



**X12 Corporate Administrative
Policy and Procedure**

Meetings

(CAP06)

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Meetings

1 Introduction

The X12 Board of Directors (Board) 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>.

Staff procedures supporting these policies and procedures are maintained separately. Questions related to the staff procedures may be directed to the Executive Directory at execdir@x12.org.

2 Authority

The corporate rules of order and standing rules detailed herein supplement the **X12 Bylaws (CAP01)**. In the case of any inconsistency between corporate rules and the Bylaws, the Bylaws prevail.

Corporate rules of order and standing rules may be augmented by more detailed or more restrictive committee rules; however, such rules shall not duplicate, supersede, contradict, countermand, or overrule the corporate rules. In the case of any inconsistency between corporate rules and committee rules, the corporate rules prevail.

3 Background

This document supplements the **X12 Bylaws (CAP01)** related to policies for meetings conducted under the auspices of the organization. These policies and procedures apply to all meetings conducted under the auspices of X12.

4 Corporate Meetings

4.1 Annual Corporate Meeting

An annual meeting of the members shall be held in the first quarter of each calendar year. The Board Chair will designate the specific date, time and location of the annual meeting, which need not be held in the Commonwealth of Virginia. At the annual meeting, the members shall receive reports on the activities and

direction of the corporation. Failure to hold an annual meeting shall not invalidate the corporation's existence or affect any otherwise valid corporate acts.

4.2 Scheduled Corporate Meeting

In addition to the annual corporate meeting, the Board may define a schedule for other corporate meetings of the members to be held throughout the year as necessary to conduct corporate business. The Board Chair will designate the specific date, time and location of each meeting, which need not be held in the Commonwealth of Virginia.

4.3 Other Corporate Meetings

Off-cycle corporate meetings of the members may be called by the Board Chair or by majority vote of the Board of Directors to conduct unexpected business that cannot wait for the next scheduled corporate meeting. The Board Chair will designate the specific date, time and location of each off-cycle meeting, which need not be held in the Commonwealth of Virginia.

4.4 Notice of Corporate Meetings

All corporate meetings must be timely announced. However, a corporate meeting not timely announced shall be considered a valid meeting if quorum requirements are met and substantial objections are not timely registered. Objections shall be considered substantial when registered by at least the number of voters equal to quorum.

The corporation shall deliver notice of corporate meetings via general announcement at the preceding corporate meeting or via email to the primary representative for each member. At a minimum, the notice shall include the date, time, and place of the corporate meeting. The notice shall be given at least fourteen (14) days before the annual corporate meeting date or a scheduled corporate meeting date and seven (7) days before an off-cycle corporate meeting. Generally, notice of a corporate meeting will be given more than thirty (30) days before the meeting date. The notice does not confer voting rights for any ballot associated with the meeting. Voting eligibility is determined on the record date of the meeting.

The notice of an annual or scheduled corporate meeting is not required to include the purpose for the meeting. The notice of an off-cycle corporate meeting must include the purpose for the meeting.

Notwithstanding the foregoing, a member's primary representative waives notice requirements for any corporate meeting when any of the member's representatives

attend the meeting, except when the representative notifies the presiding chair immediately upon the start of the meeting that they are attending solely to object to the conduct of business because the meeting was not properly called or convened.

Any corporate meeting may adjourn and reconvene on the same or some later date, at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

4.5 Conduct of Corporate Meetings

The Board Chair shall preside at each corporate meeting. The Board Chair shall determine the order of business and has the authority to establish rules for the conduct of the meeting to the extent that such rules do not conflict with organizational policies and procedures.

4.6 Corporate Meeting Participation

The Board will determine participation options for each corporate meeting. The Board may require physical attendance or may authorize one or more means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating via an authorized method is deemed to be present at the meeting.

5 Standing Meetings

Standing Meetings shall be conducted three (3) times per year. The exact dates and locations of Standing Meetings will be determined by the Board; however, in each calendar year one meeting shall be conducted in the first quarter (the Winter meeting), one meeting shall be conducted in the second quarter (the Summer meeting), and one meeting shall be conducted at either the end of the third or the beginning of the fourth quarter (the Fall meeting).

All X12 committees and their subcommittees shall conduct onsite sessions during at least one Standing Meeting per year.

The Board chair, committee chairs, and subcommittee chairs shall define a standing meeting schedule that accommodates their group's activities or workload. Task group, work group, or action group chairs shall define a standing meeting schedule that accommodates their group's activities or workload, however the overseeing subcommittee chair has final approval over the subordinate group's schedule.

