



# APPENDIX I: BYLAWS OF THE CONNECTIVITY INDUSTRY CONSORTIUM

## TABLE OF CONTENTS

**ARTICLE 1 NAME ..... 1**

**ARTICLE 2 PURPOSE, OBJECTIVES, AND APPROACH..... 1**

    2.1 PURPOSE ..... 1

    2.2 OBJECTIVES ..... 1

    2.3 APPROACH ..... 1

        2.3.1 *Methodology* ..... 1

        2.3.2 *Ownership* ..... 1

        2.3.3 *Operations* ..... 1

**ARTICLE 3 MEMBERSHIP ..... 2**

    3.1 CLASSIFICATION OF MEMBERS ..... 2

        3.1.1 *Vendor* ..... 2

        3.1.2 *Provider* ..... 2

        3.1.3 *Consultant* ..... 2

        3.1.4 *General Interest* ..... 2

        3.1.5 *Affiliate* ..... 3

    3.2 CATEGORIES OF MEMBERSHIP ..... 3

        3.2.1 *Core Vendor Membership* ..... 3

        3.2.2 *Supporting Membership Level A and Supporting Membership Level B* .... 3

        3.2.3 *Core Provider Membership* ..... 4

        3.2.4 *Evaluating Membership* ..... 5

        3.2.5 *Affiliate Membership* ..... 5

    3.3 VOTING RIGHTS OF MEMBERSHIP ..... 5

        3.3.1 *Change of Employment* ..... 6

    3.4 ESTABLISHMENT OF MEMBERSHIP ..... 6

    3.5 CONSIDERATION AND REVIEW ..... 6

    3.6 TERMINATION OF MEMBERSHIP ..... 6

        3.6.1 *Resignation* ..... 6

        3.6.2 *Non-Payment of Dues* ..... 6

        3.6.3 *Cause* ..... 6

**ARTICLE 4 DUES, FEES, AND DONATIONS ..... 7**

    4.1 DUES ..... 7

    4.2 FEES ..... 7

    4.3 DONATIONS ..... 7

**ARTICLE 5 ORGANIZATIONAL MODEL ..... 7**

    5.1 STRUCTURE OF THE CIC ..... 7



5.2 PROCESS FOR DEVELOPING AND APPROVING STANDARDS ..... 9

**ARTICLE 6 VOTING..... 9**

6.1 ELIGIBILITY TO VOTE..... 10

6.2 MAJORITY..... 10

6.3 VOTING PROCESS ..... 10

**ARTICLE 7 GOVERNANCE..... 10**

7.1 BOARD OF DIRECTORS ..... 10

    7.1.1 *Directors*..... 10

    7.1.2 *Term of Office*..... 11

    7.1.3 *Vacancies*..... 11

7.2 DUTIES AND POWERS OF THE BOARD OF DIRECTORS ..... 11

7.3 BOARD OF DIRECTORS MEETINGS..... 11

**ARTICLE 8 OFFICERS..... 12**

8.1 OFFICERS..... 12

    8.1.1 *President*..... 12

    8.1.2 *Vice-President – Chief Technical Officer*..... 12

    8.1.3 *Vice President – Secretary*..... 12

    8.1.4 *Vice-President – Treasurer* ..... 12

8.2 PRO TEM GOVERNING BODY ..... 13

8.3 ELECTION OF BOARD OF DIRECTORS ..... 13

8.4 ELECTION OF OFFICERS..... 13

8.5 TERM OF OFFICE..... 13

8.6 VACANCIES..... 13

**ARTICLE 9 APPOINTED POSITIONS..... 13**

9.1 CHAIR OF THE TECHNICAL COORDINATING COMMITTEE ..... 14

9.2 TECHNICAL SECRETARY ..... 14

9.3 OTHER APPOINTMENTS..... 14

    9.3.1 *Advisors to the Board of Directors*..... 14

9.4 ELIGIBILITY ..... 14

9.5 TERM OF OFFICE..... 14

9.6 VACANCIES..... 15

**ARTICLE 10 PROVIDER REVIEW COMMITTEE ..... 15**

10.1 PROVIDER REVIEW COMMITTEE (PRC) ..... 15

10.2 DUTIES AND POWERS ..... 15

**ARTICLE 11 TECHNICAL COMMITTEES ..... 15**

11.1 TECHNICAL COORDINATING COMMITTEE (TCC) ..... 15

11.2 TECHNICAL WORKING GROUP..... 15

    11.2.1 *Membership on Technical Committees*..... 15

    11.2.2 *Technical Committee Establishment*..... 16

    11.2.3 *Technical Committee Co-Chairs*..... 16

    11.2.4 *Technical Committee Dissolution* ..... 16

    11.2.5 *Technical Committee Balloting* ..... 16



**ARTICLE 12 ADMINISTRATIVE COMMITTEES..... 16**

12.1 GENERAL ..... 16

12.2 STANDING ADMINISTRATIVE COMMITTEES..... 16

**ARTICLE 13 CONFERENCES, MEETINGS, AND EDUCATIONAL PROGRAMS 17**

13.1 REGULAR MEETINGS..... 17

13.2 SPECIAL MEETINGS..... 17

13.3 MEETING FEES ..... 17

**ARTICLE 14 INTELLECTUAL PROPERTY POLICY ..... 17**

**ARTICLE 15 USE OF CONNECTIVITY INDUSTRY CONSORTIUM (CIC) NAME 18**

**ARTICLE 16 INDEMNIFICATION OF CORPORATE AGENTS..... 18**

16.1 PROCEEDINGS INITIATED BY OR FOR OTHERS..... 18

16.2 PROCEEDINGS INITIATED BY OR FOR THE CIC ..... 18

16.3 REVIEW OF ENTITLEMENT TO INDEMNIFICATION OR DEFENSE..... 18

16.4 EXCEPTIONS..... 19

16.5 DEFINITIONS OF TERMS ..... 19

**ARTICLE 17 STANDARDS BALLOTING PROCEDURES AT THE TECHNICAL COORDINATING COMMITTEE LEVEL ..... 19**

17.1 RECOMMENDED ACTIONS ..... 19

17.2 ISSUANCE OF TECHNICAL COORDINATING COMMITTEE LETTER BALLOT..... 20

17.2.1 *Authority*..... 20

17.2.2 *Return Date*..... 20

17.2.3 *Reason* ..... 20

17.3 VOTING REQUIREMENTS ..... 20

17.4 STATEMENTS ACCOMPANYING VOTES..... 20

17.4.1 *Affirmative Votes*..... 20

17.4.2 *Negative Votes*..... 20

17.5 NOTIFICATION OF DISCUSSION OF STATEMENTS..... 20

17.6 HANDLING OF NEGATIVE VOTES ..... 20

17.6.1 *Withdrawal*..... 20

17.6.2 *Technical Coordinating Committee Action*..... 21

17.6.3 *Motions for Handling Negative Votes*..... 21

17.6.4 *Documentation of Actions on Negative Votes*..... 21

17.7 SUBMISSION OF ITEMS FOR CIC MEMBERSHIP BALLOT ..... 21

17.7.1 *Successful Technical Coordinating Committee Balloting* ..... 21

**ARTICLE 18 STANDARDS BALLOTING PROCEDURES AT THE FULL CIC VOTING MEMBERSHIP LEVEL ..... 22**

18.1 RECOMMENDED ACTIONS ..... 22

18.2 ISSUANCE OF CIC VOTING MEMBERSHIP LETTER BALLOT..... 22

18.2.1 *Authority*..... 22

18.2.2 *Return Date*..... 22



18.2.3 Reason ..... 22

18.3 VOTING REQUIREMENTS ..... 22

18.4 STATEMENTS ACCOMPANYING VOTES ..... 22

    18.4.1 Affirmative Votes..... 22

    18.4.2 Negative Votes..... 22

18.5 NOTIFICATION OF DISCUSSION OF STATEMENTS ..... 23

18.6 NEGATIVE VOTES NOTE PREVIOUSLY CONSIDERED ..... 23

    18.6.1 Technical Coordinating Committee Review ..... 23

    18.6.2 Report of the Technical Coordinating Committee Actions on Negative  
    Votes 23

    18.6.3 Substantive Changes..... 23

18.7 NEGATIVE VOTES PREVIOUSLY CONSIDERED ..... 23

18.8 NOTIFICATION OF DISPOSITION OF NEGATIVE VOTES ..... 23

18.9 APPEAL MECHANISM..... 24

18.10 DOCUMENTATION OF ACTIONS ON NEGATIVE VOTES ..... 24

18.11 MINORITY REPORTS ..... 24

**ARTICLE 19 REVISION OF BYLAWS ..... 24**

    19.1 PETITION..... 24

    19.2 APPROVAL ..... 25

    19.3 EFFECTIVE DATE ..... 25

## **ARTICLE 1 NAME**

The name of the organization shall be Connectivity Industry Consortium, hereinafter referred to as CIC.

