

ASC X12M Supply Chain Constitution

October, 2011

CONSTITUTION

ASC X12M SUPPLY CHAIN SUBCOMMITTEE

ESTABLISHMENT and ADOPTION OF THIS CONSTITUTION

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

This Constitution and amendments to it are effective when passed by two-thirds vote of the X12M voting members and, when required, approved by the X12 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.

Original: Version 1, May 10, 2005
Draft Revised: Version 2, September 24, 2009 (X12M)
Draft Revised: Version 3, January 11, 2010 (P&P)
Draft Revised: Version 4, October 24, 2011 (X12M)
APPROVED ASC X12M SUPPLY CHAIN SUBCOMMITTEE

APPROVED BY ASC X12 STEERING COMMITTEE:
February 2, 2012

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1. NAME

This organization shall be called ASC X12M Supply Chain Subcommittee, hereafter, in this document, referred to as 'X12M'.

2. PURPOSE AND SCOPE

X12M encompasses any sequence of processes involved in the production and distribution of a commodity and includes the network of manufacturers, retailers, distributors, transporters, storage facilities and suppliers that participate in the sale, delivery and production of a product or related service.

The X12M 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, health care), or any other functional areas.

The scope of work of the subcommittee is the exchange of business data relating to Supply Chain business functions. This includes computer to computer transfer of information for activities related to:

1. Product design and manufacturing data.
2. Procurement of parts and materials.
3. Materials management.
4. Distribution, warehousing and inventory control of goods.
5. Marketing.
6. Sales reporting and analysis.
7. Inventory modeling and replenishment reporting.
8. Product data.
9. Space management.
10. Reporting and analysis of demographic and geographic data related to the supply chain trading partners.

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Its principal responsibilities relating to this work are to:

1. Prepare and submit project proposals.
2. Develop proposed X12 Standards.
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.
8. Contribute to the development of international standards when appropriate.

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3. MEMBERSHIP

X12M is open to any member of ASC X12 that supports the functions defined in the Purpose and Scope and the objectives of ASC X12, X12M and ANSI (American National Standards Institute).

Membership resides with the organization, not the individual participant. 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. An X12M participant shall be designated by that organization as either a “primary representative” or an “alternate representative”, there being only one primary representative for each organization at any given time for subcommittee voting purposes. Although any number of alternate representatives is permitted, it is the responsibility of the member organization to maintain and promote continuity of representation. An alternate representative may cast a vote for the member organization should the primary representative not be present at the time of an X12M vote.

Individual members of X12 are always considered primary representatives and are not permitted to have alternates.

The secretariat verifies X12 membership and X12M Secretary verifies attendance in the subcommittee.

An X12M primary or alternate representative may represent more than one X12 member organization. Should this situation exist, the organizations involved shall be informed that they will be represented by the same person.

3.2 Voting Privilege

To establish membership qualifications, an organization or individual must be an X12 member.

3.3 Membership Request

The qualified organization or individual must inform the X12M Secretary stating their desire to become an active member of the subcommittee. It is the X12 member's responsibility to provide the following:

- a. Full Legal Name of Organization and Division (where applicable).
- b. Primary Representative Name.
- c. Primary Representative Title (if with an organization).
- d. Mailing and Email Address.
- e. Telephone Number.
- f. Alternate Representative Name(s).
- g. Alternate Representative Title(s) (if with an organization).
- h. Mailing and Email Address.
- i. Telephone Number.

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3.4 Representative Change

The X12M Chair and Secretary must be informed of any changes in the organization's primary voting representative.

3.5 Membership Continuity

Consistent member participation is critical to the work product of X12M. Member organizations maintain voting privileges at X12M meetings, by registering their attendance. X12M membership is contingent on being an X12 member. A member may resign from X12M by notifying the Chair or Secretary.

When an organization or individual is no longer a member of X12 that organization or individual is no longer a member of X12M.

3.6 Guests and Observers

Guests and observers are allowed to attend X12M meetings upon fulfilling applicable ASC X12 requirements and with the permission of the X12 secretariat and X12M Chair. The X12M Secretary shall be notified and the guest will be introduced. Guest information required for the meeting is:

- Name
- Organization
- Phone number
- Email address

4. OFFICERS

Officers of the subcommittee shall consist of a Chair, Vice-Chair, Secretary, Procedures Review Board (PRB) Representatives, and Technical Assessment Subcommittee (TAS) Representatives. 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 by the X12M voting members. 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 either be 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 X12M may not serve in either capacity with another lettered subcommittee.

