

ASC X12M Supply Chain Constitution

Fall 2005

CONSTITUTION

ASC X12M SUPPLY CHAIN SUBCOMMITTEE

ESTABLISHMENT

X12M Supply Chain Subcommittee is established by the Accredited Standards Committee (ASC) X12, Electronic Data Interchange. ASC X12 approved its formation on May 10, 2005.

ADOPTION OF THIS CONSTITUTION

Adoption was effective when passed by two-thirds vote of the subcommittee members attending the Fall 2005 Trimester Meeting and approved by the Steering Committee.

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.

Fall 2005

APPROVED ASC X12M SUPPLY CHAIN SUBCOMMITTEE
APPROVED ASC X12 STEERING COMMITTEE

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1. Name

This organization shall be called ASC X12M SUPPLY CHAIN Subcommittee.

2. Purpose and Scope

Supply chain encompasses the entire business process, starting with the acquisition of raw materials through to the product user. Transportation and finance areas are significantly complex requiring standalone subcommittees to design, develop and maintain standards within ASC X12.

The Supply Chain sub-committee designs, develops and maintains standards for existing and new business requirements relating to Supply Chain excluding Transportation and Finance. It actively pursues integration and coordination with other areas including but not limited to Finance, Transportation, and Insurance (Property and Casualty, Life and Annuity, Healthcare), or any other functional areas.

All work of this subcommittee is advisory to and subject to the approval of ASC X12. The scope of work of the subcommittee is the exchange of business data relating to the processing of finished goods from the point of manufacture to a consumer market, including the monitoring, control and reporting to support the automatic replenishment of goods. This includes activities related to:

1. Distribution, warehousing and inventory control of consumer finished goods
2. Planning and coordination of distribution
3. Procurement
4. Retail sales reporting and analysis
5. Inventory modeling and replenishment reporting
6. Materials management
7. Product data
8. Retail space management in a consumer outlet
9. Reporting and analysis of demographic and geographic data related to the actual consumer
10. Sourcing

Its principal responsibilities relating to this work are to:

1. Prepare and submit project proposals

2. Develop proposed X12 Standards (including XML)
3. Maintain and revise X12 Standards
4. Develop and maintain X12 technical reports
5. Prepare interpretations as assigned by X12
6. Review externally developed standards which are submitted for X12 processing
7. Provide liaison on behalf of X12 with national and international organizations involved in related activities. (See 3.6 Liaison)
8. Contribute to the development of international standards when appropriate.

3. Membership

X12M Supply Chain is open to any member organization “in Good Standing” of ASC X12, that supports the function defined in the Purpose and Scope and the objectives of ASC X12 and ANSI (American National Standards Institute).

Membership resides with the organization not the individual. An organization may participate as a member or as an observer subject to the following provisions.

3.1 Representation

An organization shall have only one membership. Participants shall be designated by that organization as “primary representatives” or “alternate representatives”, there being only one primary representative for each organization at any given time for subcommittee voting purposes. Although any reasonable number of alternates is permitted, it is the responsibility of the member organization to maintain and promote continuity of representation. Individual members of X12 are always considered primary representatives and are permitted no alternates. The Data Interchange Standards Association (DISA) verifies X12 membership, X12M Supply Chain internal records verify attendance in the subcommittee.

For voting purposes, any changes in the organization’s official representation must be submitted to the Chair and Vice Chair of the subcommittee in writing prior to the beginning of a meeting.

3.2 Voting Privilege

To establish membership qualifications, an organization must attend two (2) successive X12M Supply Chain subcommittee trimester meetings. The right to request membership in the subcommittee accrues at the conclusion of the second meeting as outlined in Section 3.3 Membership Request.

