



**ASC Administrative
Policy and Procedure**

**Communications and Controls
Subcommittee (X12C) Constitution**

(ASC41)

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1 Preamble

1.1 Introduction

The Accredited Standards Committee (ASC) Steering Committee (Steering) is responsible for this policy and associated procedures.

Members agree to adhere to X12's policies and procedures as a condition of membership. In addition, non-member participants afforded specific collaboration privileges agree to adhere to X12's policies and procedures as a condition of those privileges.

Suggestions for revisions to this document may be submitted at x12.org/maintenance-requests.

1.2 Authority

X12 requires the establishment of corporate rules which define overall corporate policies and procedures. X12 Committees are permitted to establish supplemental rules reflecting more detailed or more restrictive policies that apply only to that committee. A committee's subordinate groups may be permitted to establish additional group rules, which shall also be more detailed or more restrictive, to supplement the committee rules. However, a committee's supplemental rules shall not duplicate, supersede, contradict, countermand, or overrule the corporate rules, or the committee's operating manual. In turn, a subordinate group's supplemental rules shall not duplicate, supersede, contradict, countermand, or overrule the establishing committee's rules. No accommodation is intended or provided to allow a committee or subordinate rule to override a higher-level policy or procedure with a more permissive requirement. In the case of any inconsistency between corporate, committee, and subordinate group rules, the higher-level policy shall always prevail.

X12's primary organizational policies are defined in the **X12 Bylaws (CAP01)** and other corporate rules of order and standing rules. The ASC's primary committee policies are defined in the **ASC Operating Manual (ASC01)**. The committee rules of order and standing rules detailed herein supplement the corporate rules or the committee's operating manual. The rules herein may in turn be supplemented by more detailed or more restrictive subordinate group rules.

1.3 Name/Formation

The Communications and Controls Subcommittee (X12C) was formed on September 1, 1990.

1.4 Purpose and Scope

X12C's purpose and scope statement is articulated in ***X12C Purpose and Scope (ASC40)***.

2 Amendments to this Constitution

All proposed amendments to this constitution must be in accordance with ***Approving Constitutions and Charters (ADP05)***. To this end, the subcommittee may seek input or advice from the Policies and Procedures Task Group (P&P) at any time during the development of such amendments.

Proposed amendments to this constitution must be distributed to subcommittee constituents at least fifteen (15) calendar days prior to a vote on the amendments.

Upon approval by at least two-thirds (2/3) of the X12C constituents, proposed amendments shall be reviewed by P&P and voted upon by Steering. Following Steering approval, the X12C secretary will ensure the approved version is posted on X12 websites.

3 Stakeholders and Constituents

X12C is open to any X12 member representative with a material interest in the functions defined in the ***X12C Purpose and Scope (ASC40)***.

X12C does not require X12 members to register interest in the subcommittee by becoming an X12C stakeholder.

X12 member representatives who meet the specific requirements defined in ***Requesting Constituent Status*** below may request and be granted recognition as an X12C constituent. X12C constituent status resides with the member representative, not with the member. X12C constituents must meet the requirements defined in ***Maintaining Constituent Status*** below to continue to be recognized as an X12C constituent.

X12C constituents have a responsibility to develop and maintain expertise related to X12's EDI Standard and related guidelines and reference models. Constituents also have a responsibility to participate in X12C collaborations consistently. All X12C constituents have the right to speak in meetings, participate in collaboration activities, propose and second motions, and vote. X12C constituents who are entitled to hold appointed or elected positions in accordance with ***Membership (CAP04)*** are eligible to hold X12C offices.

Attendance and Absence

Regarding X12 Standing Meetings:

- Attendance at any number of X12C sessions at an X12 Standing Meeting shall count as attending one meeting.
- An X12C constituent who does not attend any X12C sessions at an X12 Standing Meeting shall be counted as being absent at one meeting.

Regarding X12C interim meetings conducted as a single session on one day:

- Attendance at the X12C interim meeting shall count as attending one meeting.
- An X12C constituent who does not attend the X12C interim meeting shall be counted as being absent at one meeting.

