

ASC X12H MATERIALS MANAGEMENT SUBCOMMITTEE

CONSTITUTION

ESTABLISHMENT: This subcommittee is established by Accredited Standards Committee (ASC) X12, Electronic Data Interchange. Its formation was approved by ASC X12 on

ADOPTION OF THIS CONSTITUTION: Adoption of this revision was effective on February 6, 2002 when passed by two-thirds vote of the X12H 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 X12H SUBCOMMITTEE
1989

REVISIONS APPROVED BY ASC X12H
February 1991
October 2001

APPROVED ASC X12 STEERING COMMITTEE
October 5, 1989

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1 Name

This organization shall be called ASC X12H Materials Management Subcommittee (X12H).

2 Purpose and Scope

X12H is a recognized subcommittee of the Accredited Standards Committee (ASC) X12 Electronic Data Interchange. The principle responsibilities of this subcommittee are:

- Design, develop, maintain, interpret, publish and promote the proper use of inter-business/institutional electronic business interchange standards. These standards may be based on, but are not limited to, the Electronic Data Interchange (EDI) and Extensible Markup Language (XML) syntaxes and other emerging electronic data exchange technologies) that are associated with product data, quality data and data related to the movement and management of materials. This includes technical reports, guidelines, interpretations, and other associated documents.
- Advise and comment to other standing subcommittees and working groups of ASC X12 on any electronic data exchange issues that impact on X12H's business areas.

X12H, at its discretion, may alter its area of responsibility within the defined scope of ASC X12, subject to the approval of the ASC X12 membership.

3 Membership

3.1 Organization Memberships

3.1.1 Membership in X12H shall be open to any organization, which is a dues-paying member of ASC X12, and supports the function of X12H as listed in Section 2 above. Membership in X12H resides with the organization and not the individual. An organization may participate as a member or as an observer subject to the following provisions.

3.1.2 An organization shall have only one membership. Participants shall be designated by that organization as representatives or alternates. As per X12H records, there shall be only one representative for each organization. Although any reasonable number of alternates is permitted, it is the responsibility of the member organization to maintain continuity of representation. While the Data Interchange Standards Association (DISA) shall verify X12 membership, X12H internal records shall verify attendance within the subcommittee.

3.2 Establishing Member Status

3.2.1 To qualify for subcommittee membership, an organization must attend two (2) successive subcommittee meetings as defined in section 5.1. The right to request membership in the subcommittee accrues at the conclusion of the second meeting.

3.2.2 The qualified organization must write to the Chair of the subcommittee stating intention to become an active member of the subcommittee. The organization should note that X12 dues and X12H attendance requirements have been met. The following information must be included:

- a. Name of principal voting representative
- b. Name of alternate voting representative, in the event that more than two individuals from the same organization are qualified members of the subcommittee.
- c. Postal mailing address.
- d. Electronic mailing address.
- e. Voice and FAX telephone numbers.
- f. Declaration that ASC X12 membership dues are current.

3.3 Membership Caveats

- 3.3.1 Any changes in the organization's voting representative or alternate must be submitted to the Chair of X12H in writing prior to the beginning of a meeting.
- 3.3.2 An individual may, in writing, resign their organization's primary or alternate voting status.
- 3.3.3 Member organizations must maintain attendance at X12H meetings, by registering on the attendance sheet, in order to retain voting privileges. Absence from two successive X12H meetings will result in the loss of membership.
- 3.3.4 Upon approval of this document by X12H and by the ASC X12 Steering Committee, all existing X12H members will become X12H members subject to the payment of dues provision.

3.4 Guests and Observers

Upon payment of any applicable X12 meeting fees, guests and observers may attend X12H meetings and have speaking privileges to the extent that the Chair recognizes them.

4 Officers

4.1 Elected Officer Positions

Officers of the X12H subcommittee shall consist of the following elected individuals:

- a. Chair
- b. Vice-Chair
- c. Procedures Review Board (PRB) Representative

The Chair, Vice-Chair, and the PRB Representative shall be members of X12H Subcommittee.

4.2 Appointed Positions

As required, the following positions shall be appointed by the Chair and approved by a simple majority of the subcommittee members present at the meeting:

- a. Secretary
- b. Technical Assessment (TAS) Representative
- c. Liaison Task Group (LTG) Representative
- d. Conveners or Chairs of Standing Task Groups
- e. Alternates and Liaisons as required.

4.3 Duties of X12H Officers

4.3.1 Duties of the Chair include:

- a. Calling and presiding at meetings
- b. Creating and disbanding task groups including appointing conveners for all task groups
- c. Assigning duties as necessary to advance the work of the subcommittee
- d. Communicating the official position of the subcommittee
- e. Preparing meeting agendas and organizing the meeting program in accordance with the prepared agenda.

