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MEDICAL STAFF

BYLAWS

AURORA BAYCARE MEDICAL CENTER

Green Bay, Wisconsin

**AURORA BAYCARE MEDICAL CENTER
MEDICAL STAFF BYLAWS**

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PURPOSE

The purpose of the Medical Staff of the Medical Center is to bring the professionals who practice at the Medical Center together into a cohesive body to promote good patient care. To this end, among other activities, the Medical Staff will assist in screening applicants to determine qualifications for staff membership, review privileges of members, evaluate and assist in improving the work done by the Medical Staff, provide education, and offer advice to the President of the Medical Center.

DEFINITIONS

1. The term "Act" means the Health Care Quality Improvement Act of 1986.
2. The term "President" means the individual appointed by the Board of Managers to act on its behalf in the overall management of the Medical Center.
3. The term "board certification" means certification by (i) the American Board of Oral and Maxillofacial Surgery, (ii) the American Board of Podiatric Orthopedics & Primary Podiatric Medicine, (iii) the American Board of Foot and Ankle Surgery, or (iv) a board recognized by the American Board of Medical Specialties, the American Osteopathic Association.
4. The term "Clinical Chairperson" means the Chairperson of the appropriate clinical department, which currently consists of the departments of anesthesiology, cardiovascular medicine, emergency medicine, medicine, obstetrics and gynecology, pediatrics, radiology, and surgery. Each Clinical Chairperson is a "professional review body" as that term is defined in Section 431(11) of the Act.
5. The term "Medical Executive Committee" means the executive committee of the Medical Staff.
6. The term "Governing Body", "Board of Managers" or "Board" is defined as the group responsible for conducting the ordinary business affairs of the Medical Center, which for purposes of these bylaws, and, except as the context otherwise requires, shall be deemed to act through the authorized actions of the officers of the Medical Center and through the President of the Medical Center.
7. The term "Allied Health Professionals" is defined as individuals, other than practitioners and including chiropractors and psychologists, who are licensed and/or certified to render direct health care independently or under the supervision of a practitioner, and who are authorized to provide direct health care services to the Medical Center.
8. The term "Non-Physician Clinical Assistant" means an individual qualified by academic education and clinical experience or training to provide patient care services in a clinical or supportive role. Clinical Assistants provide services only under the supervision of an employing or sponsoring member of the Medical Staff or as otherwise permitted by law. Clinical Assistants are not members of the Medical Staff. A Non-Physician Clinical Assistant is an individual, other than a Practitioner and Allied Health Professional who is

- (i) licensed, certified or otherwise adequately trained to render health care services under the supervision of a Medical Staff Member; and (ii) authorized by the Medical Center to provide direct health care services at the Medical Center. The disciplines included in the Clinical Assistant category include, but are not limited to: Registered Nurses (RNs); Surgical Assistants; Cardiovascular Perfusionists; Pathologist Assistants; Physical Therapists; Radiology/Ultrasound Technicians; Research Scientists; and Surgical Technicians.
9. The term "Medical Center" means BayCare Aurora, LLC d/b/a Aurora BayCare Medical Center, located in Green Bay, Wisconsin. The Medical Center is a "hospital" as defined in Section 431(5) of the Act and a "health care entity" as defined in Section 431(4) of the Act.
 10. The term "Medical Director" means a physician under contract with the Medical Center to assume overall responsibility for a particular service.
 11. The term "Medical Staff" means all medical physicians and osteopathic physicians holding unlimited licenses to practice medicine in the State of Wisconsin, podiatrists and duly licensed dentists, and oral surgeons, who are privileged to attend patients in the Medical Center or by Telemedicine and have been granted final appointment by the Board of Managers. The Medical Staff is a "professional review body" as that term is defined in Section 431(11) of the Act.
 12. The term "Medical Staff Year" means the calendar year.
 13. The term "oral surgeon" means an individual who has successfully completed a postgraduate program in oral and maxillofacial surgery accredited by a nationally recognized accrediting body approved by the U.S. Department of Education.
 14. The term "physician" means an appropriately licensed medical physician or osteopathic physician with an unlimited license to practice medicine in the State of Wisconsin.
 15. The term "practitioner" means an appropriately licensed medical physician, an osteopathic physician with an unlimited license, a Doctor of Podiatric Medicine or an appropriately licensed dentist or oral surgeon.
 16. The term "Chief of Staff" means the individual elected by the Medical Staff as its chief administrative officer.
 17. The term "Telemedicine" means the use of medical information exchanged from one site to another via electronic communications for the health and education of the patient or healthcare provider and for the purpose of improving patient care, treatment, and services.

ARTICLE I. MEDICAL STAFF MEMBERSHIP

Section 1. Nature of Medical Staff Appointment

- a. Appointment to the Medical Staff of the Medical Center is a privilege which shall be extended only to professionally competent physicians, podiatrists, dentists, and oral surgeons who continuously meet the qualifications, standards and requirements set forth in these bylaws and associated policies of the Medical Staff and Medical Center and who possess skills and training needed to provide quality patient care, who have specific training and specialty expertise in areas in which the Medical Center has determined there is a need for additional practitioners to meet its development plans, and for whom the Medical Center is able to provide adequate facilities and supportive services for the appointee and such appointee's patients.
- b. For services provided at the facility under an exclusive contract agreement, only practitioners who are parties to the contract (directly or indirectly) are eligible to apply for and be granted privileges. Granted privileges automatically terminate ("voluntary relinquishment") when a practitioner leaves the employment of the party actively holding the exclusive contract and providing services to the facility.

