MEDICAL STAFF BYLAWS, POLICIES, AND RULES AND REGULATIONS OF PIEDMONT MOUNTAINSIDE HOSPITAL

MEDICAL STAFF BYLAWS

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MEDICAL STAFF BYLAWS

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ARTICLE 1

GENERAL

1.A. DEFINITIONS

The following definitions shall apply to terms used in these Bylaws:

(1) "ALLIED HEALTH PROFESSIONALS" ("AHPs") means individuals other than Medical Staff members who are authorized by law and by the Hospital to provide patient care services within the Hospital.

(2) "BOARD" means the Board of Directors of the Hospital, which has the overall responsibility for the Hospital.

(3) "CHIEF EXECUTIVE OFFICER" ("CEO") means the individual appointed by the Board to act on its behalf in the overall management of the Hospital.

(4) "CLINICAL PRIVILEGES" means the authorization granted by the Board to render specific patient care services.

(5) "DAYS" means calendar days.

(6) "DENTIST" means a doctor of dental surgery ("D.D.S.") or doctor of dental medicine ("D.M.D.").

(7) "HOSPITAL" means Piedmont Mountainside Hospital.

(8) "MEDICAL EXECUTIVE COMMITTEE" means the Executive Committee of the Medical Staff.

(9) "MEDICAL STAFF" means all physicians, dentists, oral surgeons, and podiatrists who have been appointed to the Medical Staff by the Board.

(10) "MEMBER" means any physician, dentist, oral surgeon, and podiatrist who has been granted Medical Staff appointment and clinical privileges by the Board to practice at the Hospital.

(11) "NOTICE" means written communication by regular U.S. mail, e-mail, facsimile, Hospital mail, or hand delivery.

(12) "ORAL AND MAXILLOFACIAL SURGEON" means an individual with a D.D.S. or D.M.D. who has completed an accredited residency in oral and maxillofacial surgery and is fully licensed in the state of Georgia to practice oral and maxillofacial surgery in all its phases.

(13) "PATIENT CONTACTS" includes any admission, consultation, procedure, in person response to emergency call, evaluation, treatment, or service performed in any facility or venture operated by the Hospital or in which the Hospital has an ownership interest, including outpatient facilities.

(14) "PHYSICIAN" includes both doctors of medicine ("M.D.s") and doctors of osteopathy ("D.O.s").

(15) "PODIATRIST" means a doctor of podiatric medicine ("D.P.M.").

(16) "VICE PRESIDENT FOR MEDICAL AFFAIRS" (or "VPMA") means the individual appointed by the Board to act as the chief medical officer of the Hospital, in cooperation with the President of the Medical Staff.

1.B. TIME LIMITS

Time limits referred to in these Bylaws are advisory only and are not mandatory, unless it is expressly stated that a particular right is waived by failing to take action within a specified period.

1.C. DELEGATION OF FUNCTIONS

When a function is to be carried out by a person or committee, the person, or the committee through its chairman, may delegate performance of the function to one or more qualified designees.

1.D. MEDICAL STAFF DUES

(1) Annual Medical Staff dues shall be as recommended by the Medical Executive Committee and may vary by category.

(2) Dues shall be payable annually upon request. Failure to pay dues shall result in ineligibility to apply for Medical Staff reappointment.

(3) Signatory to the Hospital's Medical Staff account shall be the Secretary-Treasurer.

ARTICLE 2

CATEGORIES OF THE MEDICAL STAFF

Only those individuals who satisfy the qualifications and conditions for appointment to the Medical Staff contained in the Credentials Policy are eligible to apply for appointment to one of the following categories:

2.A. ACTIVE STAFF

2.A.1. Qualifications:

The Active Staff shall consist of physicians, dentists, oral surgeons, and podiatrists who:

(a) are involved in at least 12 patient contacts per year; and

(b) actively participate in Medical Staff functions and responsibilities, such as committee assignments.

2.A.2. Prerogatives:

Active Staff members may:

(a) vote in all general and special meetings of the Medical Staff, and applicable committee meetings; and

(b) hold office and serve on Medical Staff committees and as chairs of such committees.

