

CHARTER FOR  
BETA CELL FOUNDATION  
ADVISORY COMMITTEE

Article 1.

Definitions

Section 1.01 Name. The Committee shall be called the “Advisory Committee.”

Article 2.

Purpose and Scope of Work

Section 2.01 Creation. It is authorized by the Board of Directors and will serve at the pleasure of the governing body.

Section 2.02 Purpose. The Advisory Committee is created as a standing committee for the purpose of working with Beta Cell Foundation Board of Directors (the “Board”). The Advisory Committee shall limit its activities to advising on matters that directly concern the agency programs and fundraising efforts. The Advisory Committee shall have no legal responsibilities and is formed to give advice and recommendations to the board and management. It cannot compel the Board or staff to act on its recommendations or feedback.

Section 2.03 Scope of Work. The Advisory Committee shall:

- review applications for grants and determine the most suitable considerations including, but not limited to, cost, creativity, potential impact, and area served;
- provide input, skills and knowledge towards specific projects;
- sign a conflict of interest disclosure and waiver statements; and
- serve as a non-political advocate for the organization.

Article 3.

Exclusions

Section 3.01 Decision Making. Advisory Committee members shall have no power to make decisions about the organization. They cannot outline rules for how the organization operates, give employees instructions, or give directives to the Board of Directors or management.

Section 3.02 Spokesperson. Advisory Committee members shall not speak on behalf of the organization. This includes speaking to the press or discussing confidential business matters with employees, clients, or vendors.

## Article 4.

### Membership

Section 4.01 Composition. The Advisory Committee shall consist of at least six members. Members will be selected and appointed by the Board. Advisory Committee members will constitute a cross-section of the type 1 diabetes community and be comprised of diverse skills and experiences.

Section 4.02 Election and Term of Office. The Board of Directors will nominate individuals for membership on the Advisory Committee and will be ratified by a majority vote. Each member shall hold the position until the next annual meeting of the Board and until such member's successor has been elected and qualified, or until his or her death, resignation, or removal.

Section 4.03 Removal. Any member may be removed for cause by a majority vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Section 4.04 Resignation. Any member may resign from office at any time by delivering a resignation in writing to the Chair, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.05 Vacancies. Any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A member elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

## Article 5.

### Organizational Structure

Section 5.01 Powers and Duties of the Chair. The Board Chair or their designee shall appoint a Chair of the Committee and serve as an ex-officio representative to Committee. The Chair will disseminate grant applications to Advisory Committee members for review, use the members' feedback to determine the best applications, and pass on the recommendations to the Board Chair.

## Article 6.

### Procedural Rules

Section 6.01 Meetings. The Advisory Committee will meet at least once per year. Written notices of upcoming meetings will be emailed to members at least seven days before a meeting. Meeting shall be held via video or telephone conference.

Section 6.02 Minutes. Minutes of each meeting will be kept. An electronic copy will be emailed to the Board within two weeks after a meeting.

Section 6.03 Recommendations and Reports. Advisory Committee recommendations and reports will be submitted in writing to the board. Documents will include both suggested action and justification for suggestions. The Board will respond/react to such recommendations/reports in writing.

Section 6.04 Dismissal. Members who are absent without reasonable cause and notice from the annual meeting will be considered to have resigned their seat. The Board will move to fill the position.