Section 2. Qualifications for Membership

- a. Only physicians, podiatrists, dentists, and oral surgeons who satisfy and continue to satisfy the following conditions shall be qualified for appointment and reappointment to the medical staff:
 - 1) are licensed to practice in the State of Wisconsin;
 - 2) applicable only to physicians appointed to the Medical Staff after September 23, 2001: (a) are board certified or (b) have not been in practice for more than 5 years (does not include fellowship) and have completed a residency program approved by the Accreditation Council for Graduate Medical Education, the American Osteopathic Association or the Royal College of Physicians and Surgeons of Canada, receive board certification five (5) years following the initial appointment of Medical Staff membership, and maintain such board certification for the duration of practitioner's Medical Staff membership; provided that the requirements of this Article I, Section 2a(2) may be waived in accordance with the policy on Waiving Board Certification/Residency Requirement adopted by the Medical Center;
 - 3) applicable only to podiatrists and oral surgeons: (a) are board certified or (b) are board eligible, receive board certification by the time of practitioner's first reappointment application following five (5) years of Medical Staff membership, and maintain such board certification for the duration of practitioner's Medical Staff membership;
 - 4) possess Drug Enforcement Agency registration as applicable;

- 5) are not excluded from any health care program funded in whole or in part by the federal or state government;
 - 6) have documentation of completion of all necessary training, including but not limited to required electronic medical record training; have completed a background check required by Wis. Stat. § 50.065 or successor statute thereto, the results of which do not prevent the Medical Center from extending Medical Staff membership to the practitioner; and
 - 7) are able to document their background, experience, training, judgment, demonstrated competence, their adherence to the ethics of their profession and to the appropriate utilization of Medical Center resources, policies of this Medical Center and all other hospitals with which the practitioner has been associated, their good reputation and ability to work with other practitioners and members of the supporting staffs with sufficient adequacy to assure the Medical Staff and the Board of Managers that any patient treated by them in the Medical Center will receive high quality medical care.
- b. No practitioner shall be entitled to appointment to the Medical Staff or to the exercise of clinical privileges at the Medical Center merely by virtue of the fact that the practitioner is licensed to practice medicine, podiatry, or dentistry in this or in any other state, or that the practitioner is a member of any professional organization, or that the practitioner had or currently has such privileges at another hospital. Individuals in administrative positions who desire Medical Staff membership or clinical privileges are subject to the same procedures as all other applicants for membership or privileges.
 - c. Each applicant, in connection with an application for appointment or reappointment, must certify to freedom from physical or mental illness or incapacity, which would in any way restrict the practitioner's ability to care for patients. The Board of Managers may precondition appointment or reappointment, and granting or continued exercise of clinical privileges, upon the practitioner undergoing mental or physical examinations and/or such test or tests as it may deem necessary at that time or at any intervening time, to evaluate the practitioner's ability to provide or continue to provide quality care and supervision to the practitioner's patients.
 - d. Each practitioner must at least annually submit a current certificate of insurance evidencing medical professional malpractice insurance coverage with limits not less than those specified in Wis. Stat. § 655.23 or successor statutes thereto; and each practitioner must maintain compliance with the provisions of Wis. Stat. § 655.27 regarding participation in the Patient Compensation Fund, or successor statutes thereto.
 - e. No person who is otherwise qualified shall be denied appointment or reappointment to the Medical Staff, or the exercise of clinical privileges, by reason of race, color, creed, age, sexual orientation, disability, sex or national origin, except as may be permitted by law.

Section 3. Conditions and Duration of Appointment and Reappointment

- a. Initial appointments and reappointments to the Medical Staff shall be made for a period of two (2) years on final approval of the Board of Managers. The Board of Managers shall act on appointments, reappointments, or revocation of appointments only after there has been a recommendation from the Medical Executive Committee as provided in these bylaws. In the event of unwarranted delay on the part of the Medical Executive Committee, the Board of Managers may act without such recommendation on the basis of documented evidence of the applicant's or staff appointee's professional and ethical qualifications obtained from reliable sources other than the Medical Executive Committee. Unwarranted delay means failure to make a recommendation within ninety (90) days from the date that the fully completed application has been received by the Medical Executive Committee. The Medical Executive Committee and the Board of Managers are under no compulsion to act on an application for appointment or reappointment until all necessary information on an applicant has been received. The burden to produce such information, with respect to an application for appointment or reappointment, shall rest on the applicant (even if the missing information is to be provided by a third party).
- b. Unless exempted under the medical staff policies, Medical Staff / Allied Health Professional Staff members who have had no activity during their current 2-year term of appointment will not qualify for reappointment. Exceptions can be made within the Internal Medicine and Surgery specialties for practitioners who are deemed to provide a necessary service to the hospital. Any such exceptions must be based on the recommendation of the Clinical Chairperson of the department.
- c. Acceptance of appointment to the Medical Staff shall constitute the staff appointee's agreement that he will strictly abide by the Principles of Medical Ethics of the American Medical Association, the American Podiatric Medical Association, Inc., the American Osteopathic Association, or the Code of Ethics of the American Dental Association, whichever is applicable, or by whatever ethical principles or codes exist for the appropriate professional association of the practitioner, as if the same were appended to and made a part of these bylaws.
- d. All appointees to the Medical Staff shall pledge that they will not receive from or pay to another physician, podiatrist, or dentist either directly or indirectly, any fee received for professional services, including but not limited to the division of fees between medical staff members, except as may be permitted by law.
- e. Appointment to the Medical Staff shall confer on the appointee only such clinical privileges as have been granted by the Board of Managers, in accordance with these bylaws.
- f. Annual Medical Staff dues if applicable shall be governed by the most recent action recommended by the Medical Executive Committee and adopted at a regular or special Medical Staff meeting. Honorary Medical Staff members will not be required to pay

dues. Dues shall be payable upon request. Failure to pay dues shall be construed as a voluntary resignation from the Medical Staff.

- g. Every application for appointment and reappointment may be accompanied by an application fee established from time to time by the President in consultation with the Medical Executive Committee. Application fees shall be payable upon request. Failure to pay fees shall be construed as a voluntary resignation from the Medical Staff.
- h. Every application for Medical Staff appointment shall be signed by the applicant and shall contain the applicant's specific acknowledgement of every Medical Staff appointee's obligations to provide continuous care and supervision of such appointee's patients, to abide by the Medical Center's utilization of resources policies, to abide by the Medical Staff bylaws, Medical Staff and hospital policies, and associated policies and the bylaws of the Board of Managers, to accept committee assignments, to accept consultation assignments, to fulfill the required emergency room assignments and to undertake such educational duties as agreed to by the Medical Staff.
- i. Each appointee to the Medical Staff shall disclose in writing to all patients the appointee refers to the Medical Center any ownership or investment interest in the Medical Center that is held by the appointee or by an immediate family member of the appointee. The appointee shall make such disclosure at the time the referral is made.
- j. Leave of Absence. Members of the Medical Staff may apply in writing to the Medical Executive Committee for a leave of absence not to exceed a total of two (2) years. If a leave of absence is for a period of less than one (1) year, reinstatement of Medical Staff privileges may be requested through the Medical Executive Committee without formal reapplication. If a leave of absence is for one (1) year or more, reinstatement of Medical Staff privileges shall require the practitioner to comply with reappointment procedures.
- k. Emergency Room Back-Up Call Coverage. Notwithstanding anything to the contrary, any provision in these Medical Staff bylaws related to emergency room back-up call is subject to (i) the Medical Executive Committee's ability to require courtesy and associate Medical Staff to participate in emergency room back-up call under exigent circumstances, including but not limited to gaps in coverage caused by the lack of a particular specialty on the active Medical Staff, (ii) the ability of courtesy and associate Medical Staff members to participate in emergency back-up call as required by the Medical Staff pursuant to (i) above, and (iii) any contract or agreement entered into by the Medical Center related to emergency room back-up call.

