in the minutes.

### 6.4 PROXY

Voting by proxy is not permitted.

### 6.5 BALLOTS

For ballots, the voting positions are (1) approve, (2) approve with comment, (3) disapprove with comment, and (4) abstain. For a ballot, twenty percent of the ballots, including abstentions, must be returned or the issue remains undecided. The ballot voting period shall be thirty (30) days. Abstentions are not counted in establishing the result of the vote. When comments are provided, there is no obligation on the part of the subcommittee to respond, however the subcommittee or its task groups shall discuss such comments at its next meeting.

### 6.6 PROPOSALS

All proposals to be considered by the subcommittee must be in writing, preferably typed. A proposal of one to four pages should be distributed at least ten working days in advance of the meeting, and a proposal of five or more pages should be distributed at least twenty working days prior to the meeting; if not, the proposal may be considered only by approval of two-thirds of the member organizations present at the meeting. A proposal that is deferred due to the timing of its distribution may be discussed at the discretion of the chair, however no votes may be taken on its approval.

## 7. TASK GROUPS

The subcommittee may establish task groups as necessary to accomplish specific work projects. The subcommittee reserves the right to act upon or refer to a task group any proposal on its agenda.

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Task groups may establish work groups. Task groups of task groups are called work groups. Work groups will be organized by their parent task group, and will report to their parent task group.

### **7.1 PARTICIPATION**

Participation in a task group is open to any individual, and it is the individual (not the company or organization) who is the task group member. Task group members do not become members of the subcommittee by virtue of their membership in a task group, nor do they become eligible for subcommittee membership by attendance at task group meetings.

### **7.2 CONVENING THE TASK GROUP**

The convenor of a task group is appointed by the chair. The task group elects its chair, and operates in accordance with the procedures defined herein for the subcommittee, or they may be set forth separately, subject to approval of the subcommittee.

### **7.3 CHAIR**

#### **7.3.1 Voting**

The chair of a task group does not vote on administrative matters except to break a tie.

#### **7.3.2 Representation**

Only the task group chair or a delegate designated by the task group chair may represent the task group to bodies external to the task group.

### **7.4 TASK GROUP WORK PRODUCT**

The task group will report at each scheduled meeting of the subcommittee. Each report and proposal submitted to the subcommittee must reflect approval of the task group. If a task group finds the original direction from the subcommittee should be reconsidered, it will notify the subcommittee, and request redirection.

## **8. SUBCOMMITTEE WORK PRODUCTS**

### **8.1 SUBCOMMITTEE DOCUMENTS**

A discussion paper is an individual contribution, and reflects no subcommittee status. A working paper represents the current position of the subcommittee, and represents a work in progress. A final draft represents the official position of the subcommittee.

### **8.2 WORK PROCEDURES**

The subcommittee is responsible for developing its own work products, both in regard to timing and content, however it shall adhere to the development and maintenance processes described in the ASC X12 Organization and Procedures.

### **8.3 DISTRIBUTION**

Distribution of subcommittee work products is at the discretion of the chair unless specified elsewhere in published procedures.

### **8.4 REPRESENTATION**

Only the subcommittee chair or vice-chair may represent the subcommittee to bodies external to the subcommittee. The PRB representative and alternate(s) and TAS representative and alternate(s) represent the subcommittee to the bodies to which they are members.

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### **8.5 PUBLICATIONS AND PUBLICATION POLICY**

The subcommittee may release papers, comments, and other items pertinent to its efforts with the approval of the subcommittee and subject to ASC X12 directives. Any technical paper must be identified as to its source and purpose.

Papers published by members of the subcommittee independently must contain a disclaimer if the author discloses in the paper in any way his or her association with the subcommittee or its task groups.

All subcommittee publications must be identified as such, and shall remain in the public domain. A publication of the subcommittee shall carry the designation of the subcommittee, and shall not imply or state it is the position of ASC X12.

### **9. PARLIAMENTARY AUTHORITY**

On all matters not covered by this constitution, the ASC X12 Organization and Procedures or the latest edition of Robert's Rules of Order shall govern.

### **10. AMENDMENTS TO THIS CONSTITUTION**

Amendments to this constitution must be ratified by ballot. They are effective if approved by two-thirds of the member organizations responding, except changes to PURPOSE AND SCOPE which must also be approved by ASC X12.

The subcommittee may adopt by-laws as required. These must be approved by a majority of the member organizations in attendance at the meeting or responding to a ballot.

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