3.3 Membership Request

The qualified organization must write to the Chair and Vice Chair of the subcommittee stating its intention to become an active member of the subcommittee, noting its having met X12M SUPPLY CHAIN attendance and X12 membership requirements, and including the following:

- a. Mailing and Email Address
- b. Telephone Number
- c. Name of primary voting representative, and alternate representative in the event that more than two individuals from the same organization is qualified members of the subcommittee.

3.4 Representative Change

Any changes in the organization's voting representative or alternate must be submitted to the Chair and Vice Chair of the subcommittee in writing prior to the beginning of a meeting.

3.5 Loss of Membership

Member organizations must maintain attendance at X12M SUPPLY CHAIN trimester meetings, by registering on the attendance sheet, in order to retain voting privileges. Absence from two successive X12M SUPPLY CHAIN trimester meetings will result in the loss of membership.

3.6 Liaison

Liaisons may be appointed by the chair to establish and maintain communication between the subcommittee and other bodies, subject to subcommittee and ASC X12 Steering Committee approval. Liaison must be voting members of X12M Supply Chain Subcommittee.

3.7 Guests/Observers

3.7.1 Participation

Guests and observers are allowed to attend X12M SUPPLY CHAIN meetings but have speaking privileges only when the Chair recognizes them.

3.7.2 Meeting Requirements

Guests and observers may attend X12M SUPPLY CHAIN meetings upon fulfilling applicable X12 meeting requirements.

3.8 Resignations

An organization may, in writing, resign their organization's primary or alternate voting status. This does not constitute any reimbursement of dues from ASC X12.

4. Officers

Officers of the subcommittee shall consist of a Chair, Vice-Chair, Procedures Review Board (PRB) Representative, Technical Assessment Subcommittee (TAS) Representative, and a Secretary. The names of all subcommittee officers are to be published to the ASC X12 Steering Committee and the ASC X12 Secretariat for publication to the ASC X12 membership.

4.1 Origin of Officers

4.1.1 Elected Officers

The Chair and Vice-Chair are elected individuals. Elected officers may, if necessary, hold one or more appointed positions concurrent with their elected term of office.

4.1.2 Restrictions

Elected officers may be either primary or alternate representatives, except that no two elected offices shall be held by individuals from the same member organization. The Chair or Vice-Chair of this subcommittee may not serve in either capacity with another subcommittee. The PRB representative and TAS

representative shall not be a primary or alternate representative from another member organization of PRB and TAS respectively.

4.1.3 Nominations

Nominations will be opened for the Chair and Vice-Chair during the next to last scheduled meeting every other calendar year. The election will be scheduled for the last scheduled meeting of that year.

4.1.4 Appointed Officers

The TAS representative, PRB representative and secretary are appointed by the chair. The chair shall name at least one alternate for the TAS representative and for the PRB representative to represent the subcommittee on those occasions when the primary representative is unavailable. Care should be taken to assure reasonable representation continuity. Titles rest with the individual rather than with the member organization.

4.1.5 Number of elected positions

Elected subcommittee officials may, if necessary, hold one or more appointed positions concurrent to their elected term of office.

4.2 Term of Office

4.2.1 Elected Officers

Except as provided elsewhere, elected officers will assume office at the start of the next regularly scheduled meeting of ASC X12 after their election and will serve until replaced by their successors.

4.2.2 Vacancies

Vacant offices shall be filled by election or appointment of new officers at the next scheduled meeting of the subcommittee following knowledge of the vacancy. The newly elected officer will take office upon election and shall serve for the unexpired term of that office.

4.3 Duties of X12M SUPPLY CHAIN 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. Appointing non-elected officers.
- d. Assigning duties as necessary to advance the work of the subcommittee
- e. Communicating the official position of the subcommittee to bodies external to the subcommittee.
- f. Forwarding to the ASC X12 Steering Committee all correspondence directed to any member of the subcommittee from sources external to ASC X12.
- g. 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. Representing the subcommittee on the PRB.
- b. Reporting significant PRB activity to the members of the subcommittee.