## **ARTICLE 2 PURPOSE, OBJECTIVES, AND APPROACH**

### **2.1 PURPOSE**

The purpose of CIC is to develop and publish standards for connecting point-of-care (POC) diagnostic devices to external data systems, such as data management workstations and Laboratory Information Systems. CIC undertakes to prepare base-level standards for connectivity and to donate the resulting standards for maintenance and further refinement to an existing, established industry standards-setting organization selected by the Consortium membership.

### **2.2 OBJECTIVES**

The objectives of CIC are to encourage the use of these standards by the healthcare community and system suppliers; to seek formal accreditation for these standards; and, generally, to promote high quality, cost-effective connectivity between POC instruments and health care information management systems in the widest variety of healthcare community environments. It is the intent of CIC to provide standards that, through their clinical, technical and economic benefits, will be requested by health care providers and universally implemented by vendors.

### **2.3 APPROACH**

#### **2.3.1 METHODOLOGY**

CIC shall develop and publish connectivity standards based upon the experience of current vendors and users, but shall not establish standards to favor the proprietary characteristics or interests of specific systems or companies. CIC shall adopt standards that offer the greatest benefits to the general healthcare community and the greatest opportunities to all systems suppliers.

#### **2.3.2 OWNERSHIP**

The information content of any standards developed under the auspices of the CIC shall be in the public domain, but the connectivity standards documents themselves or other productions thereof shall be the intellectual property of CIC. CIC expressly reserves the sole rights to publish and sell the documentation of its standards and to convey ownership of them to one or more established standards organizations in furtherance of the objectives specified in Article 2.2 herein, and shall otherwise exercise all applicable copyrights to said materials. CIC shall not discriminate in the exercise of these rights to the detriment of any individual or corporate entity.

#### **2.3.3 OPERATIONS**

CIC shall operate with funds derived from membership dues, meeting registration fees, donations, and publication fees. CIC itself is a not-for-profit enterprise and no part of the

CIC income or earnings shall accrue to the benefit of any officer, chair, participant, or contributor.

### **ARTICLE 3 MEMBERSHIP**

Membership shall be available to corporate entities active and/or interested in the field of POC data acquisition, handling (which includes communications interchange), and processing. CIC does not discriminate in membership or participation based on sex, race, creed, country of national origin or competitive status.

#### **3.1 CLASSIFICATION OF MEMBERS**

Members shall be classified and assigned to a category of membership in accordance with their self-characterization at the time dues are paid. In case of conflict or challenge, the Board of Directors shall appropriately assign the classification. This characterization shall be for the purpose of determining membership category for voting purposes relating to actions pertaining to approval or adoption of CIC standards, or any portion thereof, and on all administrative matters such as the election of a Board of Directors. The following classes of Members are defined:

##### **3.1.1 VENDOR**

A Member who represents an organization that produces or sells products or systems, which may relate to, use, or incorporate CIC standards shall be classified as a Vendor. Vendors may hold Core Vendor Membership or Supporting Membership Level A or Level B.

##### **3.1.2 PROVIDER**

A Member who purchases or uses products, systems, or services which may relate to, use, or incorporate CIC standards shall be classified as a Provider. The Provider community may include several different types of members such as hospitals, physician practices, physician group practices, academic faculty practice plans, health maintenance organizations (HMOs), preferred provider organizations (PPOs), independent practice affiliations (IPAs), utilization review (UR) companies, fiscal intermediaries, third-party administrators (TPAs), payers, peer review organizations (PROs), regulators, and government agencies. The Provider community does not include those OEM manufacturers or others who purchase products, systems or services for resale purposes and who may qualify as vendors. Providers may hold Core Provider Membership.

##### **3.1.3 CONSULTANT**

A Member who provides advice, support, and consultative services and who does not sell products or systems that relate to, use, or incorporate CIC standards may be classified as a consultant. Consultants may hold Supporting Membership Level A, Supporting Membership Level B, or Evaluating Membership.

##### **3.1.4 GENERAL INTEREST**

A Member who has a general interest in CIC but does not fit into any of the above classifications may be classified as a general interest member. General interest members

may hold Supporting Membership Level A, Supporting Membership Level B, or Evaluating Membership.

### 3.1.5 AFFILIATE

A Member who develops, provides or approves standards that may be relevant to those proposed by CIC may be classified as an affiliate and may hold an Affiliate Membership.

## 3.2 CATEGORIES OF MEMBERSHIP

Five categories of membership are made available in CIC to address the interests of corporate entities. These categories vary in the obligations (e.g. funding, skilled resources, commitments) required for membership and in the associated privileges (e.g. voting rights). The obligations and privileges of each category of membership, as referenced in the Organization Plan, are defined in the following sections and are summarized in the chart in Appendix II.

### 3.2.1 CORE VENDOR MEMBERSHIP

#### 3.2.1.1 ELIGIBILITY

Core Vendor Membership in the CIC requires that the Member be classified as a Vendor as specified in 3.1.1. Additionally, the Member must agree to the obligations of Core Vendor Membership as described below.

#### 3.2.1.2 OBLIGATIONS

The Core Vendor Member is required to contribute funding as specified in the Organization Plan. The Member is also required to provide skilled resources to participate in the technical committees and support the development of the standards. These resource commitments are described in the Organization Plan. It is expected that the Member will offer to make available, if requested, the necessary devices, programs and people to participate in a pilot trial of the standards. Since the objective of the CIC is to provide standards that will be beneficial to both providers and vendors, Members are encouraged to consider the CIC standards as a preferred option for inclusion in their products.

#### 3.2.1.3 PRIVILEGES

The Core Vendor Member is eligible to serve on the elected Board of Directors and as an officer of the Consortium. The Member is also eligible to participate in the Technical Coordinating Committee and to vote in that Committee as well as in general ballots of the CIC. Early access to information regarding the proposed standards is available to the Member.

### 3.2.2 SUPPORTING MEMBERSHIP LEVEL A AND SUPPORTING MEMBERSHIP LEVEL B

#### 3.2.2.1 ELIGIBILITY

Supporting Membership in the CIC requires that the Member be classified as a Vendor, a Consultant, or a General Interest member as specified in 3.1. The member's total 1998 revenues determine qualification for membership in Supporting Membership Level A (medium-sized companies) or Level B (small companies). Companies with more than \$3M (US) revenues in 1998 are classified as Supporting Level A members. Companies

with less than \$3M (US) revenue are considered Supporting Level B members. The Member must agree to the obligations of Supporting Membership as described below.

#### 3.2.2.2 OBLIGATIONS

The Supporting Member is required to contribute funding as specified in the Organization Plan. The Member may, if desired, provide skilled resources to participate in the technical committees and support the development of the standards. The Member may offer to make available, if requested, the necessary devices, programs and people to participate in a pilot trial of the standards. Since the objective of the CIC is to provide standards that will be beneficial to both providers and vendors, Members are encouraged to consider the CIC standards as a preferred option for inclusion in their products.

#### 3.2.2.3 PRIVILEGES

The Supporting Member is entitled to participate in the technical committees. Each Member is also eligible to vote in general ballots of the CIC. If appointed by the Board of Directors to the chair of a technical committee, the Member also has membership and voting rights in the Technical Coordinating Committee. Early access to information regarding the proposed standards is available to the Member.

### 3.2.3 CORE PROVIDER MEMBERSHIP

#### 3.2.3.1 ELIGIBILITY

Core Provider Membership in the CIC requires that the Member be classified as a Provider as specified in 3.1. The Member must agree to the obligations of Core Provider Membership as described below.

#### 3.2.3.2 OBLIGATIONS

The Core Provider Member is not required to contribute funding, but is required to provide skilled resources to participate in the Provider Review Committee. In this capacity, the Member will support the development of the standards by defining user requirements and reviewing the proposed standards. The Member may also participate in the technical committees. If appointed chair of a technical committee by the Board of Directors, the Member also has membership and voting rights in the Technical Coordinating Committee. The Member is expected to offer to make available, if requested, the necessary devices, programs and people to participate in a pilot trial of the standards. Since the objective of the CIC is to provide standards that will be beneficial to both providers and vendors, Members are encouraged to consider the CIC standards as a preferred option for inclusion in purchase orders for POC products.