2.A.3. Responsibilities:

Active Staff members must:

(a) assume all the responsibilities of membership on the Active Staff, including committee service, emergency call (Medical Executive Committee to have final authority to grant any exception to emergency call responsibilities as may be recommended by a department), care for unassigned patients, and evaluation of members during the provisional period;

(b) actively participate in the peer review and performance improvement process;

(c) accept consultations when requested when the Active Staff member is on primary Emergency Department call;

(d) attend applicable meetings;

(e) pay application fees, dues, and assessments; and

(f) perform assigned duties.

2.B. CONSULTING STAFF

2.B.1. Qualifications:

The Consulting Staff shall consist of those physicians, dentists, oral surgeons, and podiatrists who:

(a) are of recognized professional ability and expertise who provide a service not otherwise available or provided by an Active Staff member;

(b) provide services at the Hospital only at the request of other members of the Medical Staff;

(c) are members in good standing of the Active Staff at another hospital where they are currently practicing (unless this requirement is waived by the Board after considering the recommendations of the Credentials and Medical Executive Committees); and

(d) at each reappointment time, provide evidence of clinical performance at their primary hospital or practice facility in such form as may be required by the Credentials Committee, other committee, or Board, in order to allow for an appropriate assessment of current clinical competence and overall qualifications for appointment and clinical privileges.

2.B.2. Prerogatives and Responsibilities:

Consulting Staff members:

(a) may treat (but not admit) patients in conjunction with another physician on the Active Staff;

(b) may not hold office or serve as committee chairs;

(c) may attend meetings of the Medical Staff (without vote) and may be invited to serve on committees (with vote);

(d) are excused from emergency call and the care of unassigned patients unless the Medical Executive Committee finds that there are insufficient Active Staff members in a particular specialty area to perform these responsibilities; and

(e) shall pay application fees, dues, and assessments.

2.C. COVERAGE STAFF

2.C.1. Qualifications:

The Coverage Staff shall consist of physicians, dentists, oral surgeons, and podiatrists who:

(a) desire appointment to the Medical Staff solely for the purpose of being able to provide coverage assistance to Active Staff members;

(b) are members in good standing of the Active Staff at another hospital where they are currently practicing (unless this requirement is waived by the Board after considering the recommendations of the Credentials and Medical Executive Committees);

(c) at each reappointment time, provide evidence of clinical performance at their primary hospital or practice facility in such form as may be required by the Credentials Committee, other committee, or Board, in order to allow for an appropriate assessment of current clinical competence and overall qualifications for appointment and clinical privileges; and

(d) agree that their Medical Staff appointment and clinical privileges will be automatically relinquished, with no right to a hearing or appeal, if their coverage arrangement with the Active Staff member(s) terminates for any reason.

2.C.2. Prerogatives and Responsibilities:

Coverage Staff members:

(a) when providing coverage assistance for an Active Staff member, shall be entitled to admit and/or treat patients who are the responsibility of the Active Staff member (i.e., the Active Staff member's own patients or patients who present through the Emergency Department when the Active Staff member is on call) (Coverage Staff members are not entitled to independently admit and/or care for patients at the Hospital);

(b) shall assume all Medical Staff functions and responsibilities as may be assigned, including, where appropriate, care for unassigned patients, emergency service care, consultation and teaching assignments;

(c) shall be entitled to attend Medical Staff and applicable department meetings (without vote);

(d) shall generally have no staff committee responsibilities, but may be assigned to committees (with vote);

(e) may not serve as an officer, a department chair, or a committee chair; and

(f) shall pay application fees, dues, and assessments.

2.D. ACTIVE AFFILIATE STAFF

2.D.1. Qualifications:

(a) The Active Affiliate Staff shall consist of those physicians, dentists, oral surgeons, and podiatrists who desire to be associated with, but who do not intend to establish a practice at, the Hospital. The primary purpose of the Active Affiliate Staff is to promote professional and educational opportunities, including continuing medical education, and to permit these individuals to access Hospital services for their patients by referral of patients to Active Staff members for admission and care.

(b) Individuals requesting appointment to the Active Affiliate Staff must submit an application as prescribed by the Credentials Policy. They shall not, however, be required to satisfy the qualifications set forth in Section 2.A.1(b)(c)(i)(j)(k) and (l) of the Credentials Policy.

