



**ASC Administrative
Policy and Procedure**

Supply Chain Subcommittee (X12M) Constitution

(ASC81)

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1 Preamble

1.1 Introduction

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

Members agree to be bound by these policies and to follow the associated procedures as a condition of membership. Non-member participants afforded specific collaboration privileges agree to be bound by these policies and to follow the associated procedures as a condition of those privileges.

Suggestions for improvements to this document are welcome. They may be submitted at <http://changerequest.x12.org>.

1.2 Authority

The committee rules of order and standing rules herein supplement related corporate and committee rules. The suite of corporate rules is identified with the prefix CAP. The Accredited Standards Committee (ASC) committee rules are identified with the prefix ASC. The rules detailed herein do not duplicate, supersede, contradict, countermand, or overrule the corporate rules or ASC committee rules. No accommodation is intended or provided to allow a subordinate group to override a corporate or committee policy or procedure with a more permissive requirement. In the case of any inconsistency between these rules and either the corporate rules or the committee's operating rules as defined in the **ASC Operating Manual (ASD01)**, these rules shall not prevail.

1.3 Name/Formation

The Supply Chain Subcommittee (X12M) was formed on May 10, 2005.

1.4 Purpose and Scope

X12M's purpose and scope statement is articulated in **X12M Purpose and Scope (ASC10)**.

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 fourteen (14) calendar days prior to a vote on the amendments.

Upon approval by at least two-thirds (2/3) of the X12M stakeholders, proposed amendments shall be reviewed by P&P and approved by Steering. Following Steering approval, the X12M chair will coordinate with X12 staff to ensure the approved version is posted on X12 websites.

3 Stakeholders and Constituents

X12M is open to any X12 member with a material interest in the functions defined in the X12M Purpose and Scope.

X12 members who meet the specific requirements defined in **Section 3.1 Requesting Recognition as a Stakeholder** may request and be granted recognition as an X12M stakeholder. X12M stakeholder recognition resides with the member, not with the member's representatives. Once the X12 member is recognized as an X12M stakeholder, the X12 member's representatives are eligible for recognition as an X12M constituent based on the requirements defined below. Each X12M stakeholder is entitled to one vote in X12M ballots, regardless of the number of X12M constituents the stakeholder names. Each of the stakeholder's X12M constituents has the right to speak in meetings, participate in collaboration activities, propose and second motions, and hold X12M offices.

An X12M stakeholder must meet the requirements defined in **Section 3.2 Maintaining Recognitions as a Stakeholder** to continue to be recognized as an X12M stakeholder.

3.1 Requesting Recognition as a Stakeholder

The following requirements must be met for an X12 member to be recognized as an X12M stakeholder.

- The X12 member shall have a material interest in the functions defined in the X12M Purpose and Scope.
- One of the X12 member's representatives shall have participated as an observer in X12M sessions at two consecutive Standing Meetings. When the X12 member is recognized as an X12M stakeholder, the representative who met the participation requirement shall be recognized as the stakeholder's X12M constituent.
 - Exception: If a member representative changes employment or otherwise ceases to represent one X12 member and commences representing another X12 member, previous attendance as an X12M constituent may substitute for participation as an observer.
- The X12 member's primary representative shall complete the X12M Stakeholder Application at <http://www.x12.org/forms/>

- The X12M chair shall forward the petition to the X12M secretary for processing. The X12M secretary shall work with X12 staff to verify the accuracy of the petition. Upon verification that all requirements are met, the X12M secretary shall inform the X12M chair and the requester that the X12 member is recognized as an X12M stakeholder. The X12M secretary shall also update the appropriate X12M records.

3.2 Maintaining Recognition as a Stakeholder

The following requirements must be met to retain recognition as an X12M stakeholder.

- An X12M constituent of the stakeholder shall participate in at least two (2) of every three (3) X12M meetings, and
- An X12M constituent of the stakeholder shall participate in at least one (1) of every three (3) of X12M's online collaborations, if applicable.

Failure to meet the above requirements shall be considered as the stakeholder's resignation.

3.3 Resigning as a Stakeholder

An X12 member desiring to resign as an X12M stakeholder shall have their primary representative email x12m-chair@x12.org, noting their request to be dropped as an X12M stakeholder. Upon verification that the request was submitted by the X12 member's primary representative, the request shall be honored.

A stakeholder who has resigned may petition for stakeholder status again by meeting the requirements of **Section 3.1 Requesting Recognition as a Stakeholder**.

