



ACCREDITED STANDARDS COMMITTEE X12 INSURANCE SUBCOMMITTEE

CONSTITUTION

ASC X12 Insurance Subcommittee:
Approved February 5, 1991
Revisions approved February 7, 1996
Revisions approved October 3, 2001
Revisions approved February 4, 2003
Revisions approved October 3, 2011

ASC X12 Steering Committee
Approved February 6, 1991
Revisions approved June 6, 1996
Revisions approved February 6, 2002
Revisions approved February 6, 2003
Revisions approved October 6, 2011

ESTABLISHMENT:

This subcommittee is established by the Accredited Standards Committee (ASC) X12, Electronic Data Interchange. Its formation was approved by ASC X12 on February 4, 1991.

ADOPTION OF THIS CONSTITUTION:

Adoption was effective when passed by two-thirds vote of the subcommittee members on February 5, 1991.

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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1 NAME

This organization shall be called the Accredited Standards Committee X12 Insurance Subcommittee (X12N).

2 PURPOSE AND SCOPE

The principal responsibilities of the X12N Insurance Subcommittee are development, maintenance, standards interpretations and guidelines of X12 standards, UN/EDIFACT Messages, XML and other existent, emerging, and future technologies. These responsibilities relate to all aspects of insurance and insurance-related business processes including, but not limited to, property, casualty, health care, life, annuity, reinsurance, pensions and reporting to regulatory agencies.

Insurance shall be defined to include all products and services functionally equivalent to insurance products and services, such as but not limited to government health care programs like Medicare and Medicaid, administrative services only products, risk management services, and others.

3 X12N SUBCOMMITTEE MEMBERSHIP

X12N Subcommittee membership is open to any ASC X12 member in good standing (see ASC X12 Organization and Procedures Manual and ASC X12 Administrative Policies and Procedures (SD1) for a definition of X12 member and X12 member in good standing) and which supports the functions defined in Section 2 above and the objectives of the X12 Committee and the American National Standards Institute, subject to the provisions of this Section 3. Organizational membership in the subcommittee is vested in the organization, not the individual.

3.1 Attendance Requirements

Membership is established or re-established at the conclusion of the first subcommittee meeting attended as defined in Section 5. Members must maintain a specific attendance record at subcommittee meetings in order to retain membership in the subcommittee. Absence from three consecutive meetings will result in loss of membership in the subcommittee.

New X12 members who attended the previous meeting as non-member attendees of X12N are granted membership at the beginning of the first subcommittee meeting as members. Membership can be established or re-established upon majority vote of X12N Management.

3.2 Representation

Subcommittee participants are designated by the X12 member as either "primary representative" or "alternate representative," there being only one primary member from each X12 organizational member at any given time for subcommittee voting purposes. An X12 organizational member is permitted any reasonable number of alternates. Individual members are always considered primary representatives and are permitted no alternates. It is the responsibility of the X12 member to promote continuity of representation.

3.3 Voting Privilege

Subcommittee members who have met the attendance requirements are allowed voting privileges. Voting privileges are defined to include casting official votes, proposing motions and seconding motions. A member may cast only one vote on any motion before the subcommittee regardless of the number of representatives present.

3.4 X12N Management

The X12N subcommittee shall have a management group consisting of the following voting members: subcommittee officers and task group chairs. Liaisons are considered non-voting members of the management group. A quorum for the management group shall be two-thirds of the management group members, excluding liaisons.

3.5 Observers

Observers, guests and liaisons may attend subcommittee meetings upon payment of any applicable X12 meeting fees and are allowed speaking privileges only when recognized by the chair.

3.6 Liaison

Liaisons to other bodies may be appointed by the chair to establish and maintain communication between the subcommittee and other bodies, subject to subcommittee and X12 Steering Committee approval. Such liaisons must be members of the subcommittee unless exempted by the subcommittee chair.

4. OFFICERS

Officers of the subcommittee shall consist of at least a chair, vice-chair, Procedures Review Board (PRB) representative, Technical Assessment Subcommittee (TAS) representative, and one or more secretaries. Officers must be members of X12N. Titles rest with the individual rather than with the organization. The names of all subcommittee officers shall be published to the X12 membership, the Steering Committee and the X12 Secretariat.

4.1 Origin of Officers

4.1.1 Elected Officers

The subcommittee elects the chair, vice-chair and PRB representative. 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 member representatives. No two elected officers may represent the same member. No subcommittee chair or vice-chair may be chair or vice-chair of any other X12 subcommittee.

4.1.3 Appointed Officers

The chair appoints the secretary(ies) and TAS representative. The chair shall name at least one alternate for TAS to represent the subcommittee on those occasions when the incumbent is unavailable. Care should be taken to assure reasonable representation continuity.