ARTICLE II. CATEGORIES OF THE MEDICAL STAFF

Section 1. The Medical Staff

The Medical Staff shall be divided into active, courtesy, consulting, telemedicine, honorary, and graduate medical student categories.

Section 2. Active Medical Staff

- a. The Active Medical Staff shall consist of physicians, podiatrists, dentists, or oral surgeons who regularly admit patients to the Medical Center, who are located within a reasonable proximity to the Medical Center to provide continuous care to their patients, and who assume the functions and responsibilities of appointment to the active Medical Staff. Reasonable proximity is defined as a thirty (30) minute physical response time. Appointees to the active Medical Staff shall be eligible to vote at the Medical Staff and the Medical Staff committee level, and shall be required to attend Medical Staff meetings.
- b. If required under the Medical Staff policies, applicants appointed to the active Medical Staff after September 23, 2001, must have met a specified quantity of admissions at the Medical Center in order to be eligible for membership in the active Medical Staff. Such thresholds, if any are required, shall be more specifically described in the Medical Staff policies. Such thresholds are designed to aid the Medical Center in ensuring the competency and proficiency of its active Medical Staff. Such thresholds, if required, shall be a biennial requirement (measured based on the anniversary date of practitioner's appointment to the Medical Staff). Practitioners appointed to the active Medical Staff prior to September 23, 2001, shall be exempt from meeting the threshold requirement prior to their appointment to the active Medical Staff, but thereafter shall be subject to the annual threshold requirement, if any, as more specifically described in the Medical Staff policies. For purposes of this Section, September 23, 2002 shall serve as the one (1) year anniversary date for practitioners appointed to the active Medical Staff prior to September 23, 2001, and such practitioners shall be required to have met the threshold, if any is required, by the anniversary date and on an annual basis thereafter. In the event a practitioner fails to meet the annual threshold requirement, such active Medical Staff appointee shall be given written notice of such fact, shall be required to change to the courtesy Medical Staff and shall be informed of the procedural rights under these Medical Staff bylaws.
- c. As may be required by the Medical Executive Committee or the Board of Managers, appointees to the active Medical Staff must actively participate in recognized functions of Medical Staff appointment, including but not limited to, quality improvement and other monitoring activities, in monitoring initial appointees if requested, serving on Medical Staff committees, and in discharging other staff functions as may be required from time to time.
- d. Appointees to the Active Medical Staff must participate in emergency room back-up call and other specialty coverage programs if asked to do so by the Medical Executive Committee.

Section 3. Courtesy Medical Staff

- a. The Courtesy Medical Staff shall consist of practitioners qualified for Medical Staff appointment but who only occasionally admit patients to the Medical Center, as more specifically described in the Medical Staff policies, and whose primary practice is at

another facility. The admissions of Courtesy Medical Staff appointees shall be subordinated to those of Active Medical Staff appointees during any periods of full occupancy or a shortage of beds at the Medical Center. In the event a Courtesy Medical Staff appointee intends his or her practice to be located primarily at the Medical Center, such Courtesy Medical Staff appointee shall apply for Active Medical Staff appointment. Each Courtesy Medical Staff appointee shall be located within a reasonable proximity to the Medical Center to provide continuous care to his patients and must be a member of the Active or Associate Medical Staff of another hospital where he or she actively participates in a patient care evaluation program and other quality management activities similar to those required of the Active Staff of this Medical Center. In the event a Practitioner does not have active staff or associate staff privileges at another medical center and fulfills an important medical staff function, the Medical Executive Committee may waive this requirement if additional quality assurance measures are established. Reasonable proximity is defined as a thirty (30) minute physical response time.

- b. Courtesy Medical Staff appointees are eligible to attend Medical Staff meetings in a non-voting capacity, but are not eligible to participate in emergency room back-up call except as defined in Article I, Section 3k, hold office in the Medical Staff, vote at the Medical Staff or Medical Staff committee level, or attend or serve on Medical Staff committees meetings, subject to the following: (i) Courtesy Medical Staff appointees may attend Medical Staff committee meetings in a non-voting capacity if invited to do so by the Chief of Staff or chair of the committee at issue, (ii) Courtesy Medical Staff appointees must attend Medical Staff committee meetings, in a non-voting capacity, if requested to do so by the Chief of Staff or chair of the committee at issue, (iii) if the Courtesy Medical Staff appointee is appointed to serve on a Medical Staff committee, then the Courtesy Medical Staff appointee shall serve and vote on such committee, and (iv) participation in emergency room back-up call in accordance with these Medical Staff bylaws. Courtesy Medical Staff appointees may be required to accept appointment to certain Medical Staff committees, but shall not be required to attend Medical Staff meetings unless requested to do so by the Chief of Staff.
- c. At the request of the Clinical Department Chairperson, a provider under this Medical Staff category may serve as a representative on the Medical Executive Committee if appointed by the Board of Managers as described in Article VIII, Section 1(a).

Section 4. Consulting Medical Staff

The Consulting Medical Staff shall consist of practitioners who meet the qualifications, standards and requirements for appointment as set forth in these bylaws, but who come to the Medical Center on a consultative basis or to conduct clinics in the appointee's area of expertise. Appointees to the consulting staff are not eligible to admit patients, vote, hold office or attend or serve on Medical Staff committees, nor shall they be eligible to attend Medical Staff meetings or to participate in emergency room back-up call.

Section 5. Coverage / Proctoring Medical Staff:

Qualifications:

The Coverage / Proctoring Medical Staff members 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 or proctoring to Active Staff members;
- b. are members in good standing of the Active Staff at another accredited hospital (unless this requirement is waived by the Board after considering the recommendations of the Credentials Committee and the MEC);
- c. at each reappointment time, provide such quality data and other information as may be requested to assist in an appropriate assessment of current clinical competence and overall qualifications for appointment and clinical privilege (including, but not limited to, information from another hospital, information from the individual's office practice, information from managed care organizations in which the individual participates, and/or receipt of confidential evaluation forms completed by referring/referred to physicians);
- 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 members(s) terminates for any reason.