Regarding X12C interim meetings conducted over two or more days:

- Attendance at any number of X12C sessions at an X12C multi-day interim meeting shall count as attending one meeting.
- An X12C constituent who does not attend any X12C sessions at an X12C multi-day interim meeting shall be counted as being absent at one meeting.

Requesting Constituent Status

The following requirements must be met for an X12 member representative to be considered for X12C constituent status.

1. The X12 member representative shall have a material interest in the functions defined in the **X12C Purpose and Scope (ASC40)**.
2. The X12 member representative shall have participated as an observer in two successive X12C meetings.
3. The X12 member representative shall have submitted the online application. The X12 member representative is entitled to complete the X12C Constituent Application located at <http://www.x12.org/forms/> after the conclusion of the meeting which satisfies the attendance requirement above.

Considering a Constituent Application

When a constituent application is received, the X12C secretary processes the request, confirms the attendance requirement was met, and informs the X12C chair of the request. Upon the X12C chair's concurrence, the X12 member representative shall be recognized as an X12C constituent. The X12C secretary shall notify the applicant of the decision and update the appropriate X12C records. If the X12C chair finds the applicant ineligible, the X12C chair shall contact the applicant to explain the deficiency. The applicant is free to reapply again later.

Maintaining Constituent Status

X12C constituents who are absent from three consecutive X12C meetings will lose their constituent status at the conclusion of the third consecutive meeting for which they are absent.

4 Observers

Any X12 member representative shall be permitted to attend an X12C meeting; however, such individuals shall only be afforded speaking privileges upon invitation of the X12C chair and shall not be entitled to any other constituent privileges.

Non-member attendees of an X12 Standing meeting may attend X12C sessions; however, such individuals shall only be afforded speaking privileges upon invitation of the X12C chair and shall not be entitled to any other constituent privileges.

5 Voting

X12C shall not be obligated to respond, formally or informally, to any comment presented with a vote on an X12C ballot.

6 Meetings

X12C meets at each X12 Standing meeting and conducts interim meetings as needed between Standing meetings.

7 Roles and Responsibilities

The X12C chair and vice chair shall be the officers of the subcommittee and shall be elected in accordance with **Section 8 Officer Elections** herein. Other appointed roles may be defined herein as necessary to support the work of the subcommittee. All appointees serve at the pleasure of the X12C chair. Appointed officers may hold one or more appointed positions concurrently.

The vice chair serves as the subcommittee's primary PRB representative. The chair may appoint a PRB alternate representative who shall represent X12C when the PRB primary representative is unavailable.

X12 staff shall serve as X12C secretary.

7.1 Chair

The duties of the X12C chair include, but are not limited to, the following.

- a. Overseeing X12C's activities and work product development
- b. Calling and presiding at X12C meetings
- c. Preparing X12C meeting agendas
- d. Representing X12C on the ASC Steering Committee
- e. Creating and disbanding task groups, including appointing conveners
- f. Appointing constituents to other subcommittee roles
- g. Overseeing distribution of subcommittee work products not governed by the

- corporate ***Distribution of Materials (CAP10)*** policy
- h. Assigning duties as necessary to advance the subcommittee's work
 - i. Communicating the official positions of the subcommittee within X12
 - j. Forwarding correspondence directed to any X12C officer or constituent to X12 staff or the Steering Committee

7.2 Vice Chair

The duties of the X12C vice chair include, but are not limited to, the following.

- a. Acting as X12C's primary PRB representative
- b. Assuming the duties of the chair in the absence of the chair
- c. Assuming the duties of the chair in the event of the chair's resignation or incapacity
- d. Other duties as assigned by the chair

7.3 Secretary

The duties of the X12C secretary include, but are not limited to, the following.

- a. Assuming the duties of the chair in the absence of the chair and vice chair
- b. Notifying constituents of X12C meetings
- c. Maintaining subcommittee records including:
 - 1. Constituent notifications
 - 2. Constituent applications and decisions
 - 3. A subcommittee roster and attendance records
 - 4. Meeting agendas and minutes
 - 5. Official correspondence
 - 6. Other records as deemed necessary by the X12C chair, the ASC chair, or as required in X12 policies and procedures
 - 7. Other duties as assigned by the chair

7.4 PRB Representative and Alternate

The duties of the PRB representative include representing X12C at PRB meetings and in PRB collaborations, and reporting PRB activity to the subcommittee.

