

**BYLAWS**

**OF**

**DATA INTERCHANGE STANDARDS  
ASSOCIATION, INC.**

**As approved on  
March 21, 2012**

## **ARTICLE I. GENERAL**

- Section 1.1. Name.
- Section 1.2. Principal Office.
- Section 1.3 Mission.

## **ARTICLE II. MEMBERSHIP**

- Section 2.1 Membership Composition.
- Section 2.2 Member Voting.

## **ARTICLE III BOARD OF DIRECTORS**

- Section 3.1. General Powers.
- Section 3.2 Board Membership
  - Section 3.2.1 Board Composition.
  - Section 3.2.2 Board Election.
  - Section 3.2.3. Ex-Officio Directors.
  - Section 3.2.4 Disclosure Agreement
- Section 3.3 Board Vacancies
  - Section 3.3.1 Resignations.
  - Section 3.3.2 Removal of Directors.
  - Section 3.3.3 Filling Board Vacancies.
- Section 3.4 Meetings of the Board of Directors
  - Section 3.4.1 Quorum and Manner of Action.
  - Section 3.4.2 Meeting Attendance Requirement.
  - Section 3.4.3 Annual Directors Meeting.
  - Section 3.4.4 Regular Directors Meetings.
  - Section 3.4.5 Special Directors Meetings.
  - Section 3.4.6 Notice of Directors Meetings.
  - Section 3.4.7 Waiver of Notice of Directors Meetings.
- Section 3.5 Board Voting.
- Section 3.6 Compensation.
- Section 3.7 Financial Records of the Association.
- Section 3.8 Association Audits.
- Section 3.9. Budget of the Association.

## **ARTICLE IV. OFFICERS OF THE ASSOCIATION**

- Section 4.1 Elected Officers of the Board of Directors.
- Section 4.2 Qualifications of Office.
- Section 4.3 Nomination for Office.
- Section 4.4 Term of Office.
- Section 4.5 Duties of Officers.
  - Section 4.5.1 Chair of the Board of Directors.
  - Section 4.5.2 Vice-Chair.

Section 4.5.3 Treasurer.  
Section 4.5.4 Secretary.

## **ARTICLE V. PRESIDENT OF THE ASSOCIATION**

Section 5.1 Appointment.  
Section 5.2 Powers and Duties of the President.

## **ARTICLE VI. STANDING COMMITTEES OF THE BOARD OF DIRECTORS**

Section 6.1 Executive Committee.  
Section 6.2 Finance Committee.  
Section 6.3 Policy and Strategy Committee.  
Section 6.4 Nominating and Awards Committee.  
Section 6.5 Creation and Dissolution of Committees.

## **ARTICLE VII. DUES AND ASSESSMENTS**

## **ARTICLE VIII. FISCAL YEAR**

## **ARTICLE IX. AMENDMENT OF BYLAWS**

## **ARTICLE X. INDEMNITY**

## **ARTICLE XI. SEAL**

## **ARTICLE XII. RULES OF ORDER**

**BYLAWS**  
**OF**  
**DATA INTERCHANGE STANDARDS ASSOCIATION, INC.**

**ARTICLE I. GENERAL**

Section 1.1. Name. The name of the Association is the Data Interchange Standards Association, Incorporated (“DISA”). “DISA” and “Association” are used interchangeably and synonymously.

Section 1.2. Principal Office. The principal office of Data Interchange Standards Association, Inc., a not-for-profit Association incorporated under Chapter 10, Title 13.1 of the Code of Virginia, 1950, as amended, shall be within the Commonwealth of Virginia or at such other place as the Board of Directors shall determine from time-to-time.

Section 1.3 Mission. DISA is chartered to serve as a management organization to support the affairs (e.g., administrative, legal, technical, marketing and financial) of the Accredited Standards Committee X12 (ASC X12) and other organizations in need of such support (“DISA Clients”).

**ARTICLE II. MEMBERSHIP**

Section 2.1 Membership Composition. The members of the Association shall be the members of ASC X12 and, by formal agreement only, those of other DISA Clients.

Section 2.2 Member Voting. An affirmative vote of more than two-thirds of the members of the Association shall be required to approve the following actions:

1. Amendment of the Articles of Incorporation;
2. Mergers, regardless of whether the Association is the surviving entity;
3. Dissolution of the Association.