3.4 Additional Stakeholder Constituents

If another member representative of an X12M Stakeholder desires recognition as an X12M constituent, they shall meet the following requirements.

- Have participated as an observer in X12M sessions at two consecutive Standing Meetings.
- Complete the X12M Constituent Application at <http://www.x12.org/forms/>

Constituent recognition will be effective upon confirmation by the X12M secretary.

3.5 Maintaining Recognition as a Constituent

To retain recognition as an X12M constituent, the constituent shall:

- Participate in at least two (2) of every three (3) X12M meetings, and
- Participate in at least one (1) of every three (3) of X12M's online collaborations, if applicable.

Failure to meet the above requirements shall be considered as the constituent's resignation. If a constituent is deemed to have resigned, the X12M chair shall notify the X12M stakeholder's primary representation of the resignation and request that the stakeholder assign a new X12M constituent. Once the participation criteria are met, the primary representative shall complete the appropriate form at <http://www.x12.org/forms/>. The new assignment will be effective upon confirmation by the X12M secretary.

3.6 Reassigning Constituent Status

An X12M stakeholder can at any time change their X12M constituent. The new constituent shall have participated as an observer in X12M sessions at two consecutive Standing Meetings. Once the participation criteria are met, the primary representative or the current X12M constituent shall complete the appropriate form at <http://www.x12.org/forms/>. The change will be effective upon confirmation by the X12M secretary.

4 Observers

Any member representative of any X12 member shall be permitted to attend an X12M meeting; however, such individuals shall only be afforded speaking privileges upon invitation of the X12M chair and shall not be entitled to any other subcommittee privileges.

Non-member attendees of an X12 Standing meeting may attend X12M sessions; however, such individuals shall only be afforded speaking privileges upon invitation of the X12M chair and shall not be entitled to any other subcommittee privileges.

5 Voting

Each X12M stakeholder shall have one and only one vote on any motion before the subcommittee.

X12M shall not be obligated to respond, formally or informally, to any comment presented with a vote on an X12M ballot.

6 Officer Elections

Election procedures apply for the chair and vice chair positions.

Elected officers must be X12M constituents representing different X12M stakeholders. The X12M chair and vice chair shall not concurrently serve as chair or vice chair of any other ASC subcommittee.

6.1 Nominations

- Nominations for elected offices will be opened at the X12M election meeting.
- Any X12M constituent may submit any number of nominations.
- Self-nomination is permitted.
- Any nominee may decline to accept nomination.
- A nominee must have a commitment of support from his or her company prior to the election.

6.2 Elections

Officer elections will be held during the last Standing meeting of odd-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 meeting of their election and will serve until replaced by a successor.

6.3 Removal

An elected officer's failure to attend two (2) consecutive X12 Standing Meetings shall be considered as resignation from office.

An elected officer may also be removed for cause by a two-thirds vote of X12M stakeholders.

6.4 Vacancies

If the X12M vice chair resigns, the X12M chair shall appoint an X12M constituent to fill the unexpired term.

If the X12M chair resigns, the X12M vice chair shall assume the chair position for the remainder of the unexpired term. If the X12M vice chair is unable or unwilling to assume the chair position, an interim X12M chair shall be elected at the next X12M meeting to fill the unexpired term. There shall be no requirements for notice or nominations for such an election. The interim chair will assume office immediately and serve through the end of the unexpired term.

7 Roles and Responsibilities

X12M Officers are defined as a chair, vice chair, secretary, Technical Assessment Subcommittee (TAS) representative, and Procedures Review Board (PRB) representative. Officer titles are held by the X12M constituent, not by the X12M stakeholder.

The X12M chair and vice chair shall be elected in accordance with **Section 6 Officer Elections** herein. Elected officers may hold one or more appointed positions concurrent with their elected term of office.

The secretary, TAS representative, and PRB representative shall be appointed by the X12M chair. The X12M chair may also appoint one or more TAS and PRB alternates who shall represent X12M when the primary representatives are unavailable. All appointees serve at the pleasure of the X12M chair. Appointed officers may hold one or more appointed positions concurrently.

7.1 Chair

The duties of the X12M chair include, but are not limited to, the following.