4.3.2 Duties of the Vice-Chair include:

- a. Presiding at meetings in the absence of the Chair
- b. Assuming the duties of the Chair in the event of the Chair's resignation or incapacity
- c. Assisting the Chair in preparing meeting agendas, and in organizing the program for meetings in accordance with the prepared agendas.
- d. Communicating the official position of the subcommittee in the absence of or the unavailability of the subcommittee Chair

4.3.3 Duties of the Procedures Review Board (PRB) Representative include:

- a. Presiding at meetings in the absence of the Chair and Vice Chair
- b. Representing the subcommittee on the PRB
- c. Reporting relevant PRB activity to the members of the subcommittee.

4.3.4 Duties of the Secretary include:

- a. Maintaining the roster of the subcommittee members
- b. Keeping subcommittee meeting minutes
- c. Maintaining records and correspondence of the subcommittee
- d. Notifying members of the time, place, and agenda of meeting
- e. Other duties assigned by the Chair
- f. Upon the appointment of a new Secretary, the prior Secretary will forward the subcommittee roster and all records and correspondence for the subcommittee to the new Secretary.

4.3.5 Duties of the Technical Assessment Subcommittee (TAS) Representative include:

- a. Representing the subcommittee on TAS
- b. Reporting significant TAS activity to the members of the subcommittee

4.3.6 Duties of the Liaison Task Group (LTG) Representative include:

- a. Represent the X12H subcommittee at all Liaison Task Group (LTG) meetings.
- b. Report all Liaison Task Group (LTG) activity to the full X12H membership.

4.3.7 Duties of the Task Group Conveners include:

- a. Convene any new, ad hoc, or leaderless standing task group as designated by the X12H 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 Removal of Officers

Removal of officers may happen by a motion for an agenda item for the next meeting. Upon approval of the motion by a simple majority of the members present the item will be placed on the agenda of the following meeting. Written notification will be sent to members of X12H 45 days in advance of the meeting. To remove an officer a two-thirds majority of the members present will have to vote in favor of removal.

4.5 Subcommittee Representation to Other X12 Groups

For the positions of PRB, TAS Representatives, and LTG Representative, the Chair will name an alternate to represent the subcommittee on those occasions when the primary representative is unavailable. The name of the alternate will be forwarded in writing to the Chair of the organization with whom the alternate may be meeting.

4.6 Rules for Election of Officers

4.6.1 General

- 4.6.1.1 Nominations will be opened for the Chair, Vice-Chair, and PRB Representative during the next to last scheduled meeting of each two calendar years. The election will be scheduled for the last scheduled meeting of the year. The then-current membership elects a Chair, Vice-Chair, and PRB Representative in accordance with the provisions of Section 5. Elected officers will assume responsibility at the start of the next regularly scheduled meeting and will serve until replaced by their successors.
- 4.6.1.2 Elected subcommittee officers may, if necessary, hold one or more appointed positions concurrent to their elected term of office. No elected X12H officer may be an elected officer of another X12 subcommittee.
- 4.6.1.3 Voting shall be conducted for each officer after the nominations for that office are closed.
- 4.6.1.4 Elections of officers shall be by a simple majority of votes cast by the voting members of the subcommittee
- 4.6.1.5 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.
- 4.6.1.6 The chair and vice chair shall not be from the same X12 member organization
- 4.6.1.7 If an officer resigns from an X12H elected position, the vacancy must be announced at the earliest opportunity for a full X12H standing subcommittee meeting and a *special election* will be conducted at the following full X12H standing subcommittee meeting. If an X12H 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.
- 4.6.1.8 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 remaining portion of the term of their predecessor. Their term shall begin upon election.

4.6.2 Nominations

- 4.6.2.1 Any member is eligible for nomination.
- 4.6.2.2 Any member may make any number of nominations for an office.
- 4.6.2.3 A nominating committee may be appointed by the Chair to present a slate of candidates for election.

4.6.2.4 All nominations must be seconded. Any member may second any number of nominations except those made by their organization.

4.6.2.5 Any nominee may decline to accept a nomination.

4.7 Voting and Voting Procedure

4.7.1 Voting for officers shall be by secret ballot. If there is only one candidate for an office, vote may be taken by a show of hands.

4.7.2 If a candidate does not receive a majority of votes on the first ballot, a run-off election shall be conducted. Criteria for elimination from subsequent balloting shall be:

4.7.2.1 Candidates will be ranked according to the number of votes received. The bottom one-third will be dropped from subsequent voting.

4.7.2.2 If after three successive ballots, the vote is evenly distributed among more than two candidates the Secretary shall eliminate all but two of the candidates by the toss of a coin.

4.7.2.3 If after four successive ballots, the vote is evenly distributed between two candidates, the Secretary shall determine the winning candidate by the toss of a coin.