Unless specified elsewhere in these bylaws, these are the only actions requiring a member vote.

**ARTICLE III BOARD OF DIRECTORS**

Section 3.1. General Powers. There shall be a Board of Directors of the Association, which shall supervise, control, and direct the affairs of the Association. The Board of Directors shall be vested with the power to determine the policies of the Association, interpret the Bylaws, appoint and remunerate its agents and employees, disburse funds of the Association, and adopt rules and regulations for the conduct of business as shall be deemed advisable. The Board of Directors may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee to the extent that such actions are not inconsistent with any applicable rule of law, the Articles of Incorporation, or Bylaws. Directors are elected in their individual capacity and not in their corporate capacity.

## Section 3.2 Board Membership

Section 3.2.1 Board Composition. The Board of Directors of the Association shall be composed of at least eight (8) and not more than twenty (20) persons, divided into two groups: elected and ex-Officio Directors. All Directors must be over the age of twenty-one (21), but need not be residents of the Commonwealth of Virginia or Members of the Association. The Board of Directors shall determine how many Director seats shall be filled at any point in time. The President of the Association shall be a non-voting member of the Board of Directors by virtue of the office.

For the purpose of tenure, elected Directors shall be divided into two groups:

Group A - Directors elected in odd-numbered years whose terms will expire at the end of the Annual Meeting of the Board of Directors in odd-numbered years.

Group B - Directors elected in even-numbered years whose terms will expire at the end of the Annual Meeting of the Board of Directors in even-numbered years.

The Board of Directors, by majority vote, may assign any elected Director to Group A or Group B, acting to insure that the numbers of Directors in each group will be approximately equal.

Section 3.2.2 Board Election. The Nominating & Awards Committee shall oversee the nomination process for the annual election of the DISA Board. The Nominating & Awards Committee shall issue a call for nominations to at least the Board of Directors and the membership of DISA Clients. Candidates may be proposed by the Nominating & Awards Committee, by another person or organization or by self-nomination during the election process. The Nominating & Awards Committee shall evaluate the proposed nominees based on such information as:

- Highlights of the nominee's professional career
- A summary of the nominee's qualifications for serving on the DISA Board of Directors
- Nominator's statement in support of the candidate's accomplishments
- Acknowledgement of nominee's employer support for obligations (financial, time) to attend Board meetings
- Confirmation from the nominee that he/she is willing to participate as a Director

The Nominating & Awards Committee shall recommend a final slate of candidates to the Board of Directors. The slate may include a combination of new and incumbent candidates to fill Board seats that are expiring. The Nominating & Awards Committee may also recommend to the Board an increase or decrease in the number of filled seats, depending on the number of qualified candidates the committee wishes to recommend.

Candidates to be Board Directors shall be elected by Board vote at the Annual Meeting of the Board of Directors. If any candidates are not approved, the Board of Directors shall ask the Nominating & Awards Committee to recommend alternative candidates to replace those who were not approved, to be considered for Board approval at a later time. When elected, incoming Director terms shall begin and outgoing Director terms shall expire.

Section 3.2.3. Ex-Officio Directors. The incumbent Chair of ASC X12 and, by formal agreement only, the chief executive officer (or designate) of other DISA clients shall be ex-officio voting members of the Board of Directors. If a person becomes an ex-officio member of the Board of Directors who is already an elected Director, the elected Director seat shall become vacant.

Section 3.2.4 Disclosure Agreement. All Board of Directors members are required to sign a **“Disclosure Agreement,”** which outlines the DISA antitrust policy, code of ethics, conflict of interest and intellectual property rights policies.

### Section 3.3 Board Vacancies

Section 3.3.1. Resignations. Any Director of the Association may resign at any time, by giving written notice to the Board of Director’s Chair or the Secretary of the Association. Such resignation shall take effect at the time specified in the notice. It shall not be necessary for the Board of Directors to accept such resignation in order to make it effective.

Section 3.3.2. Removal of Directors. Any Director may be removed at any time, with or without cause, by vote of the Board of Directors.

Section 3.3.3. Filling Board Vacancies. Except as stated below, any vacancy on the Board of Directors resulting from the death, resignation, or removal of a Director may be filled for the unexpired term upon recommendation of the Nominating and Awards Committee and by a vote of the remaining Directors. Vacancies resulting from an increase in the size of the Board of Directors shall be filled by election at the next Annual Meeting of the Board of Directors.