5.1 Notice of Standing Meetings

All standing meetings must be timely announced. However, a standing meeting not timely announced shall be considered a valid meeting if quorum requirements are met and substantial objections are not timely registered. Objections shall be considered substantial when registered by a number of voters equal to quorum.

Notice of standing meetings shall be accomplished via general announcement at the preceding standing meeting or via email to the primary representative for each member. At a minimum, the notice shall include the date, time, and place of the standing meeting. The notice shall be given at least thirty (30) days before the standing meeting commences. Generally, notice will be given more than thirty (30) days before the standing meeting commences. Receipt of the notice does not confer voting rights for any ballot associated with the meeting. Voting eligibility is determined on the record date of the meeting.

Notwithstanding the foregoing, a member's primary representative waives notice requirements for any standing meeting when any of the member's representatives attend the meeting, except when the representative notifies the presiding chair immediately upon the start of the meeting that they are attending solely to object to the conduct of business because the meeting was not properly called or convened.

Standing meeting dates are explicitly defined and as such, standing meetings, and sessions thereof, shall not adjourn and reconvene on a date outside of the defined standing meeting dates.

5.2 Standing Meeting Participation

The Board will determine participation options for each standing meeting. The Board may require physical attendance or may authorize one or more means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating via an authorized method is deemed to be present at the meeting.

6 Interim Meetings

Interim meetings may be called by the Board chair, a committee chair, or a subcommittee chair, depending on a group's activities or workload. A task group, work group, or action group chair may call an interim meeting based on approval from the overseeing subcommittee chair.

Interim meetings may be scheduled at regular intervals or may be one-time sessions. Interim meetings generally include a single session for one group.

6.1 Notice of Interim Meetings

All interim meetings must be timely announced. However, an interim meeting not timely announced shall be considered a valid meeting if quorum requirements are met and substantial objections are not timely registered. Objections shall be considered substantial when registered by at least the number of voters equal to quorum.

Notice of interim meetings shall be accomplished via general announcement at the preceding standing meeting or via email to the group's constituents and previous attendees. At a minimum, the notice shall include the date, time, and place of the interim meeting. The notice shall be given at least seven (7) days before the interim meeting commences. Receipt of the notice does not confer voting rights for any ballot associated with the meeting.

Notwithstanding the foregoing, a member's primary representative waives notice requirements for any interim meeting when any of the member's representatives attend the meeting, except when the representative notifies the presiding chair immediately upon the start of the meeting that they are attending solely to object to the conduct of business because the meeting was not properly called or convened.

Any interim meeting may adjourn and reconvene on the same or some later date and no notice need be given of any such adjourned meeting other than by general announcement.

6.2 Interim Meeting Participation

Interim meetings are generally conducted via X12's online conferencing tools, GoToMeeting™ and GoToWebinar™, and do not require physical attendance.

7 Non-member Participation Policy

An individual not identified as a member representative of an X12 member may be authorized to participate in specific X12 meetings, sessions, events and activities as a non-member based on payment of a prescribed participation fee.

Payment of this non-member participation fee does not convey any membership rights. Non-member attendees shall not have the right to offer or second motions, offer nominations, hold office, vote on any matter, except that a non-member participant may be allowed to vote in a participant straw poll or in subordinate group ballots if permitted by the subordinate group's policies and procedures, or be afforded speaking privileges unless the non-member attendee is recognized by the presiding chair. Non-members must agree to

follow and be bound by any applicable X12 policy or procedure as a condition of participation.

Any individual who pays a non-member participation fee and within three (3) months requests, and is approved for, an X12 membership (as an individual member or under a corporate membership for the individual's employer) is eligible to request that the non-member participation fee be applied to the initial membership dues.

8 Invited Guest Policy

The Executive Director shall have authority to invite guests to a Standing Meeting as described below. An invited guest must attend the meeting in person. Invited guests shall not be charged a fee; however, such invitations shall not be used to circumvent the defined membership or non-member participation fees. Invited guests shall not be entitled to any privilege afforded member representatives, including the right to offer motions or nominations, speak in debate, or vote, regardless of any subordinate group's policies. Invited guests must agree to follow and be bound by any applicable X12 policy or procedure as a condition of attendance.