2.D.2. Prerogatives and Responsibilities:

(a) Members of the Active Affiliate Staff:

(1) may attend meetings of the Medical Staff (without vote);

(2) shall generally have no staff committee responsibilities, but may be assigned to committees (with vote);

(3) may attend educational activities of the Medical Staff and the Hospital;

(4) may refer patients to members of the Active Staff for admission and/or care;

(5) may visit their hospitalized patients and review their medical records, but may not write orders or progress notes, make notations in the medical record, or actively participate in the provision or management of care to patients at the Hospital;

(6) may refer patients to the Hospital's diagnostic facilities;

(7) may not be granted clinical privileges and may not admit or treat patients at the Hospital; and

(8) are not required to pay any application fees, dues, or assessments.

(b) The grant of Active Affiliate Staff appointment is a courtesy only, which may be terminated by the Board upon recommendation of the Medical Executive Committee, with no right to a hearing or appeal.

2.E. EMERITUS STAFF

2.E.1. Qualifications:

Medical Staff members who have retired from clinical practice may be appointed to the Emeritus Staff.

2.E.2. Prerogatives and Responsibilities:

Emeritus Staff members:

(a) are not eligible to admit patients or to exercise clinical privileges at the Hospital;

(b) may attend Medical Staff meetings (without vote);

(c) may be appointed to committees (with vote);

(d) are entitled to attend educational programs of the Medical Staff and Hospital;

(e) may not vote, hold office, or serve as a committee chair; and

(f) are not required to pay any application fees, dues, or assessments.

ARTICLE 3

OFFICERS

3.A. DESIGNATION

The officers of the Medical Staff shall be the President of the Medical Staff, President-Elect, and Secretary-Treasurer.

3.B. ELIGIBILITY CRITERIA

Only those members of the Active Staff who satisfy the following criteria initially and continuously shall be eligible to serve as an officer of the Medical Staff. They must:

(1) be a member of the Active Staff in good standing;

(2) have no past or pending adverse recommendations concerning Medical Staff appointment or clinical privileges;

(3) not presently be serving as a Medical Staff officer, Board Member, or department chair at any other hospital, and shall not so serve during their term of office;

(4) be willing to faithfully discharge the duties and responsibilities of the position;

(5) have experience in a leadership position, or other involvement in performance improvement functions, for at least two years;

(6) attend continuing education relating to Medical Staff leadership and/or credentialing functions prior to or during the term of the office; and

(7) have demonstrated an ability to work well with others.

3.C. DUTIES

3.C.1. President of the Medical Staff:

The President of the Medical Staff shall:

(a) act in coordination and cooperation with the VPMA, the CEO, and the Board in matters of mutual concern involving the care of patients in the Hospital;

(b) represent and communicate the views, policies and needs, and report on the activities of the Medical Staff to the CEO, VPMA, and the Board;

(c) call, preside at, and be responsible for the agenda of all meetings of the Medical Staff and the Medical Executive Committee;

(d) appoint all committee chairs and committee members, in consultation with the Medical Executive Committee;

(e) chair the Medical Executive Committee (with vote, as necessary) and be a member of all other Medical Staff committees, *ex officio* without vote;

(f) promote adherence to the Bylaws, policies, Rules and Regulations of the Medical Staff and to the Policies and Procedures of the Hospital;

(g) recommend Medical Staff representatives to Hospital committees; and

(h) perform all functions authorized in all applicable policies, including the collegial intervention steps outlined in the Credentials Policy.

3.C.2. President-Elect:

The President-Elect shall:

(a) assume all duties of the President of the Medical Staff and act with full authority as President in his or her absence;

(b) serve on the Medical Executive Committee;

(c) chair the Credentials Committee;

(d) assume all such additional duties as are assigned to him or her by the President of the Medical Staff or the Medical Executive Committee; and

(e) become President upon completion of his or her term.

3.C.3. Secretary-Treasurer:

The Secretary-Treasurer shall:

(a) be responsible for providing notices as specified in these Bylaws;

(b) serve on the Medical Executive Committee;

(c) be responsible for the collection of, accounting for, and disbursements of any funds collected, donated, or otherwise assessed and present in the Medical Staff Fund and report to the Medical Staff; and

(d) assume all such additional duties as are assigned to him or her by the President of the Medical Staff or the Medical Executive Committee.

3.D. NOMINATIONS

The Nominating Committee, which shall be the Medical Executive Committee or an MEC subcommittee, shall convene at least 45 days prior to the election and shall submit to the President of the Medical Staff the names of two or more qualified nominees for President-Elect and for Secretary-Treasurer. Notice of the nominees shall be provided to the Medical Staff at least 30 days prior to the election. Nominations may also be submitted in writing by petition signed by at least five Active Staff members at least 10 days prior to the election. In order for a nomination to be placed on the ballot, the candidate must meet the qualifications in Section 3.B, in the judgment of the Nominating Committee, and be willing to serve. Nominations from the floor shall not be accepted.