Responsibilities:

Coverage / Proctoring Medical Staff members:

- a. when providing coverage or proctoring assistance for an Active staff member, shall be entitled to admit and/or treat patients who are the responsibility of the Active Staff member that is being covered (i.e. the Active Staff member's own patients or unassigned patients who present through the Emergency Department);
- b. when not providing coverage assistance, are not required to meet the requirements of Medical Staff members providing on-call coverage;
- c. shall be entitled to attend Medical Staff meetings (without vote);
- d. Shall, when providing coverage 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;
- e. shall generally have no staff committee responsibilities, but may be assigned to committees (without vote);
- f. may not serve as an officer or a committee chair; and
- g. shall pay applicable fees, dues and assessments.

Section 6. Telemedicine Medical Staff

Any practitioner that provides clinical services solely via telemedicine shall be members of the telemedicine Medical Staff.

- a. Telemedicine Staff practitioners are not eligible to admit patients, perform procedures, vote, hold office, attend or serve on Medical Staff committees, attend Medical Staff meetings, or participate in emergency room back-up call.
- b. The Hospital may use the credentialing and privileging information from the telemedicine practitioner's distant site to make its final privileging decision if all the following requirements are met:
 1. The distant site is Joint Commission-accredited.
 2. The practitioner is privileged at the distant site for those services to be provided at this Hospital.
 3. The Hospital has evidence of an internal review of the practitioner's performance of these privileges and sends to the distant site information that is useful to assess the practitioner's quality of care, treatment and services for use in privileging and performance improvement. At a minimum, this information includes all adverse outcomes related to sentinel events considered reviewable by the Joint Commission that result from the telemedicine services provided, and complaints about the distant site licensed independent practitioner from patients, licensed independent practitioners, or staff at the Hospital.
- c. The completed credential file shall be routed through the same approval process utilized for all members of the Medical Staff.
- d. Telemedicine Staff practitioners shall be reappointed to the medical staff every two years utilizing the same process outlined above.
- e. If the telemedicine practitioner fails to maintain privileges at the distant site, if the contract between the telemedicine practitioner and the telemedicine service organization is terminated, or if the contract between the Hospital and telemedicine service organization is terminated, the telemedicine practitioner's privileges at the Hospital will be automatically and voluntarily relinquished. Such voluntary relinquishment shall not entitle the practitioner to hearing and appeal rights.

Section 7. Locum Tenens

- a. Practitioners who provide locum tenens coverage are not members of the Medical Staff and do not enjoy the rights and responsibilities conferred on medical staff members, but may be granted privileges as outlined in the Medical Staff Appointment Process in these Bylaws. If the locum tenens practitioner routinely provides coverage up to and into a reappointment

period, s/he must complete the reappointment procedure as outlined in the Procedures for Reappointment in these Bylaws.

- b. The practitioner will notify the Medical Staff Office at least 120 days prior to the anticipated date of service (except in emergencies) and will obtain an application from the Medical Staff Office.
- c. The completed application along with supporting documentation will be returned to the Medical Staff Office at least 60 days prior to the proposed start date.
- d. Because of extensive work experience of locum tenens practitioners, verification of work experience will include at least the last ten appointments or ten years, whichever is more.
- e. Locum Tenens practitioners will be limited to a maximum privileging term of two years at which time the practitioner may apply for re-privileging if still providing services.
- f. Locum Tenens practitioners' applications may remain in active status without malpractice coverage for these periods of time where they are not under contract or employment agreement, but these practitioners must provide a current malpractice certificate prior to resuming privileges.
- g. Locum Tenens practitioners will abide by all applicable services, hospital and medical staff policies, procedures, and these Bylaws (except as noted in (f) above) and may be terminated for any reason when their services are no longer required or if the quality of services provided or their behavior does not meet acceptable standards. Locum tenens providers are not entitled to a fair hearing and provide services only in accordance with their contract or employment agreement.

Section 8. Affiliate Staff

- a. The Affiliate Staff consist of Practitioners who devote their practice to the office environment and refer management of inpatients to other Physicians on the Medical Staff.
- b. Affiliate Staff appointees have no Medical Staff responsibilities, except to pay dues as may be assessed by the ABMC Medical Executive Committee from time to time.
- c. Affiliate Staff appointees are not eligible for clinical privileges including, but not limited to, admitting privileges, but may make social rounds and have access to their patient's medical records for the purpose of review only.
- d. Affiliate Staff are not eligible to vote in Medical Staff elections or on other Medical Staff matters, to serve as a Medical Staff officer, or to serve on standing Medical Staff committees, but may be appointed to special committees. They may, but are not required to, attend any Medical Staff meetings. Affiliate Staff members are welcome to attend ABMC-sponsored continuing medical education programs.

- e. At the request of the Clinical Department Chairperson, a provider under this Medical Staff category may serve as a representative on the Medical Executive Committee if appointed by the Board of Managers as described in Article VIII, Section 1(a).
- f. Affiliate staff members are not required to hold board certification.

Section 9. Allied Health Professionals

Privileges granted to Allied Health Professionals shall be based on their training, licensure and/or certification, experience, ability to work with others, demonstrated competence and judgment, applicable state and federal laws, and in accordance with the policies of the Medical Staff. Allied Health Professionals will be afforded a fair hearing and appeal process as specified in the Medical Staff policies.

Section 10. Non-Physician Clinical Assistants

Consistent with regulatory requirements, privileges granted to Non-Physician Clinical Assistants shall be based on their training, licensure, certification, experience and ability to work with others, demonstrated competence and judgment, applicable state and federal laws, and in accordance with the policies of the Medical Staff. Non-Physician Clinical Assistants shall not be afforded a fair hearing and appeal process.

Section 11. Honorary Medical Staff

The Honorary Medical Staff shall consist of practitioners recognized for their outstanding reputations and their noteworthy contributions to the health and medical sciences, together with all practitioners retiring from the Medical Staff. Honorary Medical Staff appointees shall not have the right to vote or hold office, nor shall they be permitted to admit patients to the Medical Center, write patient orders, or perform other procedures on or for Medical Center patients. Honorary Medical Staff appointees may observe patients who have been hospitalized by other Medical Staff appointees and may confer with such Medical Staff appointees. Honorary Medical Staff appointees may be invited to attend Medical Staff meetings and other Medical Staff functions. They shall not be eligible to serve on Medical Staff Committees, except ad hoc committees if recommended by the Medical Executive Committee and approved by the Medical Staff.