### Section 3.4 Meetings of the Board of Directors

Section 3.4.1. Quorum and Manner of Action. A quorum of the Board of Directors is a majority of the Directors. Attendance by a quorum of the Board of Directors is necessary to transact business at a meeting. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may recess or adjourn the meeting until a quorum is present. The Directors shall act only as a Board of Directors and individual Directors shall have no power as such.

Section 3.4.2 Meeting Attendance Requirement. Directors are expected to attend all scheduled Board meetings, either in person or by telephone or other equivalent electronic media. Any elected director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors during a single fiscal year shall automatically vacate the seat on the Board of Directors, and the vacancy shall be filled as prescribed in the Bylaws; however the Board of Directors shall consider each absence as a separate circumstance and may expressly waive the attendance requirement by Board vote.

Section 3.4.3. Annual Directors Meeting. The Board of Directors shall meet once every year for the purpose of organization, the election of Board Directors, and the transaction of other business at a time and place approved by the Board of Directors.

Section 3.4.4 Regular Directors Meetings. In addition to an Annual Directors Meeting, Regular Meetings of the Board of Directors may be held at times and places determined by the Board of Directors.

Section 3.4.5. Special Directors Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chair of the Board of Directors, the President of the Association, or by twenty-five percent (25%) or more of the Directors of the Association.

Section 3.4.6. Notice of Directors Meetings. Notice of the Annual or any Regular Meeting of the Board of Directors shall be given no less than 30 days in advance. Notice of each Special meeting shall be sent at least ten (10) days before the date on which the special meeting is to be held. Meeting notices shall be sent electronically or in writing, to each Director's electronic address, residence, or usual place of business in the Association records. Each notice shall state the time, place, and purpose of the meeting. No notice of the reconvening of any adjourned or recessed meeting need be given except as contained in the resolution or ruling directing the adjournment or recess.

Section 3.4.7. Waiver of Notice of Directors Meetings. The advance notice requirement of any meeting of the Board of Directors may be waived by approval of a majority of Directors. A Director who attends a meeting of the Board of Directors shall be deemed to have had timely and proper notice of such meeting unless the Director attends for the express purpose of objecting to the meeting (and the transaction of business) because the meeting is not lawfully called or convened.

Section 3.5 Board Voting. Unless otherwise specified in these Bylaws, all voting items require approval by a simple majority of Directors voting, excluding abstentions. The following voting items require approval of at least two-thirds of the entire Board:

1. Removal of a Director from the Board of Directors;
2. Recommendation to the Association members to amend the Articles of Incorporation, merge with another organization, or dissolve the Association;
3. Alter, amend or repeal the Bylaws or adopt new Bylaws.
4. Authorize DISA to file for bankruptcy.
5. Waive the requirement that a person serve only two consecutive terms in a single officer position.

Unless otherwise specified in these Bylaws, Board of Directors voting may be conducted at a meeting or outside a meeting via paper mail or electronic media. The number of Directors voting on an issue shall equal or exceed a quorum for such a vote to be valid.

Section 3.6. Compensation. Directors shall not receive any compensation for their services as members of the Board of Directors. The Board of Directors may, however, authorize payment by the Association of the expenses of any Director for attending to the work of the Board of Directors as needed.

Section 3.7. Financial Records of the Association. The Board of Directors may cause the financial records of the Association to be kept at such place or places in the Commonwealth of Virginia or outside the Commonwealth of Virginia unless otherwise required by law.

Section 3.8 Association Audits. The Board of Directors will determine, by an affirmative vote, when an audit of the financial records of the Association shall be performed by an independent certified public accountant who shall be recommended by the President, and approved by the Board of Directors, and who shall provide a report to the Board of Directors. The audit shall be conducted at least every two years.

Section 3.9. Budget of the Association. The Board of Directors, upon recommendation of the Finance Committee, shall approve an annual budget within which the anticipated annual operating revenues and expenses of the Association shall be established. The budget for the upcoming fiscal year shall be reviewed and approved by the Board of Directors as close to the end of the previous fiscal year as possible.