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 X12M on those occasions when the primary is unavailable. Care should be taken to assure reasonable representation continuity. Titles rest with the individual rather than with the member organization. Appointed officers shall serve until the next election cycle.

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

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 new officers shall serve for the unexpired term of that office.

4.3 Duties of X12M officers.

4.3.1 Duties of the Chair

- a. Call and preside at X12M meetings.
- b. Prepare meeting agendas and organizing the meeting program in accordance with the prepared agenda.
- c. Create and disband task groups, including appointing conveners for all task groups.
- d. Appoint non-elected officers.
- e. Assign duties as necessary to advance the work of the subcommittee.
- f. Communicate the official position of the subcommittee to bodies external to the subcommittee.
- g. Forward to the ASC X12 Steering Committee all official correspondence directed to any member of the subcommittee from sources external to ASC X12.
- h. Participate and represent X12M at the ASC X12 Steering Committee.
- i. Appoint an X12M member as an Acting Chair when the Chair and Vice-Chair are unavailable.

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4.3.2 Duties of the Vice-Chair

- a. Preside at meetings in the absence of the Chair.
- b. Assume the duties of the Chair in the event of the Chair's resignation or incapacity.
- c. Assist the Chair in preparing meeting agendas, and in organizing the program for meetings in accordance with the prepared agendas.

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4.3.3 Duties of the Secretary

- a. May preside at meetings in the absence of the Chair and Vice Chair.
- b. Maintain a record of the members of the subcommittee and their primary and alternate representatives.
- c. Maintains subcommittee meeting minutes, records and other correspondence. These are forwarded in accordance to the stipulated time frame to the X12 secretariat and posted to the X12 designated storage location.
- d. Maintain subcommittee records and correspondence of the subcommittee.
- e. Notify members 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 X12M documents to the new Secretary.

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4.3.4 Duties of the Technical Assessment Subcommittee (TAS) Representative

- a. Represent the subcommittee on the Technical Assessment Subcommittee (TAS).
- b. Report significant TAS activity to the members of the X12M subcommittee.

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4.3.5 Duties of the Procedures Review Board (PRB) Representative

- a. Represent the subcommittee on the PRB.
- b. Report PRB activity to the members of the X12M subcommittee.

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4.4 Removal of Officers

Removal of officers may happen by a motion to schedule an agenda item for the next X12M meeting. Upon approval of the motion by two-thirds of the members present, the item shall be placed on the agenda of the following meeting. Written notification will be sent to members of X12M a minimum of 15 calendar days in advance of the meeting.

Any elected officer may be removed for cause by two-thirds vote of all the members of the X12M.

The Chair may remove appointed officers.

5. MEETINGS

An X12 Standing Meeting is a meeting called by X12 which includes all Subcommittees including X12M. X12M may schedule an X12 Interim Meeting between X12 Standing Meetings. Meetings may be physical or virtual, such as teleconference or webinar.

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 X12M is in session.

For task group representatives or alternates attending sessions held during X12M meetings for whom they are acting as liaison for X12M, it is assumed they are in attendance at X12M meetings and will count as in attendance at the parent subcommittee.

5.1 Meeting Notice

Notice of any subcommittee meeting, including a draft agenda and meeting time(s) and location(s), must be distributed to all X12M members at least 30 days prior to an X12 Standing Meeting and 15 days prior for an X12 Interim Meeting. The X12M Chair may call for an Interim Meeting with less than 15 days notice with X12M majority approval . Meeting notices will be sent to the X12 Secretariat as required.

5.2 Quorum

Quorum is twenty percent of the X12M members. A quorum is required to conduct official subcommittee business. In the absence of a quorum, discussions may be held, but no official X12M votes shall be taken.

5.3 Special Meetings

The Chair may call a special meeting 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 7 calendar days prior to the meeting.

Presence or absence for a special meeting does not affect a member's qualification as described in Section 3 Membership.

5.4 Meeting Minutes and Distribution

The Secretary or an alternate shall publish minutes no later than 15 calendar days after the end of a subcommittee meeting. Minutes are to be distributed to all X12M members, to the ASC X12 Steering Committee, and to the ASC X12 Secretariat. Minutes will be distributed to other parties as required.

6. VOTING

Only X12M members may vote, and each member has only one vote on any motion before the subcommittee.