Section 12. Graduate Medical Students (Residents)

a. Relationship to Medical Staff

Graduate Medical Students in approved post-graduate training programs shall not hold appointments to the Medical Staff, but shall be permitted to exercise limited Clinical Privileges in accordance with these Bylaws. Such limited Clinical Privileges may be terminated by the Board of Managers with or without cause. Notwithstanding the foregoing, Graduate Medical Students shall not be entitled to any procedural rights granted to Medical Staff Members pursuant to these Bylaws.

b. Training Protocols; Limited Clinical Privileges

Graduate Medical Students shall be permitted to exercise only those Clinical Privileges set out in the training protocols developed by the Director of Medical Education, and approved by the Credentials Committee, the Medical Executive Committee, and the Board of Managers. Training protocols shall delineate the roles, responsibilities and patient care activities of Graduate Medical Students, including, without limitation, the qualifications a Graduate Medical Student is required to possess in order to write patient care orders, under what circumstances a qualified Graduate Medical Student may write patient care orders and what entries a supervising Medical Staff Member must countersign. Training protocols also shall describe the mechanisms by which Graduate Medical Student directors and supervisors shall make decisions about a Graduate Medical Student's progressive involvement and independence in delivering patient care.

c. Medical Staff Coordination and Oversight

The Director of Medical Education shall notify the Credentials Committee of any problem arising in connection with a Graduate Medical Student related to such student's ability to provide professional services or to participate in a training program, including without limitation, his or her physical or mental health and/or any other performance issue that could potentially affect patient care, within thirty (30) days of becoming aware of such problem. The Director of Medical Education also shall communicate at least annually with the Medical Executive Committee regarding the performance of Graduate Medical Students and related patient safety issues, and the quality of patient care delivered by Graduate Medical Students at the hospital.

ARTICLE III. CLINICAL PRIVILEGES

Section 1. Clinical Privileges Restricted

- a. Every individual practicing at the Medical Center by virtue of Medical Staff appointment or otherwise, shall, in connection with such practice, be entitled to exercise only those clinical privileges specifically granted by final action of the Board of Managers.
- b. Every initial application for Medical Staff appointment must contain a request for the specific clinical privileges desired by the applicant. The evaluation of such requests shall be based upon the applicant's education, licensure, board certification or board eligibility, training, experience, ability to work with others, demonstrated competence, current physical and mental health status, prudent use of resources in relation to other similar practices and generally accepted practice guidelines, references and other relevant information, including an appraisal by the clinical department or departments in which such privileges are sought. The applicant shall have the burden of meeting the credentialing criteria and submitting a complete application and establishing such applicant's qualifications and competence in the clinical privileges the applicant requests.
- c. Periodic re-determination of clinical privileges, and the addition to or deletion from same, shall be based upon the direct observation of care provided, review of the records of

patients treated at this or other hospitals, review of the records of the Medical Staff which document the evaluation of the appointee's participation in the delivery of medical care, any change in the practitioner's liability insurance category, which changes must immediately be reported to the Medical Staff Services Department by the practitioner, and review of the practitioner's prudent use of resources in relation to other similar practices and generally accepted practice guidelines. Applications for additional clinical privileges must be in writing. To assure uniformity, applications shall be submitted on a prescribed form on which the type of clinical privileges desired and the applicant's relevant recent training and/or experience must be stated. Such applications shall be processed in the same manner as applications for initial appointment.

- d. Privileges granted to dentists shall be based on their training, experience, ability to work with others, and demonstrated competence and judgment. The scope and extent of surgical procedures that each dentist may perform shall be specifically delineated and granted in the same manner as all other surgical privileges. Surgical procedures performed by dentists shall be under the overall supervision of the Clinical Chairperson of the department of surgery. All patients admitted for dental care shall receive the same basic medical appraisal as all other patients admitted to the Medical Center. A physician of the Medical Staff shall be responsible for the care of any medical problem of any patient admitted by a dentist that may be present at the time of such admission or presentation or that may arise during hospitalization, including doing the medical history and physical examination.
- e. Privileges granted to oral surgeons shall be based on their training, experience, ability to work with others, and demonstrated competence and judgment. All patients admitted for oral surgery shall receive the same basic medical appraisal as all other patients admitted to the Medical Center. Qualified admitting oral surgeons may perform the medical history and physical if (1) they have been granted such privilege and (2) the patient is admitted only for oral surgery and is without underlying health problems.
- f. Privileges granted to podiatrists shall be based on their training, experience, ability to work with others, and demonstrated competence and judgment. The scope and extent of surgical procedures that each podiatrist may perform shall be specifically delineated and granted in the same manner as all other surgical privileges. Surgical procedures performed by podiatrists shall be under the overall supervision of the Clinical Chairperson of the department of surgery. All patients admitted for podiatric care shall receive the same basic medical appraisal as all other patients admitted to the Medical Center. A physician of the Medical Staff shall be responsible for the care of any medical problem that may be present at the time of such admission or presentation or that may arise during hospitalization, including doing the medical history and physical examination.
- g. Privileges granted to Allied Health Professionals shall be based on their training, licensure and/or certification, experience, ability to work with others, demonstrated competence and judgment, applicable state and federal laws, and in accordance with the

policies of the Medical Staff. Allied Health Professionals will be afforded a fair hearing and appeal process as specified in the Medical Staff policies.

- h. Privileges granted to Non-Physician Clinical Assistants shall be based on their training, licensure, certification, experience and ability to work with others, demonstrated competence and judgment, applicable state and federal laws, and in accordance with the policies of the Medical Staff. Non-Physician Clinical Assistants will not be afforded a fair hearing and appeal process as specified in the Medical Staff policies.
- i. Granting or denying or revising or revoking of initial and/or reappointment of privileges shall be communicated to the practitioner, medical staff and other hospital staff within 30 days of Board approval.

Section 2. Expedited Privileges

- a. To expedite initial appointments to membership and granting of privileges, reappointment to membership, or renewal or modification of privileges, the governing body delegates the authority to render those decisions to a committee of at least two voting members of the governing body.
- b. An applicant for privileges is ineligible for the expedited process if any of the following has occurred:
 - 1) The applicant submits an incomplete application.
 - 2) The Medical Executive Committee makes a final recommendation that is adverse or has limitations.
- c. The following situations are evaluated on a case-by-case basis and usually result in ineligibility for the expedited process:
 - 1) There is a current challenge or a previously successful challenge to licensure or registration.
 - 2) The applicant has received an involuntary termination of medical staff membership at another hospital.
 - 3) The applicant has received involuntary limitation, reduction, denial, or loss of clinical privileges.
 - 4) The hospital determines that there has been either an unusual pattern of, or an excessive number of, professional liability actions resulting in a final judgment against the applicant.