1. An individual may be invited to speak on a topic of particular interest at a corporate or committee session. The invitation shall name the date(s) or session(s) at which the invited guest is presenting or speaking. The chair presiding over the given meeting, session, event, or activity shall be responsible for mentoring the non-member at the meeting.
2. An individual whose expertise is specifically necessary for a given meeting, session, event, or activity may be invited. The invitation shall name the date(s) or session(s) at which the invited guest is providing expertise. The chair presiding over the given meeting, session, event, or activity shall be responsible for mentoring the non-member at the meeting.
3. An individual identified by a Board member as a potential partner, stakeholder, member, or participant. The invitation shall limit the date(s) or session(s) such that the invited guest is able to experience relevant X12 activities but shall not include the entire Standing Meeting period. The Board member shall be responsible for facilitating introductions and the invited guest's exposure to X12 processes, methodologies, collaborations, and offerings.

9 Participation Records and Reporting Policy

All X12 groups shall maintain detailed participation records for each convened meeting or session. Standing meeting session attendance shall be recorded using ScanTrakk or an alternative corporate attendance tool and the reports generated from the tool shall satisfy this requirement. Interim meeting attendance shall be recorded using GoToMeeting, or an alternative corporate online meeting tool and the reports generated from the tool shall

satisfy this requirement.

Member representative participation records for all meeting sessions shall be maintained by X12. Such participation tracking shall be accomplished via reporting from the corporate attendance tool and online meeting tool.

Access to and use of participation information will conform to ***Membership Policies and Procedures (CAP04)***.

10 Audio, Video, and Photography Policy

X12 strives to foster a working environment where all participants feel comfortable and confident engaging in open dialog and discussion. An important component of such an environment is a clear policy related to audio and video recordings and photographs. X12's related policies and procedures are outlined in this document.

10.1 Audio and Video Recordings

Regardless of any agreement between specific meeting attendees, there shall be no recording of any X12 meeting, session, event or activity, whether audio or video, by any party without explicit written consent obtained in advance of the recording. Consent for recording shall be considered and may be granted only when the recording is to be used to draft meeting minutes and with the condition that the recording shall be deleted upon approval of the minutes. Written consent may be requested from the Executive Director by submitting a request to meetings@x12.org.

10.2 Photography

X12 staff may take photographs at any X12 meeting, session, event or activity. Such photos may be posted on X12's website or shared via X12's social media sites and services at the discretion of the Executive Director, without explicit consent from individuals who may be visible in the photographs.

Any member representative or non-member attendee wishing to take photographs at an X12 meeting, session, event or activity must request and receive permission from the ranking X12 officer present before taking photographs. Public use of such photographs is not permitted, including sharing via any social media site or service,

without explicit written consent obtained in advance of the public use. This includes but is not limited to sharing or posting via any web site or blog, Twitter, Instagram, Facebook, Tumblr, or LinkedIn. Such written consent shall be requested from the Executive Director by submitting a request at meetings@x12.org.

11 Smoking and Vapor Policy

X12 recognizes the FDA findings of the health risks associated with tobacco use, e-cigarette use, and exposure to secondhand smoke and toxins. As such, X12 institutes the following tobacco, smoke, and vape policies based on the recommendations of the American Lung Association.

Regardless of local or venue policies, smoking of tobacco products, use of oral tobacco products, use of e-cigarettes, and use of any other electronic vapor-delivery systems shall not be permitted in any area of a venue associated with X12's organized activities. This includes meeting rooms, conference rooms, auditoriums, ballrooms, classrooms, the registration area, hallways, restrooms, and any other gathering or work areas. These restrictions apply to member representatives, non-member attendees, and staff.

12 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

Bylaws

A document that defines how an organization functions. It includes an organization's foundational rules that do not change frequently. Bylaws may be suspended only if they allow their own suspension or are in the nature of rules of order.

Chair

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

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. The group shall convene for one or more sessions during an Interim meeting.

Member

An entity that has completed an application, paid the applicable dues and been granted X12 membership for a specific period of time.

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.

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.

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.

Standing Rules

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

Rules of Order

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

X12 Board

A group of elected and ex-officio leaders who oversee the business affairs of X12.

13 Document History

Revisions to this document are effective when approved, unless a specific effective date is included in the approval.

06/20/17	V3: Revised to include meeting policy previously defined in the X12 Bylaws (CAP01) and other minor revisions.
09/22/16	V2: Revised to reflect the organization's name change, and add Invited Guest, Smoking and Vapor policies.
02/23/2016	Initial version