

## The Diabetes Initiative of South Carolina Board

### CHARTER

The Diabetes Initiative of South Carolina Board hereinafter referred to as the DSC Board was established in June 1994 by the South Carolina Legislature. Title 44 of the 1976 code was amended by adding Chapter 39: Diabetes Initiative of South Carolina. Sections 44-39-10, 44-39-20, and 44-39-30 refer to the DSC Board; Section 44-39-40 refers to the Diabetes Center of Excellence at the Medical University of South Carolina; and Section 44-39-50 refers to the Diabetes Outreach Council.

### BYLAWS

#### Article I: Name and Objects

##### Section 1 Name

The name of the organization is the Diabetes Initiative of South Carolina Board, hereinafter also referred to as DSC Board. The purpose of the organization is to establish a statewide program of education, surveillance, clinical research, and translation of new diabetes treatment methods to serve the needs of South Carolina residents who have diabetes mellitus.

##### Section 2 Objects

The objects are: annual assessment of the efforts of diabetes mellitus in South Carolina and the status of education, clinical research and translation of new diabetes treatment methods in South Carolina; submission of an annual report to the Governor and General Assembly; oversight of the Center of Excellence Advisory Council, the Diabetes Outreach Council, and the Diabetes Surveillance Council.

#### Article II: The DSC Board

##### Section I Appointment and Election of Members

The DSC Board will consist of officials of the state government of South Carolina, of organizations in the state of South Carolina or their designees, representatives appointed by the President of the Medical University of South Carolina, and advisory and honorary members elected by the DSC Board.

##### Subsection a. Appointment by virtue of office: the incumbent or a designee

President of the Medical University of South Carolina

Dean of the University of South Carolina College of Medicine

Director of the Department of Health and Environmental Control

Director of the State Department of Health and Human Services

President of the South Carolina Medical Association

Vice President, Southeast Division of the American Diabetes Association (2 slots – 1 voting & 1 Advisory)

President of the American Association of Diabetes Educators

President of the South Carolina Academy of Family Physicians

Head of the Office of Minority Health in the Department of Health and Environmental Control

Governor of the South Carolina Chapter of the American College of Physicians

Representative of the Governor's office, to be appointed by the Governor

February 24, 1998  
October 18, 2006  
December 22, 2009

Chair of the Division of Endocrinology at MUSC

President of the South Carolina Hospital Association

**Subsection b. Members appointed by the President of MUSC**

Five representatives are appointed by the President of the Medical University of South Carolina. Two must be from the general public and one each from the Centers of Excellence Council, the Outreach Council, and the Surveillance Council. All these persons must be knowledgeable about diabetes and its complications.

**Subsection c. Members Elected by the DSC Board**

Up to 5 members who are from organizations with strong interests in diabetes may be appointed by the Chairman of the Board upon a majority vote of the Board.

**Subsection d. Advisory Members**

Advisory members may be elected as non voting members by the vote of a majority of the DSC Board. These members, not to exceed 5 in number, will bring special expertise to the Board in defined areas related to diabetes.

**Subsection e. Honorary Members**

Honorary members may be elected by the vote of a majority of the Board. Honorary membership carries the right to attend meetings and to speak, but not to make motions or vote.

**Subsection f. General Membership**

General members may be elected by the vote of a majority of the Board. General members will have served at least one prior term on the Board of Directors. General membership carries the right to attend meetings and to speak, but not to make motions or vote.

**Subsection g. Removal of Members**

If a member is absent without an approved excuse from 2 quarterly meetings over a 12 month calendar year, the chairperson can dismiss the member after the action of a majority of the Board. The Chairperson would then request that a new member be appointed by the appropriate entity to fill the unexpired term.

**Section II Membership**

**Subsection a. Terms of Membership**

Terms of membership on the DSC Board are to be 3 years. In those organizations with an annual turnover of the official listed in Article II, Section 1, Subsection a, membership is subject to annual review and approval by the new officer. When a vacancy occurs on the Board, the position must be filled for the remainder of the expired term in the manner of the original appointment. Upon expiration of a member's term, that member may be reappointed in the manner of the original appointment based upon the recommendations of the Nominating Committee.

**Subsection b. Compensation of Members**

There is no monetary compensation for serving on the Board. A member of the board not employed by the State or a political subdivision of the State must receive per diem subsistence, and mileage as provided by law for members of state boards, commissions, and committees while engaged in the work of the board.

**Article III Officers**

**Section 1 Election**

The officers at the DSC Board shall be a Chair, Vice Chairperson, Secretary, and Treasurer, elected by the Board from its voting members every three years.