The organized medical staff uses the criteria developed for the expedited process when recommending privileges.

Section 3. Temporary Privileges

- a. Upon receipt of a complete application for Medical Staff appointment from an appropriately licensed practitioner, the Chief Medical Officer, or designee, may, upon the

basis of the recommendation of the Clinical Chairperson of the appropriate department and information which may reasonably be relied upon as to the competence and ethical standing of the applicant (as more specifically set forth in the Medical Staff policies), and with the written concurrence of the Chief of Staff and grant temporary admitting and clinical privileges to the applicant for a period specified in the Medical Staff policies. In exercising such temporary privileges, the applicant shall act under the supervision of the Clinical Chairperson of the department to which the applicant is assigned and shall be subject to observation by such Clinical Chairperson of the department or his designee during the period the applicant has temporary privileges.

- b. Temporary clinical privileges may be granted for a time period not to exceed 120 days to meet an important patient care need to the Medical Staff, in the following manner: Chief Medical Officer with the recommendation of the Chief of Staff, and Clinical Chairperson may grant temporary clinical privileges upon the basis of information then available which may reasonably be relied upon as to the competence and ethical standing of the applicant; provided that when there is no emergency, there shall first be obtained evidence of such practitioner's current appropriate licensure, evidence of adequate malpractice insurance, evidence of DEA certificate (as applicable), a completed background information disclosure form, results of a query of the National Practitioner Data Bank, a description of relevant training and experience, evidence of board certification or eligibility, and signed acknowledgement that the practitioner has received and read copies of the Medical Staff's bylaws, Medical Staff policies, and associated policies and that the practitioner agrees to be bound by the terms thereof in all matters relating to the practitioner's temporary clinical privileges. Such temporary privileges shall be restricted to meet an important patient care need after which such practitioner shall be required to apply for appointment to the Medical Staff before being allowed to attend additional patients.
- c. The Chief Medical Officer, or designee, in consultation with the Chief of Staff or the Chief of Staff's designee, may permit a practitioner serving as a locum tenens for an appointee to the Medical Staff to attend patients without applying for appointment to the Medical Staff, providing such practitioner first submits for temporary privileges with all of his credentials and such credentials have been reviewed and approved by the Chief Medical Officer, Department Chairperson, and the Chief of Staff.
- d. Special requirements of supervision and reporting may be imposed by the Chief of Staff on any practitioner granted temporary privileges. Temporary privileges shall be immediately terminated by the Chief Medical Officer, or designee, upon notice of any failure by the practitioner to comply with such special conditions.
- e. The Chief Medical Officer, or designee, may at any time, upon the recommendation of the Chief of Staff or the Chief of Staff's designee, terminate a practitioner's temporary privileges effective as of the discharge from any facility of the practitioner's patient(s) then under the practitioner's care in the facility. However, where it is determined that the life or health of such patient(s) would be endangered by continued treatment by the practitioner, the termination may be imposed by any person entitled to impose a summary

suspension pursuant to paragraph a, Section 2 of Article IV of these bylaws, and the same shall be immediately effective. The Chief of Staff or the Chief of Staff's designee shall assign an appointee of the Medical Staff to assume responsibility for the care of such terminated practitioner's patient(s) until they are discharged from the Medical Center. The wishes of the patient(s) shall be considered where feasible in selection of such substitute practitioner.

Section 4. Emergency Privileges

- a. In the case of emergency, any licensed physician, dentist, podiatrist and/or Allied Health Professional may be granted emergency privileges by any one of the following persons, in the order of priority listed: Chief of Staff, Chief of Staff Elect, Secretary-Treasurer or a Clinical Chairperson with approval of the President or Chief Medical Officer. Any physician, dentist, podiatrist and/or Allied Health Professional so granted emergency privileges, to the degree permitted by such individual's license and regardless of service or staff status or lack of it, shall be permitted and assisted to do everything possible to save the life of a patient, using every facility of the Medical Center necessary or desirable, including calling for any consultation. When an emergency situation no longer exists, such practitioner must request the privileges necessary to continue to treat the patient. In the event such privileges are denied or not requested, the patient shall be assigned to an appropriate appointee to the Medical Staff. For the purposes of this section, an "emergency" is defined as a condition in which serious permanent harm would result to a patient or in which the life of a patient is in immediate danger and any delay in administering treatment would add to that danger.
- b. In the event a practitioner or such practitioner's known representative is not available for the urgent care of a patient in the Medical Center, the physician on call may assume the temporary care of the patient. In addition to the forgoing, emergency privileges may be granted to a practitioner whose specialty or area of expertise is necessary for the immediate provision of care to a hospitalized patient and which is not represented elsewhere within the current medical staff.

Section 5. Disaster Privileges

- a. Disaster privileges may be granted only when the emergency management plan has been activated and the hospital is unable to meet immediate patient care needs. The hospital Incident Commander or designee may on a case-by-case basis grant disaster privileges to selected licensed independent practitioners and/or allied health professionals. Said individual shall also have the authority to terminate disaster privileges, and such authority may be exercised in the sole discretion of the hospital and will not give rise to fair hearing or appeal.
- b. In order to qualify for disaster privileges, volunteer practitioners must present valid government-issued photo identification (i.e. driver's license or passport) and at least one of the following:

- 1) A current picture hospital identification card that clearly identifies professional designation
 - 2) A current license to practice
 - 3) Primary source verification of licensure
 - 4) Identification indicating that the individual is a member of a disaster medical assistance team, Medical Reserve Corps, Emergency System for Advance Registration of Volunteer health Professionals, or other recognized state or federal organizations or groups
 - 5) Identification indicating that the individual has been granted authority by a federal, state or municipal entity to render patient care, treatment and services in disaster circumstances.
 - 6) Confirmation by a licensed independent practitioner currently privileged by the hospital or a staff member with personal knowledge of the volunteer practitioner's ability to act as a licensed independent practitioner during a disaster.
- c. It is recommended that the volunteer practitioner be paired with a currently appointed medical staff member and shall act only under the direct supervision of a medical staff member.
- d. Primary source verification of licensure will begin as soon as the immediate situation is under control, and will be completed within 72 hours except in extraordinary circumstances as described in medical staff policy.
- e. Once the immediate situation has passed and such determination has been made consistent with the hospital's disaster plan, the volunteer practitioner's disaster privileges will terminate immediately.