3.E. ELECTION

Candidates receiving a majority of written votes cast shall be elected, subject to Board confirmation. If no candidate receives a simple majority vote on the first ballot, a run-off election shall be held promptly between the two candidates receiving the highest number of votes.

3.F. TERM OF OFFICE

Officers shall serve for a term of two years or until a successor is elected.

3.G. REMOVAL

(1) Removal of an elected officer may be effectuated by a two-thirds vote of the Medical Executive Committee; or by the Board for:

(a) failure to comply with applicable policies, Bylaws, or Rules and Regulations;

(b) failure to perform the duties of the position held;

(c) conduct detrimental to the interests of the Hospital and/or its Medical Staff; or

(d) an infirmity that renders the individual incapable of fulfilling the duties of that office.

(2) At least 10 days prior to the initiation of any removal action, the individual shall be given written notice of the date of the meeting at which action is to be

considered. The individual shall be afforded an opportunity to speak to the Medical Executive Committee or the Board prior to a vote on removal.

3.H. VACANCIES

A vacancy in the office of President of the Medical Staff shall be filled by the President-Elect, who shall serve until the end of the President's unexpired term. In the event there is a vacancy in another office, the Medical Executive Committee shall appoint an individual to fill the office for the remainder of the term or until a special election can be held, at the discretion of the Medical Executive Committee.

ARTICLE 4

STAFF DEPARTMENTS

4.A. ORGANIZATION

(1) The Medical Staff shall be organized into the departments as listed in the Organization Manual.

(2) Subject to the approval of the Board, the Medical Executive Committee may create new departments, eliminate departments, create services within departments, or otherwise reorganize the department structure.

4.B. ASSIGNMENT TO DEPARTMENT

(1) Upon initial appointment to the Medical Staff, each member shall be assigned to a clinical department. Assignment to a particular department does not preclude an individual from seeking and being granted clinical privileges typically associated with another department.

(2) An individual may request a change in department assignment to reflect a change in the individual's clinical practice.

4.C. FUNCTIONS OF DEPARTMENTS

The departments shall be organized for the purpose of implementing processes (i) to monitor and evaluate the quality and appropriateness of the care of patients served by the departments, and (ii) to monitor the practice of all those with clinical privileges in a given department. Each department shall assure emergency call coverage for all patients.

4.D. QUALIFICATIONS OF DEPARTMENT CHAIRS

Each department chair shall:

(1) be an Active Staff member;

(2) be certified by an appropriate specialty board or possess comparable competence, as determined through the credentialing and privileging process; and

(3) satisfy the eligibility criteria in Section 3.B.

4.E. APPOINTMENT AND REMOVAL OF DEPARTMENT CHAIRS

(1) Except as otherwise provided by contract, department chairs shall be elected by the department, subject to Board confirmation. The same Nominating Committee that is used for Medical Staff officers shall nominate at least two qualified candidate(s) for department chair. Nominations may also be submitted in writing by petition signed by at least three Active Staff members in the department at least 10 days prior to the election. In order for a nomination to be placed on the ballot, the candidate must meet the qualifications in Section 4.D, in the judgment of the Nominating Committee, and be willing to serve. The election shall be by ballot. Ballots may be returned in person, by mail, or by facsimile. All ballots must be received in the Medical Staff Office by the day of the election. Those who receive a majority of the votes cast shall be elected.

(2) Any department chair may be removed by a two-thirds vote of the department members; or by a two-thirds vote of the Medical Executive Committee; or by the Board, after reasonable notice and opportunity to be heard. Grounds for removal shall be:

(a) failure to comply with applicable policies, Bylaws, or Rules and Regulations;

(b) failure to perform the duties of the position held;

(c) conduct detrimental to the interests of the Hospital and/or its Medical Staff; or

(d) an infirmity that renders the individual incapable of fulfilling the duties of that office.

(3) Prior to the initiation of any removal action, the individual shall be given written notice of the date of the meeting at which such action shall be taken at least 10 days prior to the date of the meeting. The individual shall be afforded an opportunity to speak to the department, the Medical Executive Committee, or the Board, as applicable, prior to a vote on such removal.