4.7.2.4 The provision of this paragraph may be waived, and other tie-breaking procedures established, by a majority vote of X12H members in attendance.

4.7.3 Voting on issues other than for officers shall be by a show of hands unless a voting member requests a secret ballot.

5 Meetings

- 5.1 For 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 consecutive days. To be considered in attendance at a meeting, an organization must be in attendance for a least one-half of the total time the full subcommittee is in session during that meeting. For elected, appointed or task group representatives attending sessions held during X12H Subcommittee meetings for whom they are acting as liaison for X12H, it is assumed they are in attendance at X12H Meetings.
- 5.2 For every meeting, a notice and agenda will be sent 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.
- 5.3 A quorum of at least twenty percent (20%) of the members is required to conduct the official business of the subcommittee. In the absence of a quorum, discussion may continue; however, no official subcommittee votes shall be taken.
- 5.4 The Chair may call special meetings if the need arises and must be designated in advance. The following rules apply to special meetings:
 - 5.4.1 Notice of meeting as outlined in Section 5.2 applies.
 - 5.4.2 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 5.3.
 - 5.4.3 Absence from a special meeting does not affect the voting status of any member organization.
 - 5.4.4 The written meeting notice must include the meeting agenda, the location of the meeting and the expected times of the meeting.
- 5.5 The results of a vote will be determined by a simple majority of the members present.

6 Parliamentary Authority

- 6.1 Adoption of this Constitution is effective when passed by a simple majority of subcommittee members attending and the ASC X12 Steering Committee.
- 6.2 On all matters not covered by the Constitution, Robert's Rules of Order (latest edition) will govern.
- 6.3 Proposed amendments to the Constitution must be distributed to X12H membership. Amendments to the Constitution are effective immediately, if passed by a simple majority of voting X12H member organizations. Voting will occur at the next scheduled X12H meeting or by letter ballot.

- 6.4 At times it is desirable to operate informally in order to permit expression of opinion without commitment to formal motion by voting. Any member may call for a straw vote or series of straw votes on any subject under consideration at the time. Unless specifically requested, straw votes are not recorded. The members are not required in any way to vote formally the same way they did on the straw vote. Recorded straw votes are used only for the purpose of capturing sentiment of the group. When the straw vote is recorded, the minutes will show the statement of the straw vote and an aggregate, numerical breakdown of the votes taken. The person calling for the straw vote shall designate if this vote is by eligible voting members or by all present at the meeting.

7 Publications and Publication Policy

- 7.1 The subcommittee is responsible for developing its own publications, both in regard to timing and content. However, the subcommittee, subject to X12 Committee directives relative to numbering conventions shall publish formal publishing policy and approval procedures. Publications of general use may be referred to another subcommittee responsible for such general publications. A publication 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.
- 7.2 Publications in the name of the subcommittee must be approved by the Chair prior to circulation external to X12.
- 7.3 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 X12.
- 7.4 Individual member's articles not covered by Sections 7.2 or 7.3 are not in any way included in these policies.
- 7.5 All subcommittee publications must be identified as such and shall remain in the public domain.
- 7.6 Within the general policy stated in Section 7.1, 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 contribution and reflects non-subcommittee status, a "working paper" represents the current position of the subcommittee and represents work in progress, and a "draft paper" represents the final position of the subcommittee.

8 Records and Minutes

- 8.1 Minutes should be published promptly following a meeting. Corrections to minutes will appear in the minutes of the meeting at which they are corrected.
- 8.2 The Secretary will maintain the following records:
- a. Minutes of subcommittee meetings

- b. Written requests for membership
- c. Membership voting representative and alternate listing
- d. A mailing list of the 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, ANSI, or the Secretary may determine necessary.

9 Task Groups

- 9.1 The Chair may establish ad hoc task groups as deemed necessary in order to accomplish specific work items. Before establishing official X12H task groups, X12H must approve a scope of work and schedule for the task group.
- 9.2 The Convener of a task group is appointed by X12H Chair. The task group elects their officers and operates within the Constitution of X12H. The task group Chair must be a member of X12H.
- 9.3 Other than the task group Chair, 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.
- 9.4 Task Group Documentation and Communication. Since task group assignments are limited in scope relative to the parent body, its business may be conducted less formally than that of X12H. 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 X12H.
- 9.5 Any relevant correspondence directed to a task group from sources external to the X12 committee must be brought to the attention of X12H.
- 9.6 No official communication from the task group to any group external to X12H will be made without approval from X12H Chair.
- 9.7 Each task group report/proposal submitted to X12H must reflect the approval of the task group.
- 9.8 The subcommittee may request a report of each task group's activity at each scheduled meeting.

10 Liaison

Liaisons may be appointed by the Chair for the purpose of maintaining communication between X12H and other bodies subject to X12H and the X12 Steering Committee review.