ARTICLE IV. DISCIPLINARY MEASURES

Section 1. Corrective Action

- a. Whenever the activities or professional conduct of any practitioner with clinical privileges are considered to be lower than the standards or aims of the Medical Staff or to be disruptive to the operations of the Medical Center, it shall be the responsibility of the appropriate Clinical Chairperson and/or the Chief of Staff to take such immediate action as may be necessary to correct the situation. This action may include counseling with the practitioner, summary suspension as outlined in Section 2 of this Article IV, and/or referral of the matter to the next regular or a special meeting of the Medical Executive Committee for corrective action if required. In addition, such action against a practitioner may be requested by no fewer than three (3) appointees to the Medical Staff, by the President or by the Board of Managers. All requests for corrective action shall be in writing, shall be made to the Medical Executive Committee, and shall be supported by reference to the specific activities or conduct which constitute the grounds for the request. The practitioner shall be informed in writing of the request for corrective action and the reported grounds for the request.

- b. The Medical Executive Committee shall investigate the need for corrective action and shall establish the guidelines and scope of its investigation. This investigation may include requesting information from relevant Medical Center departments, auxiliary staff and Medical Center employees, consultation with and obtaining information from any other sources which the Medical Executive Committee deems necessary or desirable relevant to the matter in question, and recommendations from the Clinical Chairpersons. The Medical Executive Committee may permit the affected practitioner to make an appearance before the Medical Executive Committee prior to its taking action on a request for corrective action. At such interview the practitioner shall again be apprised of the general nature of the request for corrective action and be afforded the opportunity to discuss, explain or refute the charges. This appearance shall not constitute a hearing, shall be preliminary in nature, and none of the procedural rules provided in these bylaws with respect to hearings shall apply thereto. A record of such appearance shall be made by the Medical Executive Committee.
- c. The action of the Medical Executive Committee on a request for corrective action may be to reject or modify the request for corrective action, to issue a warning, a letter of admonition, or a letter of reprimand, to impose terms of probation or monitoring or a requirement for consultation, to recommend reduction, suspension or revocation of clinical privileges, to recommend that an already imposed summary suspension of clinical privileges be terminated, modified or sustained, or to recommend that the practitioner's Medical Staff appointment be suspended or revoked. (This list is not exhaustive by reason of enumeration).
- d. Any recommendation by the Medical Executive Committee for reduction or suspension for more than fourteen (14) days or revocation of clinical privileges, or for suspension for more than fourteen (14) days or expulsion from the Medical Staff, shall entitle a Medical Staff appointee to the procedural rights provided in Article V of these bylaws.
- e. The Chief of Staff shall notify the President in writing within seven (7) days of all requests for corrective action received by the Medical Executive Committee and shall continue to keep the President fully informed of all action taken in connection therewith. After the Medical Executive Committee has made its recommendation in the matter, the procedure to be followed, if applicable, shall be as provided in Article V of these bylaws.

Section 2. Summary Suspension

- a. Any one of the following: the Chief of Staff, the Chief of Staff Elect, the President, a majority of the Medical Executive Committee or a majority of the Board of Managers, shall each have the authority, whenever action must be taken immediately in the best interest of patient care in the Medical Center, to summarily suspend all or any portion of the clinical privileges of a practitioner. Notification of the suspension shall be delivered by either (1) certified mail, return receipt requested, to the practitioner's last known residential or office address, (2) email, return receipt requested, to the practitioner's last known email address, or (3) personal delivery upon said practitioner. Such summary suspension shall become effective immediately upon receipt of notice in person or upon

acknowledgement of receipt of certified mail at an address authorized above, whichever comes first. The suspending agent shall provide a written report stating the reasons for such suspension to the Medical Executive Committee at their next scheduled meeting.

- b. Immediately upon the imposition of a summary suspension, the Chief of Staff or the Chief of Staff's designee shall have authority to provide for alternative medical coverage for the patients of the suspended practitioner still admitted to the Medical Center at the time of such suspension. Unless otherwise decided by the Chief of Staff, such alternative coverage shall be the responsibility of the practitioner who agreed, by signing the applicable form, to serve as the suspended practitioner's alternate for coverage. The wishes of the patients shall be considered in the selection of such alternative practitioner.
- c. A practitioner whose clinical privileges have been summarily suspended by an individual or entity other than the Medical Executive Committee or the Board of Managers shall be entitled to request (in writing and received by the President within ten (10) days of the summary suspension) that the Medical Executive Committee hold an informal hearing on the matter within such reasonable time period thereafter as the Medical Executive Committee shall determine. The informal hearing shall include at least (1) a review of the written report stating the reasons for the summary suspension, and (2) an opportunity for the practitioner to have an interview and discuss the matter with the Medical Executive Committee. At such interview, the practitioner shall be invited to discuss, explain or refute the charges against the practitioner. A record of the interview shall be made by the Medical Executive Committee. The Medical Executive Committee may request further material and information as required to make its determination. This informal hearing shall be preliminary in nature and none of the procedural rules provided in Article V with respect to hearings shall apply.
- d. The Medical Executive Committee may recommend modification, continuance or termination of the terms of the summary suspension. If, as a result of such informal hearing, the Medical Executive Committee does not recommend immediate termination of the summary suspension, the affected practitioner shall be entitled to the hearing available under Article V hereof following an adverse Medical Executive Committee recommendation. Also in accordance with Article V hereof, the practitioner shall be entitled to request an appellate review by the Board of Managers, but the terms of the summary suspension as sustained or as modified by the Medical Executive Committee shall remain in effect pending a final decision thereon by the Board of Managers. If the summary suspension was imposed by the Medical Executive Committee or the Board of Managers, the affected practitioner shall proceed directly under Article V.

Section 3. Automatic Suspension

- a. Medical Records Delinquency - A warning of delinquency shall be sent to a practitioner for failure to complete a patient's medical record within fifteen (15) days of a patient's discharge. Copies of such notice shall also be sent to the President. The practitioner will be permitted fifteen (15) days after such notice has been delivered in which to complete the delinquent record. If the record is not completed within the later of thirty (30) days

after a patient's discharge or fifteen (15) days after notification by the Medical Record Director or designee, the delinquent practitioner's privileges shall be suspended automatically by the President as provided in the Medical Staff policies, provided the Medical Record Director or designee has notified the practitioner of the practitioner's delinquency status. Such automatic suspension shall remain effective until the medical record is complete.