(4) Department chairs shall serve a term of two years. A department chair may succeed himself or herself for two additional terms, or until he or she reaches the age of 65, whichever comes first.

4.F. DUTIES OF DEPARTMENT CHAIRS

Each department chair is accountable for the following:

(1) all clinically related activities of the department;

(2) all administratively related activities of the department, unless otherwise provided for by the Hospital;

(3) continuing surveillance of the professional performance of all individuals in the department who have delineated clinical privileges;

(4) recommending criteria for clinical privileges that are relevant to the care provided in the department;

(5) evaluating requests for clinical privileges for each member of the department;

(6) assessing and recommending off-site sources for needed patient care services not provided by the department or the Hospital;

(7) the integration of the department into the primary functions of the Hospital;

(8) the coordination and integration of interdepartmental and intradepartmental services;

(9) the development and implementation of policies and procedures that guide and support the provision of services;

(10) recommendations for a sufficient number of qualified and competent persons to provide care or service;

(11) determination of the qualifications and competence of department personnel who provide patient care services;

(12) continuous assessment and improvement of the quality of care and services provided;

(13) maintenance of quality monitoring programs, as appropriate;

(14) the orientation and continuing education of all persons in the department;

(15) recommendations for space and other resources needed by the department;

(16) performing all functions authorized in the Credentials Policy including collegial intervention; and

(17) appointing and removing service chiefs and one or more department vice chairs as deemed necessary, subject to approval of the Medical Executive Committee.

ARTICLE 5

MEDICAL STAFF COMMITTEES AND PERFORMANCE IMPROVEMENT FUNCTIONS

5.A. MEDICAL STAFF COMMITTEES AND FUNCTIONS

This Article and the Medical Staff Organization Manual outline the Medical Staff committees that carry out peer review and other performance improvement functions that are delegated to the Medical Staff by the Board.

5.B. APPOINTMENT OF COMMITTEE CHAIRS AND MEMBERS

(1) All committee chairs and members shall be appointed by the President of the Medical Staff, in consultation with the Medical Executive Committee. Committee chairs shall be selected based on the criteria set forth in Section 3.B of these Bylaws.

(2) Committee chairs shall be appointed for initial terms of two years, and may serve two additional terms. Committee members shall be appointed for initial terms of two years, but may be reappointed for additional terms.

(3) Unless otherwise provided, all Hospital and administrative representatives on the committees shall be appointed by the CEO or designee. All such representatives shall serve on the committees, without vote.

(4) The President of the Medical Staff, the CEO, and the Vice President of Medical Affairs (or their respective designees) shall be members, *ex officio*, without vote, on all committees.

5.C. MEETINGS, REPORTS AND RECOMMENDATIONS

Unless otherwise indicated, each committee described in these Bylaws or in the Medical Staff Organization Manual shall meet as necessary to accomplish its functions, and shall maintain a permanent record of its findings, proceedings, and actions. Each committee shall make a timely written report after each meeting to the Medical Executive Committee and to other committees and individuals as may be indicated.

5.D. MEDICAL EXECUTIVE COMMITTEE

5.D.1. Composition:

(a) The Medical Executive Committee shall include the elected officers of the Medical Staff and the department chairs.

(b) The President of the Medical Staff will chair the Medical Executive Committee.

(c) The CEO, the VPMA, and the Chief Nurse Executive shall be *ex officio* members of the Medical Executive Committee, without vote.

(d) Other individuals may be invited to Medical Executive Committee meetings, without vote.

5.D.2. Duties:

The Medical Executive Committee is delegated the primary authority over activities related to the functions of the Medical Staff and performance improvement activities regarding the professional services provided by individuals with clinical privileges. The Medical Executive Committee is responsible for the following:

(a) acting on behalf of the Medical Staff in the intervals between Medical Staff meetings (the officers are empowered to act in urgent situations between Medical Executive Committee meetings);

(b) recommending directly to the Board on at least the following:

(1) the Medical Staff's structure;

(2) the mechanism used to review credentials and to delineate individual clinical privileges;

(3) recommendations of individuals for Medical Staff appointment;

(4) recommendations for delineated clinical privileges for each eligible individual;

(5) participation of the Medical Staff in Hospital performance improvement activities;

(6) the mechanism by which Medical Staff appointment may be terminated; and

(7) hearing procedures.