- a. Overseeing the activities and work product development of X12M
- b. Calling and presiding at X12M meetings
- c. Preparing X12M meeting agendas
- d. Representing X12M on the ASC Steering Committee
- e. Creating and disbanding task groups, including appointing conveners as necessary
- f. Appointing non-elected officers
- g. Overseeing distribution of subcommittee work products not governed by **Distribution of Materials (ADP22)**
- h. Assigning duties as necessary to advance the subcommittee's work
- i. Communicating the official positions of the subcommittee within X12
- j. Forwarding all correspondence directed to any X12M officer or constituent to X12 staff or the Steering Committee, as appropriate

7.2 Vice Chair

The duties of the X12M vice chair include, but are not limited to, the following.

- a. Presiding at meetings in the absence of the chair
- b. Assuming other 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 X12M secretary include, but are not limited to, the following.

- a. Presiding at meetings in the absence of the chair and vice chair
- b. Assuming other duties of the chair in the absence of the chair and vice chair
- c. Notifying constituents of X12M meetings
- d. Maintaining subcommittee records including:
 1. Stakeholder requests and resignations
 2. The official subcommittee roster
 3. Meeting agendas and minutes
 4. Official correspondence
 5. Other records as deemed necessary by the X12M chair, the ASC chair, or as required in X12 policies and procedures
- e. Working with X12 staff to maintain
 1. The X12M Constitution
 2. X12M Task Group Charters
 3. Other X12M policies or procedures
 4. Attendance records
 5. Other records as deemed necessary by the X12M chair, the ASC chair, or as required in X12 policies and procedures
- f. Timely and complete forwarding of all records, documents, and materials to a new X12M secretary when a replacement is named
- g. Other duties as assigned by the chair

7.4 PRB Representative and Alternate

The duties of the PRB representative include, but are not limited to, representing X12M at PRB meetings and in PRB collaborations and reporting PRB activity to the subcommittee

The duties of any PRB alternate include, but are not limited to, assuming the duties of the PRB Representative as requested.

7.5 TAS Representative and Alternate

The duties of the PRB representative include, but are not limited to, representing X12M at PRB meetings and in PRB collaborations and reporting PRB activity to the subcommittee

The duties of any PRB alternate include, but are not limited to, assuming the duties of the PRB Representative as requested.

8 Task Groups

In accordance with the *X12 Bylaws (CAP01)*, the X12M chair may establish and disband task groups as necessary to accomplish the specific work of X12M. X12M does not delegate authority to act on behalf of the subcommittee to task groups. All task group work shall be advisory, subject to full subcommittee approval.

No X12M task group shall be established without a subcommittee approved purpose and scope statement that aligns with the subcommittee's purpose and scope statement. If appropriate, the X12M chair, or the full subcommittee, shall also approve a schedule for the work products of the task group.

X12M task group purpose and scope statements are limited relative to the subcommittee's overall purpose and scope and these groups may be conducted less formally than the subcommittee. However, all task groups shall at all times conform to all applicable corporate, committee, and subcommittee policies and procedures.

Each task group shall be responsible for:

- Completing all assigned tasks and activities timely.
- Reporting group activity to the subcommittee at each Standing Meeting and upon any request by the X12M chair.
- Forwarding written communications received from non-X12M groups to the X12M secretary.

8.1 Task Group Chairs

The X12M chair appoints a convener for a task group upon establishment and any time there is no elected chair available to conduct the chair duties.

As a general order of business, each task group shall elect a chair from among its constituents every two years. Each election will be for a two-year term, unless the X12M chair approves a non-standard term of office based on the circumstances of the task group. The newly elected chair will assume office at the end of the meeting of their election and will serve until replaced by a successor.

Task group chairs shall not speak for X12M to any other X12 group except at the explicit request of the X12M chair, and shall not speak for X12M to any external party at any time.

8.2 Task Group Constituents

Any X12M constituent may participate as a constituent in any X12M task group. Task group constituents have the right to speak in meetings, participate in collaboration activities, propose and second motions, vote, and hold X12M offices.

8.3 Task Group Observers

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

Non-member attendees of an X12 Standing meeting may attend task group sessions; however, such individuals shall only be afforded speaking privileges upon invitation of the X12M chair and shall not be entitled to any other privileges.

9 Subcommittee Work Products

The subcommittee is responsible for developing work products as described in **X12M Purpose and Scope (ASC10)**, including the timing and content thereof.

10 Terminology

To ensure consistency within X12, the terms, definitions, abbreviations and acronyms herein have been adopted for organizational use. Some definitions are proprietary to X12. Others recognize the terms and definitions of another organization or authority, including Robert's Rules of Order. Inclusion of external terms and definitions reduces the need for external references and improves consistency within X12 work products. The terms and definitions defined herein must be used in X12 work products when applicable and shall not be modified or revised.