#### 3.2.3.3 PRIVILEGES

The Core Provider Member is entitled to participate in the Provider Review Committee and to vote in that Committee. Since the Provider Review Committee has the right to approve or reject standards proposed by the Technical Coordinating Committee, no additional voting rights in general ballots of the CIC are available to the Core Provider Member. The Member may participate in the technical committees. Early access to information regarding the proposed standards is available to the Member.



### 3.2.4 EVALUATING MEMBERSHIP

#### 3.2.4.1 ELIGIBILITY

Evaluating Membership in the CIC requires that the Member be classified as Consultant Member as specified in 3.1.3, or a General Interest Member as specified in 3.1.4. The Evaluating Membership allows interested parties such as consulting organizations to be informed of the work of the CIC.

#### 3.2.4.2 OBLIGATIONS

The Evaluating Member is required to contribute funding as specified in the Organization Plan, but has no other obligations.

#### 3.2.4.3 PRIVILEGES

Evaluating Members do not have voting rights in general ballots. However, if appointed by the Board of Directors to the chair of a technical committee, the Member has membership and voting rights in the Technical Coordinating Committee. Early access to information regarding the proposed standards is available to the Member.

### 3.2.5 AFFILIATE MEMBERSHIP

#### 3.2.5.1 ELIGIBILITY

Affiliate Membership in the CIC requires that the Member be classified as an Affiliate as specified in 3.1.5. The Affiliate Membership allows interested standards-setting organizations to be informed of the work of CIC.

#### 3.2.5.2 OBLIGATIONS

Affiliate Members are not required to contribute any funding and have no other obligations. Affiliate Members may provide skilled resources to participate in the technical committees and support the development of the standards, but they are not required to do so.

#### 3.2.5.3 PRIVILEGES

Affiliate Members do not have voting rights in general ballots. However, if appointed by the Board of Directors to the chair of a technical committee, the Member has membership and voting rights in the Technical Coordinating Committee. Affiliate Members receive early access to all Consortium information regarding the proposed standards.

### 3.3 VOTING RIGHTS OF MEMBERSHIP

Each Member designates one regular voting representative. This representative shall be responsible for the interests of the Member in matters requiring balloting. The number of ballots of each voting representative shall depend on the category of membership of that Member. The Member may designate other representatives to work on committees of the CIC, but these representatives shall not have voting rights. The Member may authorize the participation of one or more alternates who, subject to reasonable notice and positive identification, may participate and cast ballots in place of its regular voting representative.

### 3.3.1 CHANGE OF EMPLOYMENT

Change of employment of a designated voting representative shall be declared promptly and immediately rescinds the voting rights of that representative. The Member that designated that representative shall be responsible for confirming the continuing designation of that representative, or designating a new representative.

### 3.4 ESTABLISHMENT OF MEMBERSHIP

Membership shall become effective upon execution and acceptance by the Board of Directors of the membership agreement and payment of the designated dues. The Board of Directors shall create and administer a procedure that shall ensure that no undue financial barriers exist to membership in CIC.

Membership is open and membership agreements must be submitted prior to the designated launch date of the Consortium. After that date, members may be enrolled only upon a 2/3 vote of the Board of Directors. The Board of Directors will determine the obligations and privileges for any such members. The category of membership assigned to a member at the inception of the Consortium, or at the effective date of membership, is fixed for the lifetime of the Consortium unless otherwise determined by the Board of Directors.

### 3.5 CONSIDERATION AND REVIEW

Members dissatisfied with their classifications or categories of membership may request that the Board of Directors change their classification.

### 3.6 TERMINATION OF MEMBERSHIP

#### 3.6.1 RESIGNATION

A membership may be terminated at any time by submitting a letter of resignation on Member letterhead to the President. Dues shall not be refunded upon resignation.

#### 3.6.2 NON-PAYMENT OF DUES

CIC may terminate a membership because of non-payment of dues following a 60-day grace period during which the Member and designated representatives shall receive CIC mailings and documents but not participate in CIC meetings. Notification of the initiation of the 60-day grace period shall be sent to the Member.

#### 3.6.3 CAUSE

The Board of Directors may suspend or expel any Member or designated representative for cause after giving such Member a hearing. Any Member or representative suspended or expelled may be reinstated by the Board of Directors. A simple majority vote by the Board of Directors members present and voting shall prevail for such actions. Dues shall not be refunded or collected.

## **ARTICLE 4 DUES, FEES, AND DONATIONS**

### **4.1 DUES**

The Board of Directors shall annually determine the dues to be charged each category and classification of membership. Any changes to dues during the year shall be determined by the Board of Directors. All dues paid to CIC shall become the property of CIC and be used to fund operations based on an annual budget and plan approved by the Board of Directors. If funds remain upon dissolution of CIC, such funds shall be distributed proportionally to the members, based on the initial funding contribution.

### **4.2 FEES**

The Board of Directors shall determine the fees to be charged for meetings, publications, and other services CIC may provide. All fees collected shall become the property of CIC.

### **4.3 DONATIONS**

Any funds or property donated to further the work of CIC shall become the property of CIC, but shall be used for the purpose designated by the donor. Acceptance of donations shall require prior approval of the Board of Directors. With the permission of the President, property may be loaned to the CIC for testing purposes.

## **ARTICLE 5 ORGANIZATIONAL MODEL**

### **5.1 STRUCTURE OF THE CIC**

Figure 1 shows an overview of the structure of the CIC. The Consortium's organization can be broken down into five blocks: a Board of Directors, an Executive Staff, a Provider Review Committee, the Technical Coordinating Committee, and Technical Committees.

#### **5.1.1 BOARD OF DIRECTORS**

The CIC shall be governed by the Board of Directors, comprised of 5 Directors from the Core Vendor Membership, plus the President of the CIC and the Chair of the Provider Review Committee (PRC). The 5 Directors shall elect the President from the general membership, and the Core Provider Members shall elect one of their members as the Chair of the PRC. Officers of the CIC shall be elected by the Board to support the President and share the duties of that office. The Board shall be responsible for ensuring that the CIC fulfills its mission and adheres to these Bylaws.

#### **5.1.2 EXECUTIVE STAFF**

The officers elected by the Board from the general membership shall include the Vice-President Chief Technical Officer, Vice-President Secretary, and Vice-President Treasurer. These officers and the President constitute the Executive Staff. The President, with support from the Vice-Presidents, shall oversee the operation and performance of the CIC. The VP Chief Technical Officer shall serve as the Chair of the Technical Coordinating Committee and shall be responsible for the development of the standards. The VP Secretary shall manage communications with the membership and maintain the records of the organization. The VP Treasurer shall control the financial records,

verifying their accuracy and approving appropriate expenditures. The President shall ensure the development and implementation of a plan to transfer the standards to a standards organization when the mission of the CIC has been fulfilled.