## Section 2 Duties of the Chair

The Chairperson shall

- Serve as Chairperson at Board Meetings
- Appoint Committees and Task forces of the Board
- Schedule quarterly meetings of the DSC Board and
- Decide whether additional meetings of the DSC Board are necessary and schedule them.
- Make up the agenda of DSC Board according to Roberts' Rules of order (Revised)
- Represent the Board to other organizations when requested
- Approve and circulate minutes at Board meetings to Board members
- Oversee the preparation of the Annual Report and Budget
- Serve as a member ex officio of the Center of Excellence Council, the Outreach Council, the Surveillance Council, and all committees or task forces of the DSC Board
- Supervise the clerical and secretarial support services provided by the Medical University of South Carolina
- Approve per diem, subsistence and mileage payments to DSC Board members.
- Dismiss members from the Board, if appropriate provisions of the Bylaws apply, and request the appointment of their replacements.

## Section 3 Duties of the Vice Chair

The Vice Chairperson shall, in the absence of the Chairperson, preside at meetings of the DSC Board.

In the event of resignation or removal of the Chairperson from the DSC Board, the Vice Chairperson shall become the acting chairperson until a new Chair is elected.

## Section 4 Duties of the Secretary

The Secretary shall be responsible for ensuring that accurate minutes are taken of all meetings and are distributed prior to subsequent meetings. The Secretary shall make a report of the minutes at each board meeting. The Secretary may perform other duties relevant to the office of the Secretary or assigned by the Board Chair

## Section 5 Duties of the Treasurer

The Treasurer shall work with the staff of DSC to ensure that accurate financial records of the Board are maintained. A Treasurer's report shall be reported to the Board on a semi-annual basis and an annual proposed budget presented for adoption to the Board at the first Board meeting following receipt of the annual budget allocation from the SC Legislature and MUSC.

## Section 6 Removal and Replacement of Officers

### Subsection a. Removal from Office

Discussion of the need to replace the Chairperson or Vice Chairperson of the Board should take place at a regularly scheduled meeting. A vote for removal of an officer would require a 2/3 majority of the total voting membership and would be for a specified cause.

### Subsection b. Replacement

In the event that the Chairperson, Vice Chairperson, Secretary or Treasurer resigns or is removed from the DSC Board, an election to replace him/her will take place at the next scheduled DSC Board meeting. The new incumbent of the office will serve the remainder of the unexpired term.

#### Article IV The DSC Board

The duties and responsibilities of the DSC Board are to:

- (a.) Meet quarterly, or more often if Board meetings are called by the Chair.
- (b.) Annually assess the effects of diabetes mellitus in South Carolina, and the status of education, clinical research, and translation of new treatment methods in South Carolina.
- (c.) Provide broad policy recommendations and direction for addressing identified needs; this will include development of a long range plan and establishment of a systematic process for categorizing and selecting priorities for the DSC Board.
- (d.) Oversee all operations of the Center of Excellence and its Council, the Surveillance Council, the Diabetes Outreach Council, and other Councils as may be established by the Board, including:
  - Review and approve long range plans
  - Set annual priorities for the Center and Councils
  - Review and approve annual budgets
  - Monitor progress (quarterly) by reviewing reports from the Center and Councils
  - Review annual reports.
- (e.) Develop annual plans and budget requests to support the programs and services needed to reduce the burden of diabetes in South Carolina.
- (f.) Develop, review, and approve proposals for funding of the Diabetes Initiative from extramural sources.
- (g.) Submit an annual report to the General Assembly, the Governor, and other interested individuals and organizations.

The action of a majority of the voting members of the Board present at a meeting in which a quorum is present is considered an action of the Board.

#### Article V Meetings

##### Section 1 Schedule

The Board shall meet quarterly at times and location scheduled by the Chair at the beginning of each fiscal year and at additional called meetings scheduled by the Chair.

##### Section 2 Quorum

A majority of the Board's voting members (consisting of  $\frac{1}{2} + 1$  voting members, including the Chairperson) constitutes a quorum. Proxy votes are allowed for excused absences. The member must notify the Board staff of his/her proxy prior to the meeting or may submit a written proxy to be presented at the meeting. Issue specific proxies will be accepted if provided to the Chair (or his/her designee) prior to the meeting.

#### Article VI The Diabetes Center of Excellence

A Diabetes Center of Excellence is established at the Medical University of South Carolina to develop and implement programs of professional education, specialized care and clinical research in diabetes mellitus and its complications in accordance with priorities established by the DSC Board. An annual report must be submitted to the DSC Board.

Center of Excellence Council (Advisory Committee) appointed by the President of the Medical University of South Carolina shall review the programs of the Center, assist in the development of proposals for extramural funding of the Center, and shall prepare an annual report and budget proposal for submission to the DSC

Board for review, approval, and inclusion in reports and budget proposals submitted by the Board to the Governor and the General Assembly. Criteria for certification of other Centers of Excellence are pending.