Administration

A group of X12 or contracted staff members, managed by the Executive Director, who have duties and perform tasks necessary to run the X12 organization, including business and standards development matters.

Synonyms: Staff, X12 Staff

Accredited Standards Committee (ASC)

The X12 committee responsible for developing, maintaining, and interpreting EDI standards eligible for submission as American National Standards or UN/EDIFACT International Electronic Data Interchange Standards.

ASC Operating Manual

The Accredited Standards Committee's (ASC) primary policies and procedures document. ANSI accreditation is based on these policies and procedures.

Synonyms: ADP01, OPM

Ballot

A motion submitted to a set of X12 members. X12 supports various types of formal ballots including, corporate, stakeholder, constituent and stakeholder ballots. X12 also supports an informal ballot, the straw poll.

Chair

The person who presides over meetings, makes administrative decisions, and generally leads an X12 group or committee.

Committee

A group operating under the authority and oversight of a board, consisting of one or more individuals elected or appointed by an organization to consider, study, investigate, or act on assigned matters. Only committee members and invited guests may be present during a committee's deliberations in meetings. Members may not generally make motions to limit debate. In X12 committees are formed by the Board to facilitate efficient and effective completion of standards development tasks, to support the efforts of other committees, or to support the Board.

Constitution

The governing document outlining or detailing policies and procedures which are specific to a subcommittee. A constitution supplements corporate or committee policies and procedures and does not duplicate information from those policies and procedures. In case of conflict, the charter is subordinate to corporate and committee policies and procedures.

Material Interest

An individual or entity tangibly and directly impacted by actions or non-actions. A tangible impact is not necessarily of a financial nature. A determination of the materiality of an interest may be a matter of judgment. Within X12, the Board shall make the final determination of material interest based on the circumstances and all available information.

Meeting

A synchronous assembly for the purpose of conducting business, the assembly may be a single session or a series of related sessions in a pre-defined period of time. Meetings may be conducted virtually (for example, via teleconference or webinar) or at a physical location (for example, at a hotel or other conference facility) or simultaneously virtually and at a physical location.

Standards Development Meeting

A meeting called to conduct standards development activities. There are two types of standards development meetings, Standing and Interim.

Interim Meeting

A periodic meeting of one or more X12 groups held between Standing meetings as necessary to accommodate work load and publication schedules. Interim meetings are called by a group's elected leaders and may be scheduled at regular intervals or as

one-time sessions.

Standing Meeting

A periodic meeting held at defined intervals as determined by the Board. All X12 committees and subcommittees shall convene for one or more sessions during each Standing Meeting.

Session

A single assembly of a group during a Standing Meeting.

Member

An entity that has completed an application, paid the applicable dues and been granted X12 membership for a specific period. This term is used only in reference to X12 membership, recognized participants of specific committees, subcommittees or other subordinate groups who have met the requirements for specific privileges within that group shall be referenced as constituents.

Synonym: X12 Member

Member Representative

An individual who participates in X12 activities on behalf of an X12 member. There are three types of member representatives; primary, alternate, and designated.

Primary Representative

The individual named as the official liaison between X12 and a member. The primary representative is the only authorized representative who can speak at X12 on behalf of the member, receives official X12 correspondence, is responsible for communicating X12 information to any other member representatives, and votes on behalf of the member in corporate ballots. All members are required to name a primary representative.

Alternate Representative

An individual named to represent and vote for the member in the absence of, or in lieu of, the primary representative. Depending on membership category, members may not be entitled to an alternate representative.

Designated Representative

An individual verified by the primary representative as authorized to represent the member in certain X12 committee activities. Designated representatives are not official liaisons between the member and X12 and cannot vote in corporate ballots, except as allowed by Proxy Voting policies. Depending on membership category, members may not be entitled to designated representatives.

Minutes

The official, legal record of a meeting. Minutes should reflect decisions (actions taken or deferred) and reports given during the meeting, not discussions related to agenda items.

Non-member Participant

A non-member afforded specific privileges in certain circumstances as defined within X12 policies and procedures. Non-members are not granted any other membership privileges.

Observer

An X12 member representative or a non-member participant with a material interest in a certain X12 group who does not meet the requirements for constituent privileges within that group.

Procedures Review Board (PRB)

The ASC group that ensures due process is followed within the ASC.