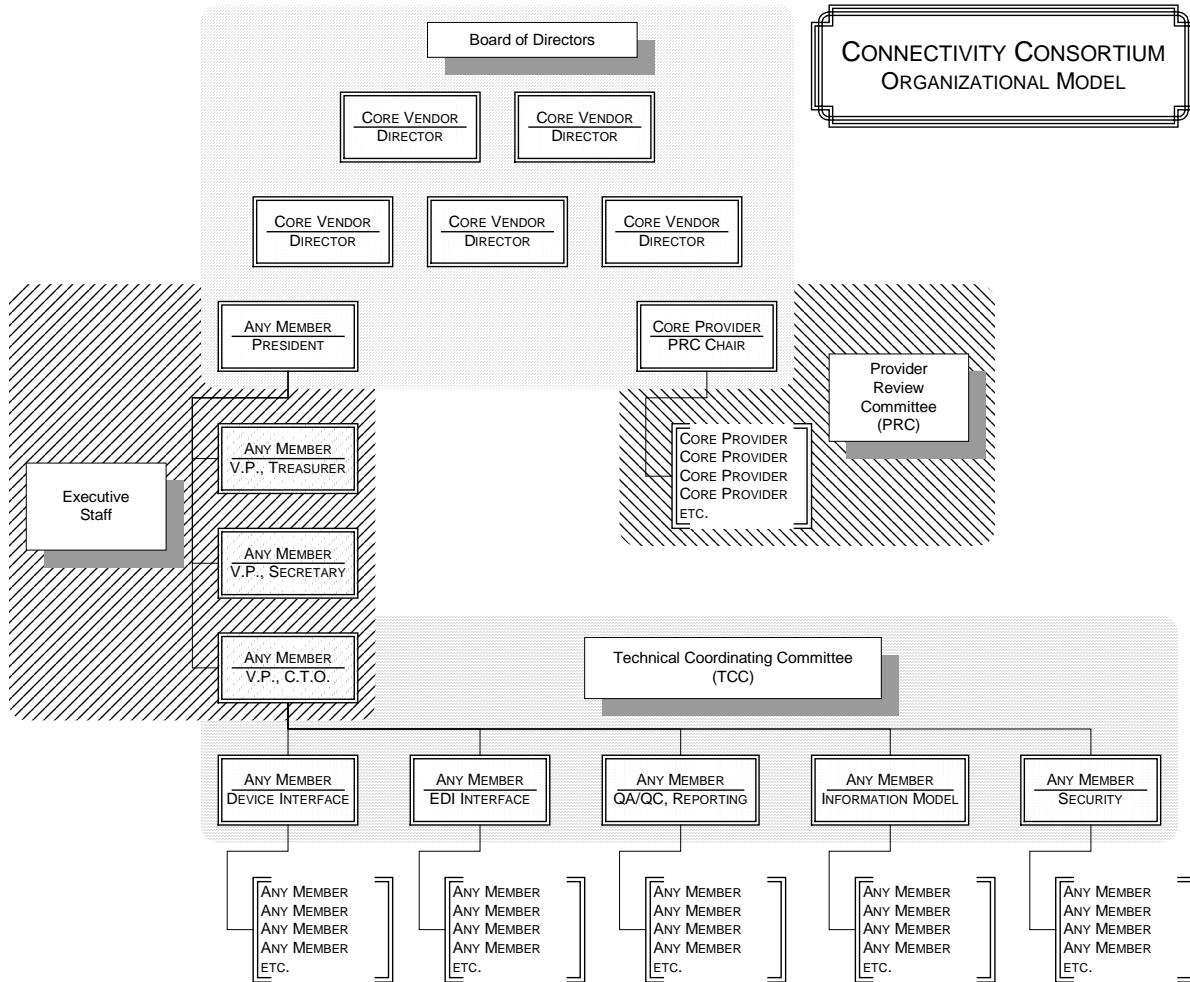


Figure 1: Overview of CIC Organization

5.1.3 PROVIDER REVIEW COMMITTEE

The Provider Review Committee (PRC) shall be composed of the Core Provider Members. This Committee shall establish requirements for the standards to be developed, and shall review and approve the proposed standards. The Chair of the PRC shall be a member of the Board of Directors.

5.1.4 TECHNICAL COORDINATING COMMITTEE

The Technical Coordinating Committee (TCC) shall include the Chair of the TCC, elected by the Board of Directors as the Chief Technical Officer, plus the co-chair of each of the technical committees. It shall be open to any Core Vendor Member who wishes to participate. The TCC shall establish and manage overall guidelines and schedules for development of the standards, and shall define the architecture governing the standards. It shall conduct ballots for voting on the proposed standards by the TCC and the CIC.

5.1.5 TECHNICAL COMMITTEES

The Board of Directors shall appoint co-chairs to lead the technical committees. Each technical committee shall be responsible for the development, under direction of the Chair of the Technical Coordinating Committee, of standards in its assigned area. Any member of the CIC may designate representatives to be working participants in the technical committees. Each technical committee shall recommend standards developed in its committee to the TCC for adoption by the CIC.

5.2 PROCESS FOR DEVELOPING AND APPROVING STANDARDS

5.2.1 DEVELOPING STANDARDS

The Provider Review Committee (PRC), together with the Technical Coordinating Committee (TCC), shall establish requirements and priorities for the standards to be developed. The TCC shall define the overall architecture and functional specifications for these standards. The TCC shall establish schedules and delegate a technical committee to develop each standard.

Each technical committee shall design a development plan and assign responsibility for sections of the plan to committee members. The members of each committee shall work primarily through email and telephone communications and shall deliver their finished work to their respective committee chair for consolidation. After approval by two-thirds of the voting members of the committee, with each member exercising the number of votes assigned to the category of membership of the member, the proposed standard shall be submitted to the TCC.

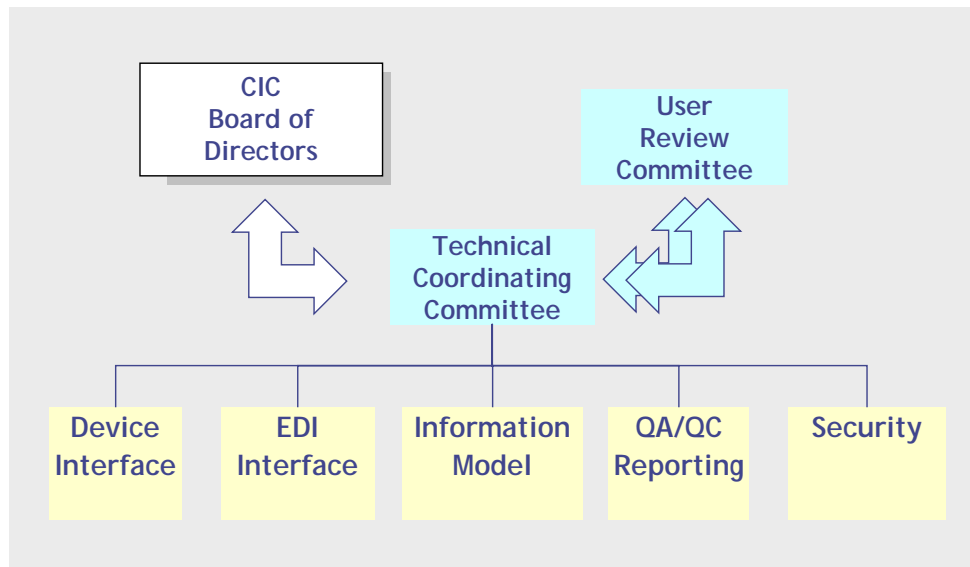


Figure 2: CIC Decision and Process Flow

5.2.2 APPROVING STANDARDS

The TCC shall verify that the proposed standard fulfills the requirements and is compatible with other standards. The TCC shall vote on the proposed standard with a single vote per member. Approval of the proposed standard shall require a two-thirds vote of the TCC members returning ballots. If approved, the proposed standard shall be submitted to the PRC.

The PRC shall conduct a vote by its members on the proposed standard. Each member shall have a single vote. If the standard is approved by a majority of the voting members, the PRC shall recommend to the TCC that the proposed standard be referred for voting by the CIC. If rejected by the PRC, the proposed standard shall be returned for reconsideration to the TCC, with the reasons for the rejection.

If a proposed standard shall be referred for voting by the CIC, the TCC shall schedule a ballot of the general membership of the CIC. The Chair of the TCC shall be responsible for managing the voting process and reporting the results to the Board of Directors. Each voting member shall be entitled to the number of votes assigned to the category of membership of that member. Approval of the standard shall require a two-thirds vote of the voting members.

A detailed description of the voting process may be found in Appendix I, Article 16 and Article 17.

Voting

### **5.3 ELIGIBILITY TO VOTE**

Only designated voting representatives of Members in good standing and present in assembly, except as otherwise specifically provided in the Bylaws, shall have the right to vote. Each designated voting representative shall have as many votes as are assigned by the Board of Directors to the category of membership of the Member for the purpose of voting on accepting or rejecting standards proposed by ballot.

### **5.4 MAJORITY**

All matters, except as otherwise specifically provided in the Bylaws, shall be settled by simple majority of designated voting representatives of Members in good standing. References to 'days' in these Bylaws shall refer to calendar days. All assemblies shall be preceded by a 21-day written notice to Members in good standing.

### **5.5 VOTING PROCESS**

Details on the voting process for approving or rejecting proposed standards are provided in Appendix I, Article 16 and Article 17.

## **ARTICLE 6 GOVERNANCE**

### **6.1 BOARD OF DIRECTORS**

The Board of Directors shall govern the Organization and shall determine from time to time the responsibilities and authority of the Officers.

#### **6.1.1 DIRECTORS**

The Board of Directors of CIC shall consist of five elected Directors and the Chair of the Provider Review Committee elected by that Committee, plus a President appointed by the Board. The elected Directors shall be representatives of the Core Vendor Members.

### 6.1.2 TERM OF OFFICE

The term of office for Directors is the lesser of the lifetime of the CIC, or two years. All Officers and Directors shall take office on the first day following the election.

### 6.1.3 VACANCIES

Unscheduled vacancies on the Board of Directors may be filled by the Board of Directors until the next regular election, at which time the designated voting representatives of the Members shall elect a Director to fill the position for the duration of the vacant term of office.