(c) consulting with administration on quality related aspects of contracts for patient care services;

(d) receiving and acting on reports and recommendations from Medical Staff committees and other groups as appropriate;

(e) reviewing, at least every three years, the Bylaws, policies, Rules and Regulations, and associated documents of the Medical Staff and recommending such changes as may be necessary or desirable; and

(f) performing such other functions as are assigned to it by these Bylaws, the Credentials Policy, or other applicable policies.

5.D.3. Meetings:

The Medical Executive Committee shall meet as often as necessary to fulfill its responsibilities and maintain a permanent record of its proceedings and actions.

5.E. PERFORMANCE IMPROVEMENT FUNCTIONS

(1) The performance improvement functions are the way the Medical Staff works to improve the clinical and non-clinical processes that require Medical Staff leadership or participation. These functions shall be performed by such committees and individuals as may be designated by the Medical Executive Committee, in consultation with the CEO. When the performance of a process is dependent primarily on the activities of individuals with clinical privileges, the Medical Staff shall provide leadership for and participate in process measurement, assessment, and improvement, including, but not limited to:

(a) medical assessment and treatment of patients;

(b) use of medications;

(c) use of blood and blood components;

(d) use of operative and other procedures;

(e) efficiency of clinical practice patterns; and

(f) significant departures from established patterns of clinical practice.

(2) A description of the committees that carry out systematic monitoring and performance improvement functions, including their composition, duties, and reporting requirements, is contained in the Medical Staff Organization Manual.

5.F. PATIENT CARE PROCESS IMPROVEMENT FUNCTIONS

The Medical Staff shall also participate in the measurement, assessment, and improvement of other patient care processes. These include, though are not limited to:

(1) education of patients and families;

(2) coordination of care with other practitioners and Hospital personnel, as relevant to the care of an individual patient; and

(3) accurate, timely, and legible completion of patients' medical records.

5.G. CREDENTIALING AND PEER REVIEW FUNCTIONS

Mechanisms for appointment, reappointment, delineation of clinical privileges, collegial and educational efforts, investigations, hearings and appeals that apply to Medical Staff members are contained in the Credentials Policy.

5.H. RESPONSIBILITIES AND RELATED DOCUMENTS

Medical Staff members shall fulfill all applicable responsibilities contained in these Bylaws, the Credentials Policy, Medical Staff Organization Manual, the Medical Staff Code of Conduct Policy, the Medical Staff Rules and Regulations, and other applicable policies, and abide by same when performing all responsibilities.

5.I. CREATION OF STANDING COMMITTEES

In accordance with the amendment provisions in the Medical Staff Organization Manual, the Medical Executive Committee may, by resolution and upon approval of the Board and without amendment of these Bylaws, establish additional committees to perform one or more staff functions. In the same manner, the Medical Executive Committee may dissolve or rearrange committee structure, duties, or composition as needed to better accomplish Medical Staff functions. Any function required to be performed by these Bylaws which is not assigned to an individual, a standing committee, or a special committee shall be performed by the Medical Executive Committee.

5.J. SPECIAL COMMITTEES

Special committees shall be created and their members and chairpersons shall be appointed by the President of the Medical Staff. Such special committees shall confine their activities to the purpose for which they were appointed and shall report to the Medical Executive Committee.

ARTICLE 6

MEETINGS

6.A. MEDICAL STAFF YEAR

The Medical Staff year is January 1 to December 31.

6.B. MEDICAL STAFF MEETINGS

6.B.1. Regular Meetings:

The Medical Staff shall meet at least once a year.

6.B.2. Special Meetings:

Special meetings of the Medical Staff may be called by the President of the Medical Staff, the Medical Executive Committee, the CEO, the Board, or by a petition signed by not less than one-fourth of the Active Staff.

6.C. DEPARTMENT AND COMMITTEE MEETINGS

6.C.1. Regular Meetings:

Except as otherwise provided in these Bylaws or in the Medical Staff Organization Manual, each committee shall meet at least quarterly, at times set by the presiding officer. Each department shall meet at frequencies determined by the department chair.

6.C.2. Special Meetings:

A special meeting of any department or committee may be called by or at the request of the presiding officer, the President of the Medical Staff, the CEO, or by a petition signed by not less than one-fourth of the Active Staff members of the department or committee, but not by fewer than two members.