## **ARTICLE IV. OFFICERS OF THE ASSOCIATION**

Section 4.1 Elected Officers of the Board of Directors. The Directors shall elect from among their number a Chair, Vice Chair, Secretary and Treasurer at a meeting of the Board of Directors as close to the beginning of the fiscal year as possible. These officers shall constitute the Executive Committee of the Board of Directors. Any two or more offices may be held by the same person, except the Chair and Vice Chair may not be held by the same person and the Chair and Treasurer may not be held by the same person.

Section 4.2 Qualifications of Office. Any Member of the Board of Directors shall be eligible for election to any officer position, provided the member shall have served at least one (1) year as a member of the Board of Directors at any time prior to an elective term of office.

Section 4.3 Nomination for Office. Nominations for Officer positions must be received at least 30 days prior to the scheduled election, verified by DISA staff, and the names of verified nominees must be distributed to Directors at least 20 days prior to the scheduled election. Verification is accomplished when a nominee accepts the nomination to the office.

Section 4.4. Term of Office. Each elected officer shall take office immediately upon installation and shall serve a term of one (1) year or until a successor is duly elected. If nominated, an elected officer may succeed himself or herself in office for one additional one (1) year term. Upon the recommendation of the Nominating and Awards Committee, followed by a vote of of the Board of Directors, the two-term office limitation may be waived to allow an elected officer to serve one additional one (1) year term of office. In no case, may an elected officer serve more than three (3) consecutive terms in any one elected office. Each elected officer shall serve concurrently as a member of the Executive Committee.

### Section 4.5. Duties of Officers.

Section 4.5.1 Chair of the Board of Directors. The Chair of the Board of Directors shall:

- Serve as the Chair of the Board of Directors and the Executive Committee of the Board of Directors;
- Serve as an ex-officio member of all Committees, except the Nominating and Awards Committee;
- Serve, with the Association President, as a Board liaison and spokesperson to all DISA Clients and other external groups;
- Collaborate with the Association President as necessary on Association matters;
- Review, contribute and collaborate with the Association President and Treasurer, as necessary, on the budget and financial health of the Association;
- Make required appointments of standing and special committee chairs;
- Assume the duties of the Association President should that position become vacant, unless some or all of these duties have been designated to another officer, agent or



- employee;
- Perform such other duties as prescribed by the Board of Directors.

Section 4.5.2 Vice-Chair. The Vice Chair shall:

- Perform such duties as are delegated or assigned by the Chair of the Board of Directors or the Board of Directors;
- Perform the duties of the Chair of the Board of Directors in the event the Chair is unable to perform these duties;
- Serve as the Chair of the Policy and Strategy Committee.

Section 4.5.3. Treasurer. The Treasurer shall:

- Assist the Association President as needed to maintain the financial health of the Association, which includes, but is not limited to, the formulation of the budget, implementation of financial strategies, and overseeing corporate investments;
- Report on the financial condition of the Association at all meetings of the Board of Directors and at other times, as called upon by the Chair of the Board of Directors;
- Serve as the Chair of the Finance Committee.

Section 4.5.4 Secretary. The Secretary shall:

- Oversee and approve the sufficient and accurate documentation of proceedings of meetings of the Board of Directors and the Executive Committee of the Board of Directors;
- Oversee the delivery of notices and meeting minutes to Directors and Officers of the Association;
- Have all duties and responsibilities incident to the position of Secretary.

## **ARTICLE V. PRESIDENT OF THE ASSOCIATION**

Section 5.1.Appointment. The Board of Directors shall employ a salaried chief executive officer who shall have the title of President and whose term and conditions of initial employment shall be specified by the Board of Directors. The Board of Directors delegates to the Executive Committee the authority to determine the ongoing compensation and other financial arrangements of the President, and the responsibility to report such arrangements to the Board of Directors.

Section 5.2. Powers and Duties of the President. The President, as Chief Executive Officer, shall manage and direct all activities of the Association subject to the policies of the Board of Directors and through the office of the Chair of the Board of Directors. The President shall employ staff necessary to carry on the work of the Association, fix compensation and benefits of staff within the approved budget, and terminate such employment. The President shall define the duties of staff, supervise performance, establish titles, and delegate responsibilities of management as shall be in the best interests of the Association. The President shall serve without vote as an ex-officio member of the Board of Directors and the Executive Committee.