6.1 Straw Vote

At times it may be desirable to operate informally in order to permit expression of opinion without commitment to a formal vote. Any X12M member may call for a straw vote or series of straw votes on any subject under consideration. Straw votes are not recorded. X12M members are not required to vote formally the same way they did on a straw vote. Straw votes are conducted by a show of hands.

6.2 Conduct of Votes

X12M votes may be conducted by a show of hands, voice vote, or ballot. 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 fifty-one percent (excludes abstentions) of the members present.

The voting positions are (1) approve, (2) approve with comment, (3) disapprove with comment and (4) abstain with or without comment.

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.

Fifty-one percent of approved votes constitute an approval of the motion, excluding abstentions.

6.4 Proxy

Voting by proxy is permitted. The member requesting a proxy must submit a Proxy Statement to the X12M Chair and Secretary prior to the meeting. Proxy information shall include:

1. Member Company, Representative Name, Title and member designation (primary or alternate), phone and email address.
2. Proxy Member Company, Representative Name, Title and member designation (primary or alternate), phone and email address.
3. Vote proxy topic name **OR**
4. Time period to which the proxy is effective.
 - a. Effective start date (YYYY-MM-DD)
 - b. Effective end date (YYYY-MM-DD)

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6.5 Letter and Email Ballots

For letter and email ballots, twenty percent of the ballots, including abstentions, must be returned or the issue remains undecided. The ballot voting period shall be 30 calendar 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 X12M to respond.

7. TASK GROUP

The X12M 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 Manual (OPM). 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. Work groups are organized by the parent task group and will report to the parent task group.

7.1 Participation

Participation in a task group is open to any individual in X12. Task group members do not become members of X12M by virtue of their membership in a task group.

7.2 Convening the Task Group

The X12M Chair appoints the convener of a task group. The task group elects its Chair and operates in accordance with the procedures defined by X12M. The task group Chair shall be a member of X12M. Before establishing official X12M task groups, X12M must approve a mission and scope of work and schedule for the task group.

7.2.1 Task Group Documentation and Communication

Since task group assignments are limited in mission and scope relative to the parent body, its business may be conducted less formally than that of X12M. 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.

Any written correspondence directed to a task group from sources external to X12M must be brought to the attention of X12M.

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

Each task group report or proposal submitted to X12M shall reflect the approval of the task group.

X12M shall request a report of each task group's activity at each scheduled meeting.

The task group shall report at each scheduled meeting of X12M. Each report and proposal submitted to X12M 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

X12M 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 Manual (OPM).

8.1 Subcommittee Documents

8.1.1 Discussion Paper

A discussion paper is a 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 X12M.

8.1.2 Proposal Document

All proposals to be considered by the subcommittee must be in writing, preferably in electronic form. A proposal document shall be distributed at least 15 calendar days in advance of the meeting. A proposal distributed less than 15 calendar days before a meeting may be considered by approval of two-thirds of the X12M members present at the meeting. A proposal that was deferred due to the timing of its distribution and did not meet the two-thirds approval of the X12M members may be discussed at the discretion of the Chair; however, no votes may be taken.

8.2 Distribution

Distribution of subcommittee work products is at the discretion of the X12M Chair unless specified elsewhere in published procedures.

8.3 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. Listing of the attendees, including guests, at each meeting by individual's name and organization affiliation (where applicable).
2. Maintain roster of X12M members with the names of principal and alternate representatives.
3. Requests for membership.
4. Roll call votes by date and subject.
5. Meeting agendas.
6. Approved subcommittee constitution.
7. Task group charters or procedures and rosters.
8. Summary reports.
9. Approved proposals.
10. Current proposals.
11. Register of documents and control log numbers assigned by the ASC X12 Secretariat.
12. Such other records as the Chair, the ASC X12 Steering Committee, the ASC X12 Secretariat, or the American National Standards Institute may require.

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9. LIAISON AND EXTERNAL REPRESENTATION

The X12M may recommend liaisons to the Chair of X12 and the X12 Steering Committee, as stipulated in the Organization and Procedures Manual (OPM).

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.

10. PARLIAMENTARY AUTHORITY

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

11. CONSTITUTION AMENDMENTS

Proposed amendments to this constitution must be distributed to the X12M members at least four weeks prior to a meeting. Amendments to the Constitution are effective immediately, when passed by two-thirds of voting X12M members. Voting will occur at the next scheduled X12M meeting or by ballot. The X12M Chair will schedule a vote on the proposed amendments.