6.D. PROVISIONS COMMON TO ALL MEETINGS

6.D.1. Notice of Meetings:

(a) Medical Staff members shall be provided notice of all regular meetings of the Medical Staff and regular meetings of departments and committees at least two weeks in advance of the meetings. Notice may also be provided by posting in a

designated location at least two weeks prior to the meetings. All notices shall state the date, time, and place of the meetings.

(b) When a special meeting of the Medical Staff, a department, and/or a committee is called, the notice period shall be reduced to 48 hours (i.e., must be given at least 48 hours prior to the special meeting), and posting may not be the sole mechanism used for providing notice.

(c) The attendance of any individual at any meeting shall constitute a waiver of that individual's objection to the notice given for the meeting.

6.D.2. Quorum and Voting:

(a) For any regular or special meeting of the Medical Staff, department, or committee, those voting members present (but in no event fewer than two members) shall constitute a quorum. However, for meetings of the Medical Executive Committee and the Credentials Committee, the presence of at least 50 percent of the voting members of the Committee shall constitute a quorum.

(b) Recommendations and actions of the Medical Staff, departments, and committees shall be by consensus. In the event it is necessary to vote on an issue, that issue will be determined by a majority vote of those individuals present.

(c) The Active Staff members of the Medical Staff, a department, or a committee may also be presented with a question by mail, facsimile, e-mail, hand-delivery, or telephone, and their votes returned to the presiding officer by the method designated in the notice. A quorum for purposes of these votes shall be the number of responses returned to the presiding officer by the date indicated. The question raised shall be determined in the affirmative if a majority of the responses returned has so indicated.

(d) Meetings may be conducted by telephone conference.

6.D.3. Agenda:

The presiding officer for the meeting shall set the agenda for any regular or special meeting of the Medical Staff or committee.

6.D.4. Rules of Order:

The latest edition of Robert's Rules of Order Revised may be used for reference at all meetings and elections, but shall not be binding. Specific provisions of these Bylaws, and Medical Staff, department, or committee custom shall prevail at all meetings, and the presiding officer shall have the authority to rule definitively on all matters of procedure.

6.D.5. Minutes, Reports, and Recommendations:

(a) Minutes of all meetings of the Medical Staff, departments, and committees shall be prepared and shall include a record of the attendance of members and the recommendations made and the votes taken on each matter. The minutes shall be authenticated by the presiding officer.

(b) A summary of all recommendations and actions of the Medical Staff, departments, and committees shall be transmitted to the Medical Executive Committee, CEO, and VPMA. The Board shall be kept apprised of the recommendations of the Medical Staff and its departments and committees.

(c) A permanent file of the minutes of all meetings shall be maintained by the Hospital.

6.D.6. Confidentiality:

Members of the Medical Staff who have access to credentialing and/or peer review information agree to maintain the confidentiality of this information. Credentialing and peer review documents, and information contained therein, must not be disclosed to any individual not involved in the credentialing or peer review processes. A breach of confidentiality may result in the imposition of disciplinary action.

6.D.7. Attendance Requirements:

Each Active Staff member is expected to attend and participate in all Medical Staff meetings and applicable department and committee meetings each year.

ARTICLE 7

CONFLICTS OF INTEREST

(a) When performing a function outlined in these Bylaws, the Credentials Policy, the Organization Manual, or any related Medical Staff document, if any Medical Staff member has or reasonably could be perceived as having a conflict of interest or a bias in any matter involving another individual, the individual with a conflict shall not participate in the discussion or voting on the matter, and shall be excused from any meeting during that time. However, the individual may be asked, and may answer, any questions concerning the matter before leaving.

(b) The existence of a potential conflict of interest or bias on the part of any member may be called to the attention of the President of the Medical Staff or applicable committee chair by any other member with knowledge of it.

(c) The fact that a staff member is in the same specialty as a member whose performance is being reviewed does not automatically create a conflict. The evaluation of whether a conflict of interest exists shall be interpreted reasonably by the persons involved, taking into consideration common sense and objective principles of fairness. No staff member has a right to compel a determination that a conflict exists.

(d) The fact that a committee member or Medical Staff leader chooses to refrain from participation, or is excused from participation, shall not be interpreted as a finding of actual conflict.

(e) Medical Staff members shall also be bound by corporate conflict of interest and compliance policies adopted by the Board to the extent those policies apply to the Medical Staff member in question.