## 6.2 DUTIES AND POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall:

- a) adopt policies and procedures governing CIC.
- b) employ or contract for administrative and technical personnel as the Board may consider necessary to support the activities of CIC, and on such terms and conditions as it may deem advisable.
- c) approve the President's appointments of Chairs of Administrative Committees.
- d) establish a budget annually.
- e) create advisory groups and councils as necessary to fulfill liaison with other organizations; and to approve the President's appointments of representatives to those organizations.
- f) report to the membership regarding committee activities, financial status, and such matters as are necessary and advisable.
- g) exercise its legal and constituted authority and responsibility in the direction and conduct of the affairs of CIC in order to promote and attain the objectives of the Organization.
- h) engage in such business activities as may be in furtherance of CIC's charitable, scientific, literary and educational purposes including, but not limited to, the entering of contracts, the pursuit of grants, the purchase and sale of real and personal property, and the transacting of all other affairs of CIC not otherwise provided.

## 6.3 BOARD OF DIRECTORS MEETINGS

A quorum for conducting official business at a meeting of the Board of Directors shall be a majority of its voting members. The Board of Directors shall hold at least two meetings per year, one of which shall occur at the time of the annual Membership Business Meeting. The Board of Directors shall be presented with and approve the annual budget for the succeeding year. Other meetings of the Board of Directors may be held at the call of the President, or upon petition by three (3) voting Members of the Board.

Any action required by law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all members of the Board of Directors entitled to vote in respect to the subject matter

thereof. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document filed.

Any or all Board of Directors members may participate in a meeting of the Board of Directors or a committee of the Board of Directors by means of a conference telephone call or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

## **ARTICLE 7 OFFICERS**

### **7.1 OFFICERS**

The CIC Officers shall be a President and three Vice-Presidents with the roles of Treasurer, Secretary, and Chief Technical Officer. The Chief Technical Officer serves as the Chair of the Technical Coordinating Committee.

#### **7.1.1 PRESIDENT**

The President shall be the principal officer of CIC. The President shall preside at all meetings of the Board of Directors, the Plenary and Business Meetings of the Membership, and manage liaison or affiliations with other organizations. In the absence of the President, the Vice-President – Chief Technical Officer or the Vice-President - Secretary shall preside. The President shall be a member, ex officio, without vote, on all Administrative and Ad Hoc Committees and on the Technical Coordinating Committee.

#### **7.1.2 VICE-PRESIDENT – CHIEF TECHNICAL OFFICER**

The Chief Technical Officer shall assume the duties of the President in the absence of that person. The Chief Technical Officer shall assist the President and develop the operating plan for the following year. The Chief Technical Officer shall be a member, ex officio, without vote, on all Administrative and Ad Hoc Committees and shall be the Chair of the Technical Coordinating Committee.

#### **7.1.3 VICE PRESIDENT – SECRETARY**

The Secretary, under the direction of the Board of Directors, shall accomplish or cause to be accomplished, the following tasks: record and publish meeting minutes; create and distribute meeting notices; create, distribute, and tally votes; publish meeting agendas; maintain a list of membership, and any other records required by law. The Secretary shall ensure that notices of meetings, minutes and drafts of proposed standards are sent to the ANSI for publication. The Secretary shall provide or oversee the provision of general administrative support for the Board of Directors. In the absence of the Secretary, the presiding officer of the meeting may appoint an Acting Secretary.

#### **7.1.4 VICE-PRESIDENT – TREASURER**

The Treasurer shall establish orderly mechanisms for the collection of fees, dues, and assessments, and the distribution of moneys owed. The Treasurer shall prepare, or cause to be prepared, all financial reports, subject to procedures defined in these Bylaws, presented to the Board of Directors and to the membership. The Treasurer shall employ, or cause to be employed, a certified public accountant to review or audit the records and financial statements when and as required by the Board of Directors. The CIC Treasurer



shall qualify for a fidelity bond procured by the Board of Directors. The Treasurer shall have the responsibility to pay all dues to other organizations in a timely manner.

## **7.2 PRO TEM GOVERNING BODY**

During the formation of the CIC, Agilent Technologies (Hewlett-Packard), with support from interested providers and vendors, has sponsored the organizational meetings. This group will continue to act as a pro tem Governing Body until the election and installation of the elected CIC Board of Directors.

## **7.3 ELECTION OF BOARD OF DIRECTORS**

The Core Vendor Members shall nominate a slate of at least ten (10) candidates for the five (5) elected Director positions for Vendors. For this initial election of the Board of Directors, the pro-tem Governing Committee shall send official ballots by email to the membership at least 14 days prior to the first meeting of the Board of Directors. These ballots shall allow a single vote per member and shall have provision for write-in votes. Allowing at least 10 days from the date of the original mailing for the return of ballots, the pro-tem Governing Committee shall tally the returned ballots. The five candidates with the most votes from the Vendor nominees shall be deemed elected to the Board of Directors. The pro tem Governing Committee shall be responsible for announcing the results of the election to the membership.

## **7.4 ELECTION OF OFFICERS**

The Board of Directors shall nominate and elect the CIC officers. Each Director is entitled to a single vote, and the election shall be by a simple majority of the voting Directors.

## **7.5 TERM OF OFFICE**

The term of office for elected officers shall coincide with the Membership Duration. All officers shall serve for a period of the lesser of the lifetime of the CIC or two years.

## **7.6 VACANCIES**

Vacancies may occur in Director positions through written resignation, through written notice of incapacitation, through the missing of two consecutive Board of Directors meetings without approved extenuating circumstances, or through forfeiture of membership for non-payment of dues or cause. Vacancy of the office of President shall be filled by succession of the current Vice-President - Chief Technical Officer to the office of President; if there is no current Chief Technical Officer, the Board of Directors shall nominate and elect a President to serve for the remainder of the two-year term.

## **ARTICLE 8 APPOINTED POSITIONS**

The Board of Directors shall fill the following positions by appointment and any others deemed necessary:

## **8.1 CHAIR OF THE TECHNICAL COORDINATING COMMITTEE**

The Chair of the Technical Committee appointed by the Directors shall be a non-affiliated and non-partisan individual, to the degree possible. This Chair also serves as the Vice-President - Chief Technical Officer. The Chair shall manage operations of the individual technical committees, which collectively shall be known as the Technical Working Group. The Chair shall insure the impartial handling of substantive and procedural complaints regarding any action or inaction as related to the production of CIC standards. The Chair shall have responsibility for insuring that the balloting of any CIC standard is carried out in accordance with CIC Bylaws. The Chair shall insure that prompt consideration shall be given to proposals made for developing new standards or revising or withdrawing existing standards when appropriate. The Chair shall have the responsibility for any official interpretation of the CIC standards. The Chair shall preside over meetings of the Technical Coordinating Committee and shall be the Vice-President - Chief Technical Officer of CIC.

## **8.2 TECHNICAL SECRETARY**

The Technical Secretary shall assist the Chair of the Technical Coordinating Committee and shall record and publish minutes of the individual technical committees, collectively known as the Technical Working Group and of the Technical Coordinating Committee. The Technical Secretary shall insure that records are prepared and maintained to provide evidence of compliance with the procedures set forth in these Bylaws. Records shall be maintained for a period of five (5) years after the approval of a new standard and the revision, re-affirmation, or withdrawal of an existing standard.

## **8.3 OTHER APPOINTMENTS**

The President, with the approval of the Board of Directors, may appoint other official positions as necessary (for example, appointment of representatives to other organizations).

### **8.3.1 ADVISORS TO THE BOARD OF DIRECTORS**

The Board of Directors may select persons or organizations to act as advisors to the Board. Any member organization could be tapped to serve as such an Advisor (e.g. the AACC Point of Care Division, Industrial Liaison Committee – chaired by Emery Stephans). Also, any individual from an organization that is a member in good standing of the Consortium could serve as an Advisor to the Board (e.g. Dr. Dirk Boecker).

## **8.4 ELIGIBILITY**

Only designated voting representatives of Members in good standing shall be eligible to serve in an appointed position.

## **8.5 TERM OF OFFICE**

The term of office for these appointed positions shall be for the lesser of the lifetime of the CIC or two years and shall coincide with the period served by the President of the Board of Directors.

## **8.6 VACANCIES**

Vacancies may occur in appointed positions through written resignation, written notice of incapacitation, the missing of two consecutive meetings without extenuating circumstances, or forfeiture of membership for non-payment of dues or cause. Vacancies shall be filled promptly by appointment of the Board of Directors.

## **ARTICLE 9 PROVIDER REVIEW COMMITTEE**

### **9.1 PROVIDER REVIEW COMMITTEE (PRC)**

A Provider Review Committee shall be established consisting of all Core Provider Members. The Chair of the Provider Review Committee shall be elected by a simple majority vote of all voting members of the Committee. The Chair of the Provider Review Committee shall be a member of the Board of Directors and shall represent the Core Providers on that Board.