## **ARTICLE VI. STANDING COMMITTEES OF THE BOARD OF DIRECTORS**

### Section 6.1. Executive Committee.

The Executive Committee, is a standing committee of the Board of Directors, composed of the officers of the Board: Chair, Vice Chair, Treasurer and Secretary, assists the President in managing the operations of the corporation. This involves, but is not limited to, administration of contracts, financials and Board matters. The Executive Committee may act in place and stead of the Board of Directors between meetings of the Board of Directors on all matters, except those specifically reserved to the Board of Directors by the Bylaws. The Executive Board of Directors shall keep regular minutes of its proceedings and report the same to the Board of Directors at the next regular meeting of the Board of Directors.

Section 6.2 Finance Committee. The Finance Committee is a standing committee of the Board of Directors, consisting of the Treasurer and other at-large members of the Board of Directors appointed by the Chair of the Board of Directors. The Treasurer shall serve as Chair of the Finance Committee. The Committee shall counsel the Association President and the Chair of the Board on an annual budget of the Association and prepare recommendations for the Executive Committee and Board of Directors. The Committee may perform other duties as directed by the Board of Directors.

Section 6.3. Policy and Strategy Committee. The Policy and Strategy Committee is a standing committee of the Board of Directors, consisting of the Vice Chair of the Board of Directors and other at-large members of the Board appointed by the Chair of the Board of Directors. The Vice Chair shall serve as Chair of the Policy and Strategy Committee. The Committee shall counsel the President on strategic direction and business policies of the Association and prepare recommendations for the Executive Committee and Board of Directors. The Committee may perform other duties as directed by the Board of Directors.

Section. 6.4 Nominating and Awards Committee. The Nominating and Awards Committee is a standing committee of the Board of Directors, consisting of at-large members of the Board of Directors appointed by the Chair of the Board of Directors. The Chair of the Board of Directors shall appoint a Chair of the Nominating Committee to a one (1) year term at the Annual Meeting of the Board of Directors. The Committee shall oversee elections for members of the Board of Directors and shall supervise the selection process for annual DISA awards programs. The Nominating & Awards Committee may nominate a candidate to the Board of Directors whenever a vacancy occurs in the Board of Directors. The Committee may perform other duties as directed by the Board of Directors.

Section 6.5 Creation and Dissolution of Additional Committees. The Chair of the Board of Directors shall monitor the activities of the Board of Directors Committees of the Association, and shall recommend to the Board of Directors as necessary the creation, dissolution, and consolidation of committees not declared in these Bylaws.

## **ARTICLE VII. DUES AND ASSESSMENTS**

Dues, admission, subscription or management fees shall be established by the Board of Directors, in collaboration with the governance body of a DISA client. Assessments for Secretariat services provided to DISA clients will be governed by the Association President, in

conjunction with the Board of Directors.

## **ARTICLE VIII. FISCAL YEAR**

The Fiscal Year of the Association shall end on June 30<sup>th</sup> of each year.

## **ARTICLE IX. AMENDMENT OF BYLAWS**

The Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, by resolution approved by a vote of the Board of Directors. Proposed Bylaw actions shall be distributed to all Directors at least 30 days in advance of a Board meeting at which a Board vote will take place.. If a Board vote shall take place using electronic means, the ballot period shall extend at least 30 days following the date on which the proposed actions are distributed. The Board shall determine the date on which approved Bylaw actions shall be effective.

## **ARTICLE X. INDEMNITY**

Every Director, officer, employee and such others as may be specified from time to time by the Executive Committee, shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, Officer or employee of the Association, or any settlement thereof, whether the person is a Director, Officer or employee at the time such expenses are incurred, except in such cause wherein the Director, Officer or employee of the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

## **ARTICLE XI. SEAL**

The seal of the Association shall contain the name of the Association, the year the Association was formed, and such other material as the Board of Directors may prescribe or as may be required by law. The Association may use the seal by causing it or a facsimile to be affixed or impressed or reproduced in any manner.

## **ARTICLE XII. RULES OF ORDER**

The Rules contained in the current edition of ROBERT'S RULES OF ORDER, shall govern the conduct of meetings of the Board of Directors in all cause to which they are applicable, and in which they are not inconsistent with the Bylaws and any special rules the Association may adopt.