ARTICLE 8

INDEMNIFICATION

All Medical Staff officers, committee chairs, committee members, and authorized representatives shall be indemnified when acting in those capacities, to the fullest extent permitted by law, in accordance with the Hospital's Bylaws.

ARTICLE 9

AMENDMENTS

9.A. MEDICAL STAFF BYLAWS

(1) All proposed amendments must be reviewed by the Medical Executive Committee prior to a vote by the Medical Staff. The Medical Executive Committee shall report on the proposed amendments either favorably or unfavorably at the next regular meeting of the Medical Staff, or at a special meeting called for such purpose. The proposed amendments may be voted upon at any meeting if notice has been provided at least 14 days prior to the meeting. To be adopted, the amendment must receive a majority of the votes cast by the voting staff at the meeting.

(2) The Medical Executive Committee may also present proposed amendments to the voting staff either by mail ballot, e-mail, or facsimile, to be returned to the Medical Staff Office by the date indicated by the Medical Executive Committee. Along with the proposed amendments, the Medical Executive Committee may, in its discretion, provide a written report on them either favorably or unfavorably. To be adopted, an amendment must receive a majority of the votes cast by the voting staff.

(3) The Medical Executive Committee shall have the power to adopt such amendments to these Bylaws which are needed because of reorganization, renumbering, or punctuation, spelling or other errors of grammar or expression.

(4) All amendments shall be effective only after approval by the Board.

(5) If the Board has determined not to accept a recommendation submitted to it by the Medical Executive Committee or the Medical Staff, the Medical Executive Committee may request a conference between the officers of the Board and the officers of the Medical Staff. Such conference shall be for the purpose of further communicating the Board's rationale for its contemplated action and permitting the officers of the Medical Staff to discuss the rationale for the recommendation. Such a conference will be scheduled by the CEO within two weeks after receipt of a request for same submitted by the President of the Medical Staff.

9.B. OTHER MEDICAL STAFF DOCUMENTS

(1) In addition to the Medical Staff Bylaws, there shall be policies, procedures and rules and regulations that shall be applicable to all members of the Medical Staff and other individuals who have been granted clinical privileges or a scope of

practice. All Medical Staff policies, procedures and rules and regulations shall be considered an integral part of the Medical Staff Bylaws.

(2) The Credentials Policy will address the following matters: qualifications for appointment, the process for granting initial appointment, clinical privileges, reappointment, collegial intervention, the investigation process, automatic relinquishments, precautionary suspensions, and the process for hearings and appeals.

(3) The Medical Staff Organization Manual will list the departments of the Medical Staff. The Organization and Functions Manual will also contain a description of the committees of the Medical Staff.

(4) The Policy for Allied Health Professionals will address the following matters as they relate to allied health professionals: process for determining need for new allied health professionals, qualifications for appointment, the process for granting clinical privileges or a scope of practice initially and on an ongoing basis, collegial intervention, investigations and suspensions, and procedural rights.

(5) An amendment to the Credentials Policy, Medical Staff Organization Manual, Policy on Allied Health Professionals, or the Medical Staff Rules and Regulations may be made by a majority vote of the members of the Medical Executive Committee present and voting at any meeting of that Committee where a quorum exists. Notice of all proposed amendments to these documents shall be provided to each Active Staff member of the Medical Staff at least 14 days prior to the Medical Executive Committee meeting when the vote is to take place, and any Active Staff member may submit written comments on the amendments to the Medical Executive Committee.

(6) All other policies of the Medical Staff may be adopted and amended by a majority vote of the Medical Executive Committee. No prior notice is required.

(7) Adoption of and changes to the Credentials Policy, Medical Staff Organization Manual, Policy on Allied Health Professionals, Medical Staff Rules and Regulations, and other Medical Staff policies will become effective only when approved by the Board.

(8) The present Medical Staff Rules and Regulations of the Hospital are hereby readopted and placed into effect insofar as they are consistent with these Bylaws, until such time as they are amended in accordance with the terms of these Bylaws. To the extent any present Rule or Regulation is inconsistent with these Bylaws, it is of no force or effect.

ARTICLE 10

ADOPTION

These Bylaws are adopted and made effective upon approval of the Board, superseding and replacing any and all previous Medical Staff Bylaws, Rules and Regulations, policies, manuals or Hospital policies pertaining to the subject matter thereof.

Adopted by the Medical Staff: October 28, 2005

Approved by the Board: November 10, 2005