4.2 Term of Office

4.2.1 Elected Officers

Elected officers will assume office at the start of the next X12 Standing Meeting after their election and will serve until replaced by their successors. The term of each elected office is two years.

4.2.2 Vacancies

Vacant offices shall be filled by election of new officers at the next X12 Standing Meeting of the subcommittee following knowledge of the vacancy. The subcommittee must announce notice of officer elections at least 30 days prior to the X12 Standing Meeting in which the election will be held. The call for nominations will be part of the announcement. The newly elected officer shall take office upon election and shall serve for the un-expired term of that office.

4.3 Duties of Officers

4.3.1 Duties of the Chair

- (1) Calling and presiding at meetings
- (2) Creating and disbanding task groups including appointing conveners for task groups
- (3) Appointing non-elected officers and liaisons
- (4) Assigning and reviewing duties as necessary to advance the work of the subcommittee
- (5) Representing the subcommittee to X12
- (6) Communicating the official position of the subcommittee to bodies external to the subcommittee
- (7) Forwarding to the Steering Committee all significant correspondence directed to the subcommittee from sources external to the subcommittee
- (8) Preparing meeting agendas and organizing the meeting program in accordance with the prepared agenda

4.3.2 Duties of the Vice-chair

- (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, removal, or incapacity
- (3) Communicating the official position of the subcommittee in the absence or unavailability of the chair
- (4) Other duties as assigned by the chair

4.3.3 Duties of the PRB Representative

- (1) Representing the subcommittee on the PRB
- (2) Reporting significant PRB activity to the subcommittee

4.3.4 Duties of the Secretary

- (1) Presiding at meetings in the absence of the chair and vice-chair
- (2) Working with the Secretariat to maintain the subcommittee roster
- (3) Recording subcommittee meeting minutes
- (4) Maintaining subcommittee records and correspondence
- (5) Notifying each member of the meeting time, place and agenda of any X12N subcommittee meeting other than those administered by the secretariat

- (6) Presiding at subcommittee elections for chair and vice chair in accordance with Section 4.5 of this constitution in conjunction with the X12 Secretariat staff and only if the secretary is not a candidate for the chair or vice chair position
- (7) Other duties as assigned by the chair
- (8) Upon appointment of a new secretary, forwarding the subcommittee records to the new secretary

4.3.5 Duties of the TAS Representative

- (1) Representing the subcommittee on TAS
- (2) Reporting significant TAS activity to the subcommittee.

4.4 Removal of Officers

Any elected officer may be removed for cause by a two-thirds vote of the subcommittee membership as defined in Section 3.

4.5 Election of Officers

4.5.1 Election Schedule

Nominations for elected officers will be opened two X12 Standing Meetings prior to the scheduled election. The election will be held during the first scheduled X12 Standing Meeting in each odd-numbered year and will be conducted in accordance with the provisions of this section.

4.5.2 Nominations

- (1) Any X12N subcommittee primary or alternate representative is eligible for nomination to elected office
- (2) Any member of the subcommittee may make any number of nominations for an office
- (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 member of the subcommittee may second any number of nominations except those made by his own member organization
- (5) Any nominee may decline to accept nomination
- (6) A motion to close nominations may be made at any time

4.5.3 Voting for Officers

- (1) Election of officers shall be by a simple majority of votes cast by the members. 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 the subcommittee secretary in conjunction with the X12 Secretariat staff. If the secretary is a candidate for the position, the X12 Secretariat staff will conduct the ballot tabulation
- (4) After the vote, the secretary or the X12 Secretariat staff shall determine whether a candidate has received a simple majority of votes. If not, a runoff will be conducted. The one-third of the candidates receiving the least number of votes shall be eliminated from the slate of candidates for the next ballot
- (5) If after three successive ballots the vote remains evenly distributed among two or more candidates, the secretary or the X12 Secretariat staff will break the tie by the toss of a coin

5 Meetings

A meeting is defined as any duly announced convening of the X12 Insurance Subcommittee, regardless if held as part of an X12 Standing Meeting or as an X12 Interim Meeting. Meetings may be in person, via teleconference, or electronic. A single meeting is one day or a group of closely scheduled meeting days as specified in the meeting notice (usually consecutive days). When a member representative must attend a concurrent meeting of the subcommittee or organization at which they officially represent X12N, that member representative will be considered to be in attendance at the X12N meeting.

5.1 Meeting Notice

Notice of any subcommittee meeting, meeting time(s) and location(s), must be announced to the subcommittee and other expected attendees at least 30 days prior to an X12 Standing Meeting or 15 days prior to a cyclic X12 Interim Meeting. Announcement and distribution may be accomplished by audio, electronic or printed means.