### **9.2 DUTIES AND POWERS**

The Provider Review Committee shall:

- a) Establish requirements and priorities for the CIC standards to be developed.
- b) Review the standards recommended by the Technical Coordinating Committee and consult with that Committee to ensure the standards meet specified requirements.
- c) Review the recommended standards and approve, by a 2/3 vote of the voting members, their submission to the Board of Directors to schedule a final vote.

## **ARTICLE 10 TECHNICAL COMMITTEES**

### **10.1 TECHNICAL COORDINATING COMMITTEE (TCC)**

A Technical Coordinating Committee shall be established consisting of the Chair, the Technical Secretary, and each of the Technical Committee co-chairs. Core Vendor Members may also be members of this Committee. It is the responsibility of this committee to forward standards for approval after the technical development is complete. The CIC President shall be an ex officio member of this Committee.

### **10.2 TECHNICAL WORKING GROUP**

The Technical Working Group is the name that shall be given to those activities related to the production and use of the CIC standards. The Technical Working Group consists of the set of individual Technical Committees that has been approved by the Technical Coordinating Committee and is focused on particular CIC standards issues and areas.

#### **10.2.1 MEMBERSHIP ON TECHNICAL COMMITTEES**

Members shall have the opportunity to declare themselves working participants in the technical committees and to designate technical representatives to these committees.

#### 10.2.2 TECHNICAL COMMITTEE ESTABLISHMENT

The original technical committees shall be established by the pro tem Governing Body. Co-chairs of these technical committees shall be appointed by the Board of Directors and shall become members of the Technical Coordinating Committee. Establishment of a new Technical Committee shall take place when such a recommendation is made by five (5) designated voting representatives petitioning the Technical Coordinating Committee, followed by an affirmative vote of the Technical Coordinating Committee and Board of Directors. The Board of Directors shall appoint a Technical Committee co-chair who shall also become a member of the Technical Coordinating Committee.

#### 10.2.3 TECHNICAL COMMITTEE CO-CHAIRS

A Technical Committee Co-chair shall have the responsibility for the conduct of the Technical Committee in the development of the CIC standards in the designated area. A Technical Committee Co-chair shall have the responsibility for insuring that the section of the CIC standards for which their Technical Committee is responsible is properly balloted in accordance with these Bylaws, that all negative votes are properly addressed, and that all procedures are appropriately followed. Documentation shall be retained showing the handling of all negative votes.

#### 10.2.4 TECHNICAL COMMITTEE DISSOLUTION

If recommended by the Chair of the Technical Coordinating Committee or when the objectives of a Technical Committee have been achieved, the Board of Directors shall consider dissolving the Technical Committee and assigning standards maintenance responsibility to another Technical Committee.

#### 10.2.5 TECHNICAL COMMITTEE BALLOTING

After the development of a standard, the committee shall vote on submission of the standard to the Technical Coordinating Committee for approval and forwarding to the Provider Review Committee. Each member of the committee so designated as the voting representative shall vote the number of votes allocated for their membership category and the ballot is determined by simple majority of votes.

### **ARTICLE 11 ADMINISTRATIVE COMMITTEES**

#### **11.1 GENERAL**

All Standing Administrative Committee Chairs shall be appointed by the Board of Directors and shall serve concurrently with the President of the Board of Directors. The appointment of other committee members may be delegated to the committee chair if the committee membership is not specified elsewhere in the Bylaws.

#### **11.2 STANDING ADMINISTRATIVE COMMITTEES**

Standing Administrative Committees may include: Finance Committee, Implementation Committee, Education Committee, International Committee, Membership Committee, and Nomination Committee, as deemed necessary by the Board of Directors. The Chair of each Standing Administrative Committee shall, with the approval of the Board of Directors, be appointed by the President to serve for the lesser of the lifetime of CIC or

two (2) years. The Chair and all members of each standing committee shall be representatives of Members of CIC in good standing. The Committee Chair, with the approval of the Board of Directors, shall appoint members of all Committees, except the Nominating Committee. The Board of Directors may from time to time create and dissolve special committees to assist the Board. These committees may include but are not limited to committees concerned with public relations, meeting management, publications, education, and demonstrations of the CIC standards in practice.

## **ARTICLE 12 CONFERENCES, MEETINGS, AND EDUCATIONAL PROGRAMS**

### **12.1 REGULAR MEETINGS**

CIC shall hold a minimum of one Business Meeting per year, which shall be attended by the officers and members of the Board of Directors, with 30-day minimum notice of requested attendance to the membership. Technical Working Group meetings, plenary conferences, and educational sessions shall be scheduled as desired.

### **12.2 SPECIAL MEETINGS**

Special business meetings may be held on 21 days written notice to the appropriate membership. Special Technical Committee meetings may be held at the discretion of Technical Committee members, subject to the proviso that actions taken in a special meeting that bind the Technical Committee shall be communicated to all committee members and comments shall be solicited.

### **12.3 MEETING FEES**

It is intended that membership dues will cover all costs of meetings, except for individual travel. In the case of extraordinary meeting expenses, or for non-members allowed to attend meetings, registration fees may be charged for Technical Working Group meetings, plenary conferences, and educational sessions. The Board of Directors will determine the need and schedule for such extraordinary meeting fees.

## **ARTICLE 13 INTELLECTUAL PROPERTY POLICY**

Any member proposing the incorporation into a CIC standard of content in which the member claims or may claim intellectual property rights shall, prior to any CIC or Committee action on the proposal, provide the President with either:

- a) written assurance that a license will be made available without compensation to all applicants desiring to utilize the license for the purpose of implementing the standard;
- b) written assurance that a license will be made available to all applicants under reasonable, nondiscriminatory terms and conditions.

In the latter event, the member shall furnish to the President the terms and conditions of the proposed license, and the President shall obtain their review by CIC counsel, prior to any balloting on a proposed standard containing the content in question.

## **ARTICLE 14 USE OF CONNECTIVITY INDUSTRY CONSORTIUM (CIC) NAME**

Use of the CIC name or stationery without prior written consent of the Board is prohibited. CIC stationery shall be used by Officers, Board of Directors members, appointed committee chairmen, and staff for authorized business and projects exclusively. Upon completion of official terms of office, Officers, Board of Directors members, and appointed committee chairmen shall discontinue the use of CIC stationery immediately. The same rule applies to contracted staff upon termination of appointment to CIC.

## **ARTICLE 15 INDEMNIFICATION OF CORPORATE AGENTS**

### **15.1 PROCEEDINGS INITIATED BY OR FOR OTHERS**

CIC may indemnify and defend a corporate agent against the agent's expenses and liabilities in connection with any proceeding involving the corporate agent because the agent is or was a corporate agent, other than a proceeding by or in the right of CIC, provided that:

- a) The corporate agent acted in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interest of CIC; or
- b) With respect to any criminal proceeding, the corporate agent had no reasonable cause to believe the conduct was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the corporate agent did not meet the applicable level of conduct set forth herein.

### **15.2 PROCEEDINGS INITIATED BY OR FOR THE CIC**

CIC may indemnify and defend a corporate agent against the agent's expense in connection with any proceeding by or in the right of CIC to procure a judgment in its favor which involves the corporate agent by reason of being or having been the corporate agent, if the corporate agent acted in good faith and in a manner which the corporate agent reasonably believed to be in or not opposed to the best interests of CIC. However, in the proceeding no indemnification shall be provided in respect of any claim, issue, or matter as to which the corporate agent was liable to CIC, unless and only to the extent that the Superior Court or the court in which the proceeding was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, the corporate agent is fairly and reasonably entitled to indemnity of those expenses as the Superior Court or the other court shall deem proper.

### **15.3 REVIEW OF ENTITLEMENT TO INDEMNIFICATION OR DEFENSE**

Any indemnification or defense under 15.1, and unless ordered by a court, under 15.2, may be made by the corporation only as authorized in a specific case upon a determination that indemnification or defense is proper in the circumstances because the corporate agent met the applicable level of conduct set forth in 15.1 or 15.2. The determination shall be made at the determination of the Board:

- a) By the Board of Directors or a committee thereof, at a meeting at which is present a quorum, determined without including persons who were parties to or otherwise involved in the proceeding, acting by a majority vote of persons who were not parties to or otherwise involved in the proceeding;
- b) By independent legal counsel, in a written opinion as may be directed by a majority vote of the disinterested persons at a meeting of the Board of Directors or committee, without the necessity of the presence of a quorum. The Board of Directors shall designate the independent legal counsel.