The duties of a PRB alternate are to assume the duties of the PRB representative when requested.

7.5 X12J Representative and Alternate

The duties of the X12J (TAS) representative include representing X12C at X12J meetings and in X12J collaborations, and reporting X12J activity to the subcommittee.

The duties of an X12J alternate are to assume the duties of the X12J representative when requested.

8 Officer Elections

These election procedures apply to the chair and vice chair officer positions. Officer titles are held by the X12C constituent.

X12C constituents who are entitled to hold appointed or elected positions in accordance with **Membership (CAP04)** are eligible to hold X12C offices. The X12C chair and vice chair must represent different X12 members. The X12C chair and vice chair shall not concurrently serve as chair or vice-chair of any other ASC subcommittee. Elected officers may hold one or more appointed positions concurrent with their elected term of office.

8.1 Nominations

- Nominations for elected offices will be opened at the election meeting.
- Any X12C constituent may submit any number of nominations.
- Self-nomination is permitted.
- Any nominee may decline to accept nomination.

8.2 Elections

Officer elections will be conducted as a meeting vote during the Winter standing meeting of even-numbered years and will be conducted in accordance with the provisions of this section. Each election shall be for a two-year term. Elected officers will assume office at the end of the Standing meeting of their election.

- Officer elections shall be executed in writing, except when there is only one candidate for an office, in which case a voice vote or unanimous consent are permitted.
- Counting and tabulation of ballots shall be conducted by the subcommittee secretary.
- If no candidate receives a simple majority of votes, the candidate(s) receiving the least number of votes will be eliminated and a runoff ballot will be conducted.
- If no candidate receives a simple majority vote after three successive ballots, the candidate with the highest number of votes shall be declared the winner.

8.3 Removal

An elected officer's failure to attend two (2) consecutive meetings shall be considered as resignation from office. An elected officer may also be removed for cause by a three-fourths vote of X12C constituents.

8.4 Vacancies

If the X12C vice chair resigns, the X12C chair shall appoint an X12C constituent to fill the unexpired term.

If the X12C chair resigns, the X12C vice chair shall assume the chair position for the remainder of the unexpired term. If the X12C vice chair is unable or unwilling to assume the chair position, an interim chair shall be elected at the next X12C meeting to fill the unexpired term. There shall be no requirement for notice or nominations for such an election. The interim chair will assume office immediately and serve through the end of the unexpired term.

9 Task Groups

In accordance with the ***X12 Bylaws (CAP01)***, the X12C chair may establish and disband standing and ad hoc task groups as necessary to accomplish X12C's work. However, at this time X12C elects to conduct all activities at the subcommittee level and shall not establish task groups.

10 Subcommittee Work Products

The subcommittee is responsible for developing work products as described in the ***X12C Purpose and Scope (ASC40)***.

In addition to the formal work products assigned to X12C, the subcommittee may occasionally develop informal working papers to describe X12C's position on a matter or to present organized information for discussion and deliberation. As determined by the X12C chair based on the situation, such working papers may be distributed only to X12C constituents or to X12C constituents and other X12 subcommittee constituents, but shall not be considered a formal X12 work product nor distributed outside of the organization.

11 Terminology

To ensure consistency in terminology and meaning, X12 maintains a comprehensive corporate glossary called the Wordbook. Some of the included definitions are proprietary to X12 while others cite definitions published by another organization or authority, such as Robert's Rules of Order. The terms and definitions defined in the Wordbook must be used in X12 work products when applicable and without modification or revision.

Reference the Wordbook online at <http://wordbook.x12.org/> if you have any questions about a term's definition, synonyms, or source.

12 Document History

New versions of this document are effective on the Steering approval date.

Approved	Description
08/02/2019	V5: Renamed ASC41, reformatted per the Constitution template, removed redundant content in accordance with policy, converted to standardized content when applicable.
10/02/2003	V4: Amend membership requirements and remove references to the PAEB
03/01/1992	V3: Add management transactions to the scope, allow officers to retain their positions when they change employment
01/01/1992	V2: allow individuals to be X12C members
09/01/1990	Initial version