5.2 Quorum

Quorum is twenty percent of the subcommittee membership. 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 X12 Interim Meeting – One-time Basis

An X12 Interim Meeting on a one-time basis may be called by the chair, and must be announced in advance. A notice, including the agenda and meeting time and place shall be distributed to each member and liaison member at least 15 days prior to the meeting. If three-fourths of the members agree to waive notice, less than 15 days notice may be given. Members shall be given at least six working days to respond to the meeting notice, indicating the member's agreement or disagreement to the waiver of notice and to the holding of the X12 Interim Meeting on a one-time basis. Absence of a response from a member will be construed as agreement. Twenty percent of the membership must agree to hold a X12 Interim Meeting on a one-time basis, and a quorum must be present at the meeting to conduct official subcommittee business. Absence from an X12 Interim Meeting on a one-time basis does not affect a member's voting qualification.

5.4 Meeting Minutes and Distribution

The secretary shall publish minutes no later than 30 days after meetings to at least the subcommittee members, the X12 Steering Committee, and the secretariat. Minutes will normally be published via electronic media.

6 Voting

Unless otherwise specified in this constitution, voting shall be conducted in accordance with this section. Only individuals recorded as primary or alternate representative may vote, and each member has only one vote on any motion before the subcommittee. Motions pass if they receive a simple majority of votes cast unless otherwise specified in this constitution, ASC X12 standing documents or in Robert's Rules of Order (latest edition).

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 member may call for a straw vote or series of straw votes on any subject under consideration at the time. Straw votes are not recorded unless specifically requested. In the event a formal vote is taken after the straw vote, members 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 person calling for the motion shall designate if this vote is to be of voting members 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 these procedures, subcommittee votes may be conducted by show of hands, voice vote, secret ballot, or letter ballot. Any member can request a secret ballot 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 a majority of members present. A majority is defined as more than one-half of the votes cast. Abstentions do not count as votes.

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, (4) abstain. For a letter ballot to be official, the minimum number of ballots returned must be equal to a quorum. Letter ballots must be approved by a simple majority of subcommittee members who vote, excluding abstentions. The letter ballot voting period shall be 30 days from the mailing date. Abstentions and unreturned ballots 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 group shall discuss such comments at its next meeting. Letter ballots may be conducted via electronic media.

6.6 Proposals

All proposals to be considered by the subcommittee should be submitted electronically. A proposal of one to four pages should be distributed at least ten working days in advance of the meeting. A proposal of five or more pages should be distributed at least twenty working days prior to the meeting. If the date requirements are not met, the proposal may be deferred by approval of one-third of the membership present at a meeting. A proposal so deferred may be discussed at the discretion of the chair.

7 TASK GROUPS

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 and applicable ASC X12 standing documents. 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 may be called work groups. Work groups will be organized by and will report to their parent task groups.

7.1 Task Group 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 the task group.

7.2 Task Group Officers

A convener of a task group is appointed by the chair to act until officers are elected. The task group elects its officers and operates in accordance with the procedures defined herein for the subcommittee, or they may be set forth separately, subject to the approval of the subcommittee. Task group officers must be members of the subcommittee.

7.3 Task Group Chair

7.3.1 Administrative Matters

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 delegate may represent the task group to bodies external to the task group. Such delegates must be members of the subcommittee unless exempted by the subcommittee chair.

7.4 Task Group Work Product

The task group will report at each 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.

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 Subcommittee 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 and other applicable ASC X12 standing documents.

8.3 Subcommittee Distribution

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

8.4 Subcommittee Representation

Only the subcommittee chair or delegate may represent the subcommittee to bodies external to the subcommittee. Such delegates must be members of the subcommittee unless exempted by the subcommittee chair.

8.5 Subcommittee Records and Minutes

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

- (1) Minutes of meetings
- (2) Roll call votes by date and subject
- (3) Current agenda
- (4) Approved subcommittee constitution
- (5) Task group charters or procedures
- (6) Summary reports
- (7) Current and approved project proposals
- (8) Register of documents and control log numbers assigned by the Secretariat
- (9) Such other records as the chair, the Steering Committee, the Secretariat, or the American National Standards Institute may require

9 PARLIAMENTARY AUTHORITY

On all matters not covered by this constitution, Roberts Rules of Order (latest edition) shall govern.

10 AMENDMENTS TO THIS CONSTITUTION

Proposed amendments to this constitution must be distributed to the subcommittee membership at least 30 days prior to a meeting. Changes to the constitution are effective if approved by two-thirds of the members in attendance at the meeting or responding to a letter ballot, and approved by the X12 Steering Committee. Changes to the Purpose and Scope of Section 2 must also be approved by the ASC X12 membership.

The subcommittee may adopt charters as required; these must be approved by a majority of the membership.