#### **15.4 EXCEPTIONS**

No indemnification shall be made to or on behalf of a corporate agent if a judgment or other final adjudication adverse to the corporate agent established that his acts or omissions (1) were in breach of his duty of loyalty to CIC or its member, (2) were not in good faith or involved a knowing violations of law, or (3) resulted in receipt by the corporate agent of an improper personal benefit.

#### **15.5 DEFINITIONS OF TERMS**

As used herein:

- "Corporate agent" means any one who is or was an officer, employee, agent, meeting participant who is eligible to vote, or member of CIC or of any constituent corporation absorbed by CIC in a consolidation or merger; and any person who is or was a trustee, officer, employee, or agent of any other enterprise, serving as such at the request of CIC, or of the constituent corporation; or the legal representative of the trustee, officer, employee, or agent;
- "Other enterprise" means any domestic corporation, foreign corporation, or corporate business entity, other than CIC, or any employee benefit plan or trust;
- "Expenses" means reasonable costs, disbursements, and counsel fees;
- "Liabilities" means amounts paid or incurred in satisfaction of settlements, judgments, fines, and penalties;
- "Proceeding" means any pending, threatened, or completed civil, criminal, administrative, or arbitative action, suit, or proceeding, and any appeal therein, and any inquiry or investigation which could lead to the action, suit, or proceeding.

### **ARTICLE 16 STANDARDS BALLOTING PROCEDURES AT THE TECHNICAL COORDINATING COMMITTEE LEVEL**

#### **16.1 RECOMMENDED ACTIONS**

Prompt consideration shall be given to proposals made for developing new or revising existing CIC standards. Recommendations regarding any such proposal shall be approved by a majority vote of the Technical Coordinating Committee. Whenever possible, email shall be the chosen form of distribution for Technical Coordinating Committee communications, and the response date should be no longer than 15 days.

## **16.2 ISSUANCE OF TECHNICAL COORDINATING COMMITTEE LETTER BALLOT**

### **16.2.1 AUTHORITY**

The Technical Coordinating Committee chair or the chair's designee is authorized to initiate and conduct a Technical Coordinating Committee letter ballot. A ballot may also be authorized by a motion passed by a simple majority at a Technical Coordinating Committee meeting.

### **16.2.2 RETURN DATE**

The ballot shall indicate a return date, which shall not be less than 10 days after the date of distribution.

### **16.2.3 REASON**

The ballot should contain a statement providing the reason for balloting each item. A copy of the ballot shall be sent to the Technical Chair or designated representative.

## **16.3 VOTING REQUIREMENTS**

An affirmative vote of at least two-thirds of the combined affirmative and negative votes cast by the Technical Coordinating Committee members is required, with not less than 60% of the active voting members returning ballots.

## **16.4 STATEMENTS ACCOMPANYING VOTES**

### **16.4.1 AFFIRMATIVE VOTES**

All written statements accompanying affirmative votes shall be considered.

### **16.4.2 NEGATIVE VOTES**

#### **16.4.2.1 REQUIRED STATEMENTS**

Negative votes shall be accompanied by a written statement. Any negative vote that is not accompanied by a written statement shall be recorded as an abstention and need not be considered further.

#### **16.4.2.2 FORM OF STATEMENTS**

Statements accompanying negative votes should be submitted on a separate sheet(s) from the ballot and should clearly reference the particular ballot item(s) to which it pertains.

## **16.5 NOTIFICATION OF DISCUSSION OF STATEMENTS**

The negative voter, and indeed all Technical Coordinating Committee members, shall be notified of the time and place where the negative votes shall be considered. Such notification may be included in the Technical Coordinating Committee ballot, meeting agenda, or by other appropriate means.

## **16.6 HANDLING OF NEGATIVE VOTES**

### **16.6.1 WITHDRAWAL**

A negative vote may be withdrawn by the negative voter at any time.



#### 16.6.2 TECHNICAL COORDINATING COMMITTEE ACTION

Negative votes received on a Technical Coordinating Committee ballot shall be acted upon either (1) at a meeting of the Technical Coordinating Committee, or (2) by letter ballot of the Technical Coordinating Committee. When action is taken at a Technical Coordinating Committee meeting, it is recommended that the written statement accompanying a negative vote be available to Technical Coordinating Committee members in attendance prior to an action on that negative vote. If the negative vote is submitted to a Technical Coordinating Committee letter ballot for disposition, the written statement accompanying each negative vote and the reasons for recommending that the negative vote be found not persuasive or not related shall be included in the ballot.

#### 16.6.3 MOTIONS FOR HANDLING NEGATIVE VOTES

##### 16.6.3.1 GENERAL

All motions for handling negative votes shall include an explanation of the reasons for the action.

##### 16.6.3.2 NOT RELATED

A motion or letter ballot to find a negative vote not related to the item being balloted requires an affirmative vote of at least two-thirds of the combined affirmative and negative votes cast by the voting members of the Technical Coordinating Committee on the action. Negative votes found to be not related shall be recorded as an abstention. The Technical Coordinating Committee shall treat the unrelated negative as an item of new business. Furthermore, each negative balloter shall be advised of the disposition of the objections and the reasons therefore.

##### 16.6.3.3 NOT PERSUASIVE

A motion or letter ballot to find a negative vote not persuasive, at a meeting or by letter ballot, requires an affirmative vote of at least two-thirds of the combined affirmative and negative votes cast by the voting members of the Technical Coordinating Committee on the action. If this action fails, the balloted item that was the subject of the negative vote is withdrawn from the ballot.

##### 16.6.3.4 WITHDRAWAL OF BALLOT ITEM

An item may be withdrawn from the ballot if the Technical Coordinating Committee taking action does not offer a not persuasive or not related motion, and there is consensus that the negative vote is persuasive.

#### 16.6.4 DOCUMENTATION OF ACTIONS ON NEGATIVE VOTES

Actions on all negative votes including the vote record and accompanying Technical Coordinating Committee reasons shall be recorded in the Technical Coordinating Committee minutes. The negative voters shall be notified of these actions.

### **16.7 SUBMISSION OF ITEMS FOR CIC MEMBERSHIP BALLOT**

#### 16.7.1 SUCCESSFUL TECHNICAL COORDINATING COMMITTEE BALLOTING

When an item has been successfully balloted, the Technical Coordinating Committee shall submit the item to the Technical Chair for approval by the Provider Review

Committee prior to balloting by the full CIC voting membership. The submission shall include: (1) the numerical results of the Technical Coordinating Committee letter ballot; (2) the statements accompanying negative ballots; and (3) the disposition of all negative votes including reasons. The submission should also contain an explanation of the item being balloted.

## **ARTICLE 17 STANDARDS BALLOTING PROCEDURES AT THE FULL CIC VOTING MEMBERSHIP LEVEL**

### **17.1 RECOMMENDED ACTIONS**

Recommendations for all actions pertaining to approval or adoption of CIC standards, or any portion thereof, shall be approved by the full CIC voting membership by letter ballot. The full CIC voting membership, defined as those designated voting representatives of Members who have requested a voting status, serves to define a quorum. Whenever possible, email shall be the chosen form of distribution for CIC communications, and the response date should be no longer than 15 days.

### **17.2 ISSUANCE OF CIC VOTING MEMBERSHIP LETTER BALLOT**

#### **17.2.1 AUTHORITY**

The Technical Coordinating Committee Chair is authorized to initiate and conduct a full CIC voting membership letter ballot on each item that has been approved in accordance with the requirements of Article 16.

#### **17.2.2 RETURN DATE**

The letter ballot shall indicate a return date, which shall not be less than 15 days after the date of mailing.

#### **17.2.3 REASON**

The full CIC voting membership letter ballot shall include the information required in 16.7.

### **17.3 VOTING REQUIREMENTS**

An affirmative vote of at least two-thirds of the combined affirmative and negative votes cast by voting members is required.

### **17.4 STATEMENTS ACCOMPANYING VOTES**

#### **17.4.1 AFFIRMATIVE VOTES**

All written statements accompanying affirmative votes shall be considered.

#### **17.4.2 NEGATIVE VOTES**

##### **17.4.2.1 REQUIRED STATEMENTS**

Negative votes shall be accompanied by a written statement. Any negative vote that is not accompanied by a written statement shall be recorded as an abstention and need not be considered further.

#### 17.4.2.2 FORM OF STATEMENTS

Statements accompanying negative votes should be submitted on a separate sheet(s) from the letter ballot and should clearly reference the particular ballot item(s) to which it pertains.