Procedures Review Board Representative (PRB Rep)

A designated subcommittee constituent assigned primary responsibility for representing the subcommittee on the ASC PRB and for communications between the subcommittee and the PRB.

Purpose and Scope (P&S)

The assignment or authorized work of an X12 group.

Synonyms: Purpose and Scope Statement, P&SS

Rules of Order

An organization's rules of order govern parliamentary matters. X12 defines rules of order at 4 organizational levels, corporate, committee, subcommittee, and subordinate group.

Corporate Rules of Order

Policies and procedures governing parliamentary matters that apply across the organization. They are adopted by the board or by corporate ballot.

Committee Rules of Order

Policies and procedures governing parliamentary matters that apply to X12 committees. They are adopted by the committee oversight group or by stakeholder ballot. Committee Rules of Order are subordinate to, and cannot contradict or overrule, the Corporate Rules.

Subcommittee Rules of Order

Policies and procedures governing parliamentary matters that apply to X12 subcommittees. They are adopted by the subcommittee oversight group or by constituent ballot. Subcommittee Rules of Order are subordinate to, and cannot contradict or overrule, Corporate or Committee Rules.

Subordinate Group Rules of Order

Policies and procedures governing parliamentary matters that apply to X12 subordinate groups. They are adopted by the associated oversight group oversight group or by constituent ballot. Subordinate Group Rules of Order are subordinate to, and cannot contradict or overrule, the Corporate, Committee, or Subcommittee Rules.

Standing Rules

An organization's administrative governance, including all matters not related to parliamentary procedure. X12 defines rules of order at 4 organizational levels, corporate, committee, subcommittee, and subordinate group.

Corporate Standing Rules

Policies and procedures governing non-parliamentary matters that apply across the organization. They are adopted by the board or by corporate ballot.

Committee Standing Rules

Policies and procedures governing non-parliamentary matters that apply to X12 committees. They are adopted by the committee oversight group or by stakeholder ballot. Committee Rules of Order are subordinate to, and cannot contradict or overrule, the Corporate Rules.

Subcommittee Standing Rules

Policies and procedures governing non-parliamentary matters that apply to X12 subcommittees. They are adopted by the subcommittee oversight group or by constituent ballot. Subcommittee Rules of Order are subordinate to, and cannot contradict or overrule, Corporate or Committee Rules.

Subordinate Group Standing Rules

Policies and procedures governing non-parliamentary matters that apply to X12 subordinate groups. They are adopted by the associated oversight group oversight group or by constituent ballot. Subordinate Group Rules of Order are subordinate to, and cannot contradict or overrule, the Corporate, Committee, or Subcommittee Rules.

Stakeholder

An X12 member that has met the requirements for specific privileges within an X12 group. Such requirements may be based on meeting attendance, collaboration participation, self-designation, or other criteria.

Constituent

An individual member representative that has met the requirements for specific privileges within an X12 group. Such requirements may be based on formal association with a stakeholder, meeting attendance, collaboration participation, self-designation, or other criteria.

Steering Committee

The elected and appointed leaders who oversee the Accredited Standards Committee (ASC).

Subcommittee

A group operating under the authority and oversight of a committee. All attributes of a committee as defined separately apply to subcommittees except that they are formed and supervised at the committee level instead of the organization level.

Task Group (TG)

A subordinate group established by a subcommittee to support the subcommittee or to facilitate efficient and effective completion of standards development tasks.

Technical Assessment Subcommittee (TAS)

The ASC subcommittee that develops X12 design rules and guidelines and verifies that ASC Standards and associated products adhere to approved design rules, guidelines and syntax rules.

Synonyms: X12J

Technical Assessment Subcommittee Representative (TAS Rep)

A designated ASC subcommittee constituent assigned primary responsibility for representing the subcommittee to TAS and for communications between the subcommittee and TAS.

Vice Chair

A member of a committee, board, group, etc., designated as immediately subordinate to a chairman and serving as such in the latter's absence; a person who acts for and assists a chairman.

11 Document History

New versions of this document are effective on the Steering approval date listed below, unless otherwise stated in the approval.

09/15/2017	Version 5 approved – Renamed to ASC81. Made consistency revisions including conversion to the new template, reorganization of the information, vocabulary clean-up, simplification, and other revisions. (X12M approved on 6/6/17)
10/24/2011	Version 4 approved.
01/11/2010	Version 3 approved.
09/24/2009	Version 2 approved.
05/10/2005	Initial version approved.