- b. Within thirty (30) days of such automatic suspension of clinical privileges, the suspended practitioner shall be invited to appear before the Medical Executive Committee. If the suspended practitioner fails to appear at such meeting of the Medical Executive Committee, then the suspended practitioner shall have thirty (30) days after the automatic suspension of clinical privileges to complete the delinquent record before the practitioner's Medical Staff appointment shall automatically terminate necessitating reapplication for Medical Staff appointment and clinical privileges, including payment of the reapplication fee. If the suspended practitioner appears at such meeting of the Medical Executive Committee, then the suspended practitioner shall have the later of ten (10) days after the Medical Executive Committee meeting or thirty (30) days after the automatic suspension of clinical privileges to complete the delinquent record before the practitioner's Medical Staff appointment shall automatically terminate necessitating reapplication for Medical Staff appointment and clinical privileges, including payment of the reapplication fee. In the event a practitioner completes the delinquent record, anytime prior to an automatic termination of Medical Staff appointment, practitioner shall be automatically reinstated by the President without further action on the part of the practitioner or any committee of the Medical Staff. The Medical Record's staff or designee shall notify the President when all medical records which had previously been reported as delinquent have been completed.
- c. Immediately upon the imposition of an automatic suspension, the Chief of Staff or the Chief of Staff's designee shall have authority to provide for alternative medical coverage for the patients of the suspended practitioner still admitted to the Medical Center at the time of such suspension. Unless otherwise decided by the Chief of Staff, such alternative medical coverage shall be the responsibility of the practitioner who agreed, by signing the applicable form, to serve as the suspended practitioner's alternate for coverage. The wishes of the patients shall be considered in the selection of such alternative practitioner.
- d. It shall be the duty of the Chief of Staff to enforce all automatic suspensions with the assistance of the President.
- e. Adverse Change in Licensure or Certification.
 - 1) Revocation. A revocation of a Practitioner's license, certification or other credential authorizing practice in this State shall be deemed to be a voluntary resignation of such Practitioner's Staff Membership and a relinquishment of all Clinical Privileges as of the date such revocation becomes effective.
 - 2) Suspension and Restriction. If a Practitioner's license, certification or other credential authorizing practice in this State is suspended, limited, restricted or made

subject to certain conditions (including without limitation, probation) by the applicable licensing or certifying authority, any of the Practitioner's Clinical Privileges which are within the scope of the state's suspension, limitation, restriction, or condition, shall be automatically suspended, limited, restricted or conditioned by the Medical Center in a similar manner, as of the date such state action becomes effective and throughout its term.

- 3) As soon as reasonably possible after such automatic suspension, the Medical Executive Committee shall convene to review and consider the facts under which the license was revoked, suspended, or restricted. The Medical Executive Committee may then take such further corrective action as may be appropriate under the circumstances.

f. Exclusion from Health Care Program.

- A Practitioner's exclusion from participation in Medicare, Medicaid or any health care program funded in whole or in part by the federal or state government, shall be deemed to be a voluntary resignation of such Practitioner's Staff Membership and a relinquishment of all Clinical Privileges shall be automatically as of the date such exclusion becomes effective.

g. Failure to Maintain Professional Liability Insurance.

- 1) If a practitioner fails to maintain the amount of professional liability insurance required and/or fails to submit a Certificate of Insurance as required under these Bylaws or as otherwise requested, the practitioner's staff membership and clinical privileges shall be immediately and automatically suspended.
- 2) The failure of the practitioner to submit a Certificate of Insurance within one (1) month after the automatic suspension shall be deemed to be a voluntary resignation of the Practitioner's Staff Membership and a relinquishment of all Clinical Privileges.
- 3) If the practitioner submits a Certificate of Insurance prior to the voluntary resignation of Staff Membership and relinquishment of all clinical privileges, the practitioner's staff membership and clinical privileges shall be automatically reinstated without further action on the part of the Practitioner or any Medical Staff committee. Medical Staff Services shall notify the President when the Certificate of Insurance has been received.

h. Failure to Pay Dues.

If a practitioner fails to pay required dues, the practitioner's staff membership and clinical privileges, after written warning of delinquency and a specified time frame not to exceed thirty (30) days, shall be automatically suspended and shall remain suspended until the Practitioner pays the delinquent dues. A failure to pay such dues within six (6) months after the date the automatic suspension became effective shall be deemed to be a

voluntary resignation of the practitioner's staff membership and a relinquishment of all clinical privileges.

i. Failure to Maintain Collaborative or Supervisory Relationship.

If an Allied Health Professional fails to (i) maintain a collaborative or supervisory relationship and agreement with one or more Medical Staff Members (e.g., the collaborating or supervising physician leaves the Medical Center or his/her Clinical Privileges are reduced or revoked); or (ii) fails to comply with the terms of his/her collaborative or supervisory agreement, the Allied Health Professional's clinical privileges shall be automatically suspended and shall remain so suspended until the Allied Health Professional provides Medical Staff Services with adequate evidence that an appropriate collaborative or supervisory relationship and agreement exists. A failure to provide Medical Staff Services with adequate evidence that an appropriate collaborative or supervisory relationship and agreement exists within one (1) month after the date the automatic suspension became effective shall be deemed to be a voluntary resignation of the Allied Health Professional's Staff Membership and a relinquishment of all Clinical Privileges.

ARTICLE V. HEARING AND APPELLATE REVIEW PROCEDURE

Section 1. Right to Hearing and to Appellate Review

- a. When any practitioner receives notice of a recommendation of the Medical Executive Committee that, if ratified by decision of the Board of Managers, will adversely affect the practitioner's appointment to or status as an appointee to the Medical Staff or the practitioner's exercise of current clinical privileges, the practitioner may request a hearing before an ad hoc committee of the Medical Staff. If the recommendation of the hearing committee following such hearing is still adverse to the affected practitioner, the practitioner may request an appellate review by the Board of Managers pursuant to the procedures outlined in paragraph a, Section 6 of this Article V before the Board of Managers makes a final decision on the matter.
- b. When any practitioner receives notice of a decision by the Board of Managers or its executive committee that will adversely affect the practitioner's appointment to or status as an appointee to the Medical Staff or the practitioner's exercise of current clinical privileges, and such decision is not based on a prior adverse recommendation by the Medical Executive Committee with respect to which the practitioner was entitled to a hearing and appellate review, the practitioner may request a hearing by a committee appointed by the Board of Managers, and if such hearing does not result in a favorable recommendation, to an appellate review by the Board of Managers, before the Board of Managers makