

**ASC X12G/89-370
ASC X12G/2000-90
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**CONSTITUTION OF ASC X12G
THE GOVERNMENT SUBCOMMITTEE**

ESTABLISHMENT: This subcommittee is established by Accredited Standards Committee (ASC) X12, Electronic Data Interchange. ASC X12 originally approved its formation on November 28, 1988.

ADOPTION OF THIS CONSTITUTION: Adoption of this revision was effective on February xx, 2000 when passed by two-thirds vote of the X12G subcommittee members attending this meeting.

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.

APPROVED ASC X12G SUBCOMMITTEE
1989

REVISIONS APPROVED BY X12G
November 28, 1988
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APPROVED BY ASC X12 STEERING COMMITTEE:
XXX xx, 2000

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CONSTITUTION

ASC X12G GOVERNMENT SUBCOMMITTEE

1 Title

1.1. This organization shall be known as the ASC X12G Government Subcommittee. This constitution supersedes any previous constitutions, charters, or names that may have been used by this subcommittee.

1.2. X12G has been established by the American National Standards Institute (ANSI) Accredited Standards Committee (ASC) X12 as a standing subcommittee. Primary administrative direction is the responsibility of the X12 Steering Committee.

2 Scope of Responsibility

The principal responsibilities of this subcommittee are:

- a. Design, develop, and support any new or existing Electronic Data Interchange (EDI) transactions (including ANSI ASC X12, UN/EDIFACT, XML, and other emerging electronic data exchange technologies) that are solely to meet government requirements, whether or not a government entity is the principal user of that transaction set. This includes technical reports, guidelines, interpretations, and other associated documents.
- b. Advise and comment to other standing subcommittees and working groups of ASC X12 on any electronic data exchange issues that impact on X12G's business areas.
- c. Promote the use of structured electronic data exchanges in and by all levels of government and between government entities and their trading partners.

3 Membership

Membership is open to any individual, company, organization or institution who is current in their dues to X12 and who support the tenets of Section 2. X12G subcommittee members are also subject to the provisions described in the following sections.

- 3.1. An organization (government entity or commercial business) or any individual shall have one membership in X12G and, therefore, only one official vote per issue. Each X12G member organization shall designate one primary and at least one alternate voting representative. Though the same representative need not attend in order for the organization to maintain its membership, consistency of representation is strongly encouraged. In the absence of a stated preference, the *primary member* will be assumed to be the senior (relative to subcommittee attendance) or the first alphabetically (by

surname) in the event of equal status. Individual memberships rest only with that individual and membership privileges and responsibilities are not transferable.

- 3.2. Organizations and individual members must maintain a specific attendance record at X12G subcommittee meetings in order to establish membership qualification in this subcommittee. Both membership categories must be represented at two (2) successive X12G meetings as defined in Section 6.1. Membership will be bestowed at the conclusion of the second meeting as outlined in Section 3.3. Once membership is established, the member organization will retain voting rights by the presence of a primary or alternate voting representative at subsequent X12G meetings. Individual members must personally attend subsequent X12G meetings to retain their voting rights. Membership in X12G can be terminated by failure to pay X12 dues, formal withdrawal (via written notification to the X12G Chair), or by excessive absences as described in Section 3.4.
- 3.3. At the conclusion of the second X12G meeting attended by any organization or individual member and prior to the start of the third such meeting, an organization or individual may request full participating membership in X12G. A short, written notice of intention to join this subcommittee should be provided to the Chair and should include the following:
 - a. Name of individual or primary and alternate voting representative(s).
 - b. Postal mailing address.
 - c. Electronic mailing address.
 - d. Telephone voice and FAX numbers.
 - e. Declaration that ASC X12 dues are current.
- 3.4. Organizational or individual membership absence from two (2) consecutive meetings will result in a loss of membership from the X12G subcommittee. Membership can be reinstated by fulfilling the requirements in Sections 3.2 and 3.3 or upon a majority vote of the subcommittee.
- 3.5. Members of X12 but not of X12G and non-X12 members may attend meetings as guests or observers. Non-X12 members must first have made payment to the X12 Secretariat of any applicable meeting fees. Guests and observers have speaking privileges, to the extent that the Chair recognizes them, but they do not have voting rights.

4 Officers

Officers of the X12G standing subcommittee shall consist of a Chair, Vice-Chair, Procedures Review Board Representative, Secretary, Technical Assessment Representative, CEFACT Forum Task Group Representative, Conveners or Chairs of Standing Task Groups, and Alternates and Liaisons as required. These officers shall be elected or appointed individuals from X12G member organizations. Officers shall be elected or appointed to serve two year terms with the elections taking place during the odd-numbered years. Titles rest with the individuals rather than with their sponsoring organizations. If an officer resigns from an X12G elected position, the vacancy must be announced at the earliest opportunity for a full X12G standing subcommittee meeting and a *special election* will be conducted at the following full

X12G standing subcommittee meeting. If an X12G officer fails to attend two (2) consecutive ASC X12 meetings, the office may be declared vacant and elections may be held to fill the vacancy.

- 4.1. The Chair and Vice-Chair are elected positions. The Secretary, Primary Procedures Review Board (PRB) representative, Alternate PRB Representative(s), Technical Assessment Subcommittee (TAS) and TAS Task Group 2 Representatives, Alternate TAS and TAS Task Group 2 Representatives, Conveners of Standing Task Groups, CEFACT Forum Task Group Representative, and Liaisons are appointed by the Chair. Once formed, Standing Task Groups elect their own officers.
- 4.2. Nominations for the elected positions will be opened during the next to last scheduled meeting of odd-numbered calendar years. The election will be scheduled for the last ASC X12 meeting of that same year. The then current membership elects the Chair and Vice Chair in accordance with the provisions in Section 5. Elected officers will assume responsibility at the start of the next regularly scheduled ASC X12 meeting. Officers may stand for re-election to succeed themselves or to serve in any other elected position. There is no limit to the number of consecutive terms that may be served for any position. Elected X12G subcommittee officials may hold one or more appointed positions concurrent with their elected term of office.
- 4.3. Elected and appointed officers of X12G must faithfully relate and vote the majority opinion of the full subcommittee when representing X12G in any other ASC X12 committee, subcommittee, working group, or task group. In those situations where issues arise and votes are required outside the scope of issues for which the X12G officer has been charged, the officer shall be free to exercise their personal judgement and expertise to discuss and vote on such matters. These occurrences must be reported to the full X12G subcommittee at the earliest possible opportunity.
- 4.4. Duties of X12G officers shall include.
 - 4.4.1. Chair
 - a. Preside at meetings and prepare meeting agendas.
 - b. Create and disband standing task groups to include appointing Conveners for any task group.
 - c. Appoint representatives from X12G as required.
 - d. Assign duties as necessary to advance the work of X12G.
 - e. Communicate the official position of X12G in appropriate forums.
 - f. Arrange for meeting facility requirements.
 - 4.4.2. Vice-Chair
 - a. Assume all the duties of the Chair in his/her absence.
 - b. Assume the Chair position for ad hoc or standing task groups until interim elections are held.

- c. Perform other duties as delegated by the Chair.

4.4.3. Procedures Review Board (PRB) Representative

- a. Represent X12G at all Procedures Review Board (PRB) meetings or provide the X12G Chair with a two (2) week notice if unavailable to attend any PRB meeting. The X12G Chair will notify the Alternate PRB Representative of the need to attend the meeting or may (in the non-availability of an Alternate PRB Representative) appoint an Alternate PRB Representative for this one meeting.
- b. Presents X12G
- c. Report on Procedures Review Board activity to the membership of X12G.
- d. Request assignment of new project proposals of interest to X12G and present an oral report to the full X12G subcommittee for discussion and decision, as required.
- e. The primary representative and any alternate(s) equally share the responsibility for representing X12G at all Procedures Review Board meetings and are expected to attend and actively participate in all PRB meetings. The primary representative carries the official X12G position.
- f. Provide the Secretary with a consolidated written status report at the end of every ASC X12 meeting.

4.4.4. Secretary

- a. Preside at meetings in the absence of the Chair and Vice-Chair.
- b. Maintain the roster of X12G subcommittee members and keep the membership current with the ANSI ASC X12 Secretariat; to include the currency of the X12G List Server.
- c. Record the X12G subcommittee meeting minutes, coordinate task group minutes and reports, and distribute within four weeks of the end of the meeting. The minutes may be electronically submitted to the X12 Secretariat for posting on the ASC X12 Web Site within the same four-week timeframe.
- d. Maintain the records and correspondence of the X12G subcommittee
- e. Notify X12G members of the date, time, place, and agenda of meetings
- f. Perform other duties as assigned by the Chair
- g. Upon the appointment of a new Secretary, the outgoing Secretary will forward the files (paper and electronic) to the incoming Secretary.

4.4.5. Technical Assessment Subcommittee Representative

- a. Represent X12G at all Technical Assessment Subcommittee (TAS) meetings (including Interim meetings) or provide the X12G Chair with a two (2) week notice if unavailable to attend any TAS meeting. The X12G Chair will notify the Alternate TAS Representative of the need to attend the meeting or may (in the non-availability of an Alternate TAS Representative) appoint another Alternate TAS Representative for this one meeting.
- b. Presents X12G Data Maintenance actions to the TAS, respond to questions and explain the subcommittee's position, works with other subcommittee representatives as required to ensure all actions are processed promptly. Have Data Maintenance actions referred to X12G where the subcommittee has an interest.
- c. Report Technical Assessment Subcommittee activity to the X12G membership.
- d. Review all task group work items that are to go to the Technical Assessment Subcommittee for completeness prior to their submission to X12G for full subcommittee approval.
- e. Provide the Secretary with a written status report at the end of every ASC X12 meeting.

4.4.6. CEFACT Forum Task Group Representative

- a. Represent the X12G subcommittee at all CEFACT Forum meetings.
- b. Identify those EDI transactions assigned to X12G that are candidates for migration to the UN/EDIFACT *message* format.
- c. Conduct appropriate training and serve as the knowledge source for those X12G members seeking to *recast* EDI transactions as UN/EDIFACT messages.
- d. Report all CEFACT Forum activity to the full X12G membership.

4.4.7. Conveners of Task Groups

- a. Convene any new, ad hoc, or leaderless standing task group as designated by the X12G Chair.
- b. Conduct the business of the Task Group to include, when necessary, the drafting of a Charter or the election of Task Group officers.

4.4.8. Liaisons

- a. The X12G Chair will prescribe duties as appropriate for the liaison position being established.
 - b. Maintain communication between the X12G subcommittee and other bodies subject to subcommittee and Steering Committee review
- 4.5 Any elected officer may be removed for cause by a vote of three-fourths vote of the entire X12G subcommittee membership.

5 Election of Officers

5.1 General

- 5.1.1. Voting shall be conducted for each officer after the nominations for that office are closed.
- 5.1.2. Election of officers shall be by a simple majority of votes cast by the voting members of the subcommittee.
- 5.1.3. The term of office shall be as specified in Section 4 of the Constitution.
- 5.1.4. No two (2) elective X12G subcommittee officers shall be from the same X12 member organization.
- 5.1.5. Interim replacement of elected officers shall take place at the next scheduled meeting following the knowledge of the vacancy. The newly elected officer will serve for the unexpired term of their predecessor. Their term shall begin upon election.

5.2 Nominations

- 5.2.1. Any individual, primary, or alternate member is eligible for nomination.
- 5.2.2. Any individual, primary, or alternate member may make any number of nominations for an office.
- 5.2.3. A nominating committee may be appointed by the Chair to present a slate of candidates for election, if desired.

- 5.2.4. All nominations must be seconded. Any individual, primary, or alternate member may second any number of nominations except those made by themselves or their own X12 membership organization.
- 5.2.5. Any nominee may decline to accept a nomination.
- 5.2.6. A motion to close nominations may be made at any time.

5.3 Voting.

- 5.3.1. Voting for officers shall be by secret ballot. If there is only one candidate for an office, a voice vote may be taken.
- 5.3.2. The Secretary shall conduct counting and tabulation of ballots.
 - a. After the votes are cast, the Secretary will then count and tabulate the ballots to determine if a candidate has received a simple majority or if a runoff is necessary.
 - b. In the event a runoff is necessary; it shall be conducted in accordance with Sections 5.3.4 and 5.3.5.
- 5.3.3. Each individual or primary member may cast only one vote during each ballot. Abstention will not count as a vote.
- 5.3.4. In the event that no candidate receives a simple majority of votes on the first ballot, a runoff will be conducted. Criteria for elimination from subsequent voting shall be:
 - a. All candidates with one or zero votes.
 - b. In any event, at least one-third of the candidates having the least number of votes shall be dropped in each succeeding ballot.
- 5.3.5. In the event that after three (3) successive ballots the vote remains evenly distributed among two or more candidates, the Secretary will break the deadlock by the toss of a coin.

6 Meetings

- 6.1. For the purposes of establishing and maintaining membership, the definition of a meeting is contained herein. A single meeting is a group of closely scheduled meeting days as specified in the meeting notices; usually these are consecutive days. To be considered in attendance at a meeting, members must be in attendance for at least one-half of the total time the full subcommittee is in session. Regularly scheduled meetings are those that are scheduled at the prior meeting or which are part of the joint subcommittee meetings.
- 6.2. A quorum to conduct official business of a scheduled session at any X12G meeting will consist of 20% of the members.
- 6.3. A special subcommittee meeting is a meeting other than a regularly scheduled meeting. The Chair may call special meetings if the need arises and must be designated in advance. The following rules apply to special meetings:
 - 6.3.1. For every special meeting, a notice will be mailed to each representative at least four weeks prior to the scheduled meeting date. If three-fourths (3/4) of the members sign a waiver of notice, less than four weeks notice may be given. In addition, other communication media may be used as required to supplement the mailed notice.
 - 6.3.2. At least 20% of the qualified membership must agree to hold the special meeting. The quorum for the special meeting shall be as defined in Section 6.2.
 - 6.3.3. Absence from a special meeting does not affect the voting status of any member organization.
 - 6.3.4. The written meeting notice must include the meeting agenda, the location of the meeting and the expected times of the meetings.
- 6.4. The minutes from all ASC X12G meetings will be posted by the Secretariat to the X12G section of the ASC X12 Web Site.

7 Parliamentary Authority

- 7.1. Adoption of this Constitution is effective when passed by a two-thirds (2/3) vote of representatives of all voting members as described in Section 3.
- 7.2. On all matters not covered by the Constitution, Roberts Rules of Order (latest edition) will govern.
- 7.3. Proposed amendments to the constitution must be distributed to the membership as of the last meeting and be postmarked or electronically distributed at least four weeks prior to the vote on the amendment. Changes to the constitution are effective if passed by a two-thirds (2/3) vote of all votes cast.
- 7.4. The subcommittee may adopt bylaws, as required.

- 7.5. At times it is desirable to operate informally in order to permit expression of opinion without commitment to a formal motion by voting. To this end, any member may call for a straw vote or series of straw votes on any subject under consideration at the time. Unless specifically requested to the contrary, straw votes are not recorded; in either case, the members are not required in any way to vote formally the same way as they did on the straw vote. Straw votes follow the voting procedures listed below except that roll call votes are not used. Recorded straw votes are used only for the purpose of capturing the sentiment of the group. When a straw vote is recorded, the minutes will show the sentiment of the straw vote and an aggregate, numerical breakdown of the votes as taken by a show of hands. The person calling for the straw vote shall designate if this vote is by voting members only or by all present at the meeting.

8 Issue Voting

This Section defines how voting is conducted at the subcommittee level. Voting on full X12 matters is prescribed in the Operations and Procedures document of X12. The following voting procedures concern non-technical or administrative matters for the subcommittee.

- 8.1. Each X12 membership has one subcommittee vote. Voting can be conducted in the following ways:
- a. By a show of hands or voice vote
 - b. By secret ballot for elections or as requested by a voting member
- 8.2. A roll call vote can be requested for any of the above. In order to enact a roll call vote, a motion must be made by a member, seconded and carried by a majority vote on a show of hands. Voting eligibility will be based on the current voting roster maintained by the subcommittee secretary.
- 8.3. All voting is official and will be recorded with the exception of informal or straw votes as referenced in Section 7.5.
- 8.4. Voting by proxy is not permitted.
- 8.5. In certain unusual cases, it may be necessary or desirable for the entire voting membership to vote by mail or other means, in which case the eligible voters will be those determined as eligible at the last schedule meeting. Letter ballots or the electronic equivalent may be used. The voting positions are (1) approve, (2) disapprove, or (3) abstain. A member not voting is designating no interest in the vote. No interest and abstentions are counted in establishing the result of the vote. With a disapprove vote for a letter ballot, reasons may be provided; however, there is no obligation to respond to these comments. For a letter ballot, a minimum of twenty percent (20%) of the ballots, including abstentions, must be returned or the issue remains undecided. A letter ballot voting period shall be 45 days from the mailing date.
- 8.6. In determining the results of voting, abstention is never counted as a vote. On those issues decided by a majority, majority is defined as more than one-half of the votes cast.

- 8.7. Voting privileges are defined to include:
 - a. Actual casting of vote
 - b. Making motions
 - c. Seconding motions
- 8.8. Only an individual member or a primary member or an acknowledged alternate substituting for a primary member may vote. Every subcommittee attendee may participate in discussion and in informal votes subject to the discretion of the Chair. Those attendees not meeting the voting eligibility provisions in Sections 3.2 and 3.3 have no voting privileges.
- 8.9. Motions to accept proposals from a task group may be moved by the Chair and require no second.
- 8.10. All proposals are to be readable and preferably typed. A proposal containing from one (1) to nine (9) pages of content that has not been mailed to the membership and postmarked at least ten (10) working days in advance of the meeting or a proposal containing ten (10) or more pages of content that has not been mailed to the membership and postmarked at least twenty (20) working days prior to the meeting may be deferred by the vote of one-third (1/3) of the membership present at the meeting. A proposal so deferred may be discussed at the discretion of the Chair; however, no votes may be taken on its approval.

9 Publications and Publication Policy

- 9.1. The subcommittee is responsible for developing its own publication, both in regard to timing and content. However, the subcommittee, subject to X12 Committee directives relative to numbering conventions shall publish formal publication policies and approval procedures. Publications of general use may be referred to another subcommittee responsible for such general publications. All publications of the subcommittee shall carry the designation and name of the subcommittee and shall not imply or state that it is the position of the X12 Committee.
- 9.2. The Chair must approve publications in the name of the subcommittee prior to circulation outside of ASC X12.
- 9.3. Papers published by subcommittee members must contain a disclaimer if the author should disclose in any way his/her association with X12 except those published by the Chair or Vice-Chair in their role of communicating the official position of the X12 Subcommittee.
- 9.4. Individual member's articles not covered by Sections 9.2 or 9.3 are not in any way included in these policies.
- 9.5. All subcommittee publications must be identified as such and shall remain in the public domain.

- 9.6. Within the general policy stated in Section 9.1, the subcommittee may release papers, comments, and other items pertinent to its efforts, with the approval of the membership, subject to X12 directives. In the evolution of a publication, a "discussion paper" is an individual's contribution and reflects no subcommittee status. A "working paper" represents the current position of the subcommittee and represents work in progress. A "draft paper" represents the final position of the subcommittee.

10 Records and Minutes

- 10.1. Minutes should be published within four weeks following a meeting. Corrections to minutes will appear in the minutes of the meeting at which they are corrected.
- 10.2. The Secretary will maintain the following records:
- a. Minutes of subcommittee meetings
 - b. Written requests for membership
 - c. Membership representative and alternate list(s)
 - d. A mailing list of other relevant addresses
 - e. A list of roll call votes by date and subject
 - f. The current agenda
 - g. The official subcommittee constitution
 - h. Approved proposals
 - i. Current proposals
 - j. The register of current documents with their secretariat assigned number
 - k. Such other records as the Chair or the Secretariat may determine necessary

11 Task Groups

- 11.1. The Chair may establish ad hoc task groups as deemed necessary in order to accomplish specific work items. Before establishing official subcommittee task groups, the subcommittee must approve a Scope of Work and Schedule for the task group.
- 11.2. The subcommittee Chair appoints the Convener of a task group. The task group elects their officers and operates within the constitution of the X12G subcommittee. The task

group Chair must be a member of the X12G subcommittee unless an exception is approved by a majority of the voting members of the subcommittee.

- 11.3. Participation in a task group may be by any member, subject to the Charter of the Task Group.
- 11.4. Task group members need not necessarily be members of the X12 Committee or any of its subcommittees, nor do they automatically become members of either of these bodies by virtue of their task group membership.
- 11.5. The purpose and rules of operation of each task group may be set forth in a separate Charter or bylaws as required; this is particularly pertinent to standing task groups. Charters or bylaws proposed by task groups are subject to review and approval by the subcommittee prior to adoption.
- 11.6. The Chair of a task group is not a member of the task group and does not vote on administrative matters except to break ties. The X12 membership, which the Chair represents, may appoint him/her as its representative. In this case, the Chair may not only vote as the primary member but may also vote as Chair to break ties on administrative matters.
- 11.7. Standing Task Groups. A standing task group is one having a longer term assignment lasting beyond the current meeting of the subcommittee and two following meetings. Establishment is by vote of the subcommittee, subject to approval by the X12 Steering Committee. Decision to establish a new standing task group must be reported immediately by the subcommittee Chair to the ASC X12 Secretariat staff. In the absence of objection by the next X12 meeting, at which the action will be reported, the establishment of the task group is considered approved. If objections are noted, the establishment will be put to an X12 vote.
- 11.8. Ad Hoc Task Groups. An ad hoc task group may be established by the subcommittee Chair for one or more specific tasks to be completed not later than the end of the second following meeting of the subcommittee. Such a task group may consist of one or more persons. Its function is to do a specific job and report back to the subcommittee. Upon completion of its report, or at the end of the second meeting of the subcommittee following its establishment, the task group is dissolved.
- 11.9. Task Group Documentation and Communication. Since task group assignments are limited in scope relative to the full subcommittee, its business may be conducted less formally than that of the subcommittee. The principal record keeping effort should be the documentation of its work report. However, a standing task group will conform more closely to the formalities and documentation practices of the X12G subcommittee.
- 11.10. Any written correspondence directed to a task group from sources external to the X12 committee must be brought to the attention of the full subcommittee.
- 11.11. No official communication from the task group to any group external to the subcommittee will be made without approval from the subcommittee Chair.
- 11.12. Each task group report/proposal submitted to the subcommittee must reflect the approval of the task group. For technical matters, this approval should reflect consensus of the task

group where the voting procedures of Section 8 of the X12 Organization and Procedures document may be followed to determine consensus.

- 11.13. Task Groups/Subcommittee Relationship. The subcommittee reserves the right to either act upon or refer to an appropriate task group any proposition on its agenda.
- 11.14. The subcommittee will reject any task group proposal that contradicts prior direction from the subcommittee. If, in its work, a task group finds that, for any reason, the original direction from the subcommittee should be reconsidered, the task group must notify the subcommittee and request redirection.
- 11.15. The full subcommittee will request a report of each task group's activity at each scheduled meeting.