#### Article VII The Diabetes Outreach Council

The Diabetes Outreach Council is coordinated by the Medical University of South Carolina, in collaboration with the Southeast Division of the American Diabetes Association, and the SC DHEC Diabetes Control Program, to coordinate public awareness and education efforts related to diabetes mellitus and its complications in accordance with priorities established by the DSC Board. An annual report must be submitted to the DSC Board.

The Diabetes Outreach Council includes three members appointed by the President of MUSC, a member from the Southeast Division of the American Diabetes Association, one member from the SC DHEC Diabetes Control Program, and other members appointed by the Board Chairman to assist in outreach efforts to meet the needs of persons with diabetes mellitus. Diabetes programs with statewide reach or programs funded by the Outreach Council and DSC are encouraged to nominate a representative to attend and participate in Outreach Council meetings. The Council shall review the programs related to outreach, assist in the development of proposals for extramural funding, and shall prepare an annual report and budget proposal for submission to the DSC Board for review, approval and inclusion in reports and budget proposals submitted by the Board to the Governor and the General Assembly.

#### Article VIII The Surveillance Council

The Surveillance Council is coordinated by the Medical University of South Carolina, in collaboration with the SC Department of Health and Environmental Control to develop and implement a system of surveillance to document the burden of diabetes, its consequences and major complications in all ethnic groups in accordance with priorities established by the DSC Board. An annual report must be submitted to the DSC Board.

The Surveillance Council, with three members appointed by the President of the Medical University of South Carolina, one member appointed by the Commissioner of SC Department of Health and Environmental Control, and others appointed by the Chairman of the Board of DSC, shall review the surveillance information documenting the burden of diabetes, its consequences and major complications in all ethnic groups, assist in the development of proposals for extramural funding, and shall prepare an annual report on the burden of diabetes, along with a budget proposal for submission to the DSC Board for review, approval, and inclusion in reports and budget proposals submitted by the Board to the Governor and the General Assembly.

#### Article IX Other Councils

The Board may approve, by 2/3 majority vote, the formation of additional Councils by the Chairperson.

#### Article X Affiliate Partnerships

DSC may provide special Affiliate Partnership recognition to certain facilities for unusual efforts or results, sustained high levels of quality care, or adherence to certain standards of care that ultimately raise the level of medical care provided to citizens with diabetes.

#### Article XI Standing Committees of the DSC Board

##### Executive Committee

The Committee will consist of the Officers and Council Chairpersons

- be chaired by the Board Chairperson
- act on the Board's behalf, as necessary, between Board meetings,

- report on actions and recommendations at Board meetings, from all related sources, and
- consider and report on issues as directed by the Board.

There shall be five other Standing Committees appointed annually by the Chair from all categories of the DSC Board membership. The Board Chairperson shall serve as a member ex officio member of each standing committee.

#### Finance Committee

The Committee will

- be chaired by the Treasurer
- review the annual budget and make recommendations to the Board for ongoing support.

#### Long Range Planning

The Committee will

- develop a 5 year long range plan for the Diabetes Initiative of South Carolina,
- establish priorities of the plan,
- report on progress of the plan on a yearly basis to the DSC Board.

#### Legislative Action Committee

The Committee will

- develop a plan for legislative action in South Carolina to address the needs of people with diabetes and those working for diabetes;
- present the plan to the DSC Board for discussion, priority setting, and approval;
- implement the plan, as directed by the Board;
- evaluate the results annually, and report to Board.

#### Bylaws Committee

The Committee will

- review the Bylaws annually to assure that DSC Board policies and procedures are consistent with the Bylaws
- review proposed amendments to be submitted to the Board for approval.

#### Nominating Committee

The Board Chairperson appoints the Chair of the Nominating Committee. Members of the Committee are appointed by the Nominating Committee Chair.

The Committee will

- designate and review members for positions on the Board of Directors and Committees.

### Article XI Records

Minutes of DSC Board meetings and other records shall be kept, subject to the state of South Carolina retention policies, at the Diabetes Center of Excellence at the Medical University of South Carolina.

### Article XII Amendments

Every proposal to amend these Bylaws shall be e-mailed or posted to the members of the DSC Board not less than thirty (30) days before the next scheduled meeting of the Board. An amendment will become part of these bylaws if more than 75% of those members attending a meeting at which a quorum is present vote affirmatively.

### Article XIII Dissolution of the DSC Board

In the event of the dissolution of the organization, the Board shall cause the assets of the Board of the Diabetes Initiative to be applied and distributed as follows: a) All liabilities of the board of the Diabetes Initiative shall be paid, or adequate provision shall be made for payment, b) Assets held by the Board upon a condition which occurs by reason of the dissolution shall be returned or conveyed in accordance with such requirements; and c) All of the remaining assets of the Board shall be conveyed to the Board of Trustees of

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the Medical University of South Carolina or its successors, or distribute pursuant to Section 33-31-150 of the South Carolina Code of Laws 1976.