#### 17.5 NOTIFICATION OF DISCUSSION OF STATEMENTS

The negative voter, and indeed all CIC members, shall be notified of the time and place where the negative votes shall be considered. Such notification may be included in the full CIC voting membership letter ballot, meeting agenda, or by other appropriate means.

#### 17.6 NEGATIVE VOTES NOTE PREVIOUSLY CONSIDERED

##### 17.6.1 TECHNICAL COORDINATING COMMITTEE REVIEW

Negative votes received on full CIC voting membership letter ballots shall be first considered in accordance with 16.6 by the Technical Coordinating Committee that initiated the ballot item, and then by the full CIC voting membership as specified below:

##### 17.6.2 REPORT OF THE TECHNICAL COORDINATING COMMITTEE ACTIONS ON NEGATIVE VOTES

When the Technical Coordinating Committee has declared a negative vote to be not persuasive or not related, this action shall be reported to the full CIC voting membership together with a record of the vote and the reason for the action taken by the Technical Coordinating Committee. Acceptance of the Technical Coordinating Committee recommendation by the full CIC voting membership requires an affirmative vote of at least two-thirds of the combined affirmative and negative votes cast, by full CIC voting membership letter ballot.

##### 17.6.3 SUBSTANTIVE CHANGES

If substantive changes are to be made, the revised document shall be rebaloted at all levels.

#### 17.7 NEGATIVE VOTES PREVIOUSLY CONSIDERED

When a negative vote on a full CIC voting membership letter ballot raises the same reasons as those contained in a full CIC voting membership negative vote previously considered and found not persuasive or not related by the Technical Coordinating Committee, and upheld by the full CIC voting membership, the Technical Coordinating Committee chair may recommend that further consideration of the negative vote is not required. Provided that all voting requirements specified in 17.3 have been met and that the procedures described in 17.5 through 17.6.3 have been followed, the Technical Chair may submit the ballot item to the full CIC voting membership. The required documentation includes (1) the statement accompanying the negative vote; (2) consideration given by the Technical Coordinating Committee; and (3) the Technical Coordinating Committee's and full CIC voting membership's votes on the action.

#### 17.8 NOTIFICATION OF DISPOSITION OF NEGATIVE VOTES

In all cases, the negative voters and public review commenters shall be notified by the Technical Secretary as to the disposition of their negative votes or comments.

### **17.9 APPEAL MECHANISM**

Any negative voter or public review commenter whose negative vote or comment has been found not persuasive by the vote of a technical committee at a meeting, and then upheld by the vote of the full CIC voting membership at a meeting, shall be notified in writing of their right to appeal and may request in writing a confirming letter ballot of the Technical Coordinating Committee. This request shall be made to the Technical Chair within 15 days after notification of the disposition of the negative (see 17.8).

The Technical Coordinating Committee chair shall promptly prepare a Technical Coordinating Committee ballot. Approval requires an affirmative vote of at least two-thirds of the combined affirmative and negative votes cast by voting members with no minimum percent return requirement, to confirm the Technical Coordinating Committee's action. A letter explaining the circumstances of the request shall accompany the letter ballot. This letter ballot shall be conducted by the Technical Secretary.

Upon completion of this Technical Coordinating Committee ballot with the required affirmative vote count, the item may proceed. If the ballot fails, the negative vote is considered to be persuasive, and the item is withdrawn from ballot. Ballot results shall be furnished to the Technical Chair and Technical Coordinating Committee chair and to the President. In case of an appeal of decisions on negative votes, the Board of Directors shall appoint an appropriate neutral party to consider the appeal.

### **17.10 DOCUMENTATION OF ACTIONS ON NEGATIVE VOTES**

A statement of the reason(s) for the action(s) taken on negative votes and a record of the vote shall be recorded by the Technical Secretary in the Technical Coordinating Committee minutes.

### **17.11 MINORITY REPORTS**

Members of the Technical Coordinating Committee or of the full CIC voting membership agreeing with the negative voter(s) shall have the right to submit a minority report to the Technical Chair for consideration by the full CIC voting membership when the negative vote is acted upon.

## **ARTICLE 18 REVISION OF BYLAWS**

The Board of Directors shall convene an ad hoc committee to review the Bylaws periodically. The Bylaws may be altered or amended by satisfying all of the following requirements:

### **18.1 PETITION**

A petition containing the specific language of change recommended shall be signed by at least five designated voting representatives of Corporate Members in good standing and submitted to the Secretary.

## **18.2 APPROVAL**

Within 30 days of the receipt by the Secretary of a proper petition, the recommended changes shall be circulated by mail to the full CIC membership by the Secretary in the form of a written ballot. Allowing exactly 15 days from the date of the original distribution for the return of ballots, the Secretary shall tally the returned ballots. The petition shall be deemed approved upon receiving an affirmative vote of at least two-thirds of all designated voting representatives of Corporate Members in good standing voting on the issue.

## **18.3 EFFECTIVE DATE**

Altered or amended Bylaws shall become effective immediately upon approval unless otherwise specifically provided in the petition.

## APPENDIX II - MEMBERSHIP CATEGORIES, OBLIGATIONS AND PRIVILEGES

Table 1: Membership Categories, Obligations and Privileges

Membership Category <sup>1</sup>	Examples	Obligations					Privileges				
		Financial Support	Skilled Resources	Pilot Trials	Put Standard in Product	Put Standard in Orders	Board of Directors Eligibility	TCC <sup>2</sup> Vote	PRC <sup>3</sup> Vote	CIC Vote	Early Access to Information
<b>Core Vendor</b>	Major Suppliers	\$50,000	Yes	Negotiable	Preferred Option	N/A	Yes	Yes	N/A	Yes	Yes
<b>Core Provider</b>	Health Systems Major Hospitals	0\$	Yes	Negotiable	N/A	Preferred Option	Yes	If appointed	Yes	No	Yes
<b>Supporting Member Level A</b>	Medium Size Companies	\$10,000	Optional	Optional	Preferred Option	N/A	No	If appointed	N/A	Yes	Yes
<b>Level B</b>	Small <sup>4</sup> Companies	\$5,000	Optional	Optional	Preferred Option	N/A	No	If appointed	N/A	Yes	Yes
<b>Evaluating Member</b>	Consultants, Organizations w/o commercial POC presence	\$5,000	Optional	No	No	No	No	No	No	No	Yes
<b>Affiliates<sup>5</sup></b>	Standards Organization	\$0	Optional	No	No	No	No	No	No	No	Yes

<sup>1</sup> Corporations only, since the CIC is a Consortium

<sup>2</sup> Technical Coordinating Committee

<sup>3</sup> Provider Review Committee

<sup>4</sup> Companies with 1998 revenues under \$3 million

<sup>5</sup> Open meetings; anyone may attend (no obligations, no privileges)

## APPENDIX III - CIC BUDGET PROJECTION

The following budget estimates are based on input from several sources: Hewlett-Packard's experience with the Andover Working Group, the four-year budget of the NCCLS Area Committee on Automation, Agilent Technologies' experience with the CIC to date, and input from potential CIC members.

<u>CIC Budget Estimates</u>		<u>Item</u>	<u>Qty.</u>	<u>Total</u>
<b>Direct Costs</b>				
Consortium General Meetings				
Event Planning	8,000	2		16,000
Location Expenses	12,000	2		24,000
Exhibit Booth	10,000	2		20,000
TCC Meetings				
Event Planning	4,000	4		16,000
Location Expenses	4,000	4		16,000
TCC Conference Calls	250	10		2,500
Technical Committee Meetings	4,500	10		45,000
Technical Committee Conference Calls	250	220		55,000
Web Site Development				20,000
Development & Documentation Tools				20,000
Transfer to Standards Body				10,000
Publication/Distribution Costs				10,000
<b>Sub-Total Direct Costs</b>				<b>254,500</b>
<b>Overhead Expenses</b>				
Communications				
Special communications	2,000	4		8,000
Web site updates	2,000	10		20,000
Press Releases	5,000	4		20,000
Pilot Expenses (HW, custom SW)	40,000	2		80,000
Non-Profit Incorporation				
Legal Fees				4,000
Filing Fees				6,000
Accounting Fees				2,000
Temporary Help	35,000	2		70,000
General Printing				5,000
Office Supplies				1,000
Telephone				2,000
Postage	300	10		3,000
<b>Sub-Total Overhead Expenses</b>				<b>221,000</b>
<b>Provision for Unforeseen Expenses (20%)</b>				<b>95,100</b>
<b>Total Expense</b>				<b>570,600</b>

As specified in Appendix I, Section 4.1, any funds remaining upon dissolution of CIC shall be refunded to the membership, based on the initial funding contribution.