4.3.4 Duties of the Secretary include:

- a. Presiding at meetings in the absence of the Chair and Vice Chair.
- b. Maintaining a record of the member organizations of the subcommittee and their primary and alternate representatives.
- c. Keeping subcommittee meeting minutes and forwarding these minutes in accordance to the stipulated time frame to the secretariat.
- d. Maintaining subcommittee records and correspondence of the subcommittee.
- e. Notifying the primary and alternate representatives of member organizations of the time, place, and agenda of meeting.
- f. Other duties assigned by the Chair.

- g. Upon the appointment of a new Secretary, the prior Secretary will forward the files from Section 4.4.4 (b) and (c) to the new Secretary. Ensure that Section 9.2 is followed.

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

- a. Representing the subcommittee on the Technical Assessment Subcommittee (TAS).
- b. Reporting significant TAS activity to the members of the subcommittee.

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 X12M SUPPLY CHAIN 45 days in advance of the meeting.

Any elected officer may be removed for cause by a three-fourths vote of all the member organizations of the subcommittee. The Chair may remove appointed officers.

5. Meetings

The definition of a meeting is defined as any duly announced and convening of the full X12M Supply Chain Subcommittee whether in conjunction with the full ASC X12 subcommittee or not. Meetings may be in person, via teleconference or electronic.

To be considered in attendance at a meeting, a member organization must be represented by an individual in attendance for a least one-half of the total time the full subcommittee is in session. For task group representatives or alternates attending sessions held during X12M SUPPLY CHAIN Subcommittee meetings for whom they are acting as liaison for X12M SUPPLY CHAIN, it is assumed they are in attendance at X12M SUPPLY CHAIN Meetings and 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 primary and alternate representatives of the member organizations and other individuals as specified by the chair at least 15 calendar days, prior to the meeting.

5.2 Quorum

Quorum is twenty percent of the member organizations as represented by the primary 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.

5.3 Special Meetings

The Chair may call special meetings if the need arises, and must be designated in advance. A notice, including the agenda and meeting time and place shall be distributed to all primary and alternate representative of all member organizations and other individuals as specified by the chair at least 60 days prior to the meeting. If the majority of the member organizations approve a waiver of notice, less than 60 days notice may be given. A majority of all member organizations must agree to hold a special meeting, and a quorum must be present at the meeting to conduct official subcommittee business. Presence or absence for a special meeting does not affect a member organization's voting qualification as described in Membership.

5.4 Meeting Minutes and Distribution

The secretary shall publish minutes no later than 30 calendar days after the end of a subcommittee meeting. Minutes are to be distributed to the primary and alternate representatives of all member organizations, to the members of the ASC X12 Steering Committee, and to the ASC X12 Secretariat, as well as to 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 primary or alternate representatives may vote, and each member organization has only one vote on any motion before the subcommittee.

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 primary or alternate representative may call for a straw vote or series of straw votes on any subject under consideration at the time. 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. However if a straw vote is recorded, the minutes will show the motion and an aggregate, numerical tally of the votes. The person 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 show of hands, voice vote, or ballot. Except as provided elsewhere in this constitution, secret votes are not permitted. 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 a majority of the member organizations present. A majority is defined as more than one-half of the member organizations voting excluding 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 Letter Ballots

For letter ballots, the voting positions are (1) approve, (2) approve with comment, (3) disapprove with comment and (4) abstain. For a letter ballot, twenty percent of the ballots, including abstentions, must be returned or the issue remains undecided. The letter ballot voting period shall be fifteen days from the mailing date. Abstentions are not counted in establishing the result of the vote. When comments are provided, there is an obligation on the part of the subcommittee to respond.

6.6 Proposals

All proposals to be considered by the subcommittee must be in writing, preferably in electronic form. 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 Group

The subcommittee chair may establish task groups as necessary to accomplish specific work projects. Formation and disbandment of subcommittee task groups is subject to the ASC X12 Organization and Procedures. The subcommittee reserves the right to act upon or refer to a task group any proposal on its agenda. 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 either the subcommittee or ASC X12 by virtue of their membership in a task group.

7.2 Convening the Task Group

The chair appoints the convener of a task group. The task group elects its chair and operates in accordance with the procedures defined herein for the subcommittee, or they may set forth separately, subject to the approval of the subcommittee. The Chair may establish ad hoc task groups as deemed necessary in order to accomplish specific work items. Before establishing official X12M SUPPLY CHAIN task groups, X12M SUPPLY CHAIN must approve a scope of work and schedule for the task group.

7.2.1 The Convener of a task group is appointed by X12M SUPPLY CHAIN Chair. The task group elects their officers and operates within the Constitution of X12M SUPPLY CHAIN. The task group Chair must be a member of X12M SUPPLY CHAIN.

7.2.2 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 X12M SUPPLY CHAIN. The principal record keeping effort should be the documentation of its work report. However, a standing task group shall conform to the documentation requirements of X12M SUPPLY CHAIN.

7.2.3 Any written correspondence directed to a task group from sources external to the X12 committee must be brought to the attention of X12M SUPPLY CHAIN.

7.2.4 No official communication from the task group to any group external to X12M SUPPLY CHAIN will be made without approval from X12M SUPPLY CHAIN Chair.

7.2.5 Each task group report/proposal submitted to X12M SUPPLY CHAIN shall reflect the approval of the task group.

7.2.6 The subcommittee shall request a report of each task group's activity at each scheduled meeting.

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

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

7.2.9 The task group shall 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 that the original direction from the subcommittee should be reconsidered, it will notify the subcommittee and request redirection.

7.3 Chair

7.3.1 Voting

The chair of a task group shall vote only to break a tie.

7.3.2 Representation

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

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 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 External Representation

Only the subcommittee chair, vice-chair or a delegate appointed by the 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.

8.5 Records and Minutes

The secretary shall maintain the following subcommittee records, and forward these materials as appropriate, in a timely fashion, to the ASC X12 Secretariat:

1. Minutes of meetings.
2. Listing of the attendees at each meeting by individual's name and organization affiliation.
3. Current roster of member organizations with the names of primary and alternate representatives.
4. Written requests for membership.
5. Roll call votes by date and subject.
6. Meeting agendas.
7. Approved subcommittee constitution.

8. Task group charters or procedures and rosters.
9. Summary reports.
10. Approved proposals.
11. Current proposals.
12. Register of documents and control log numbers assigned by the ASC X12 Secretariat.
13. Such other records as the chair, the ASC X12 Steering Committee, the ASC X12 Secretariat, or the American National Standards Institute may require.

9. Parliamentary Authority

On all matters not covered by this constitution, the latest edition of Robert's Rules of Order shall govern.

Adoption of this Constitution is effective when passed by a simple majority of the X12M Supply Chain Subcommittee and approved by the Steering Committee.

Proposed amendments to the Constitution must be distributed to X12M SUPPLY CHAIN membership. Amendments to the Constitution are effective immediately, if passed by a simple majority of voting X12M SUPPLY CHAIN member organizations. Voting will occur at the next scheduled X12M SUPPLY CHAIN meeting or by ballot.

10. Amendments to this Constitution

Proposed amendments to this constitution must be distributed to the primary and alternate representatives of the member organizations at least four weeks prior to a meeting. Changes to the constitution are effective if approved by two-thirds of the member organizations in attendance at the meeting or responding to a ballot, excluding abstentions. Changes to the PURPOSE AND SCOPE, must also be approved by ASC X12 membership.

11. Liaison

The X12M SUPPLY CHAIN subcommittee may recommend liaisons to the Chair of X12 and the X12 Steering Committee reviews, as stipulated in the Operation Procedure Manual (OPM). Assignment of Liaisons shall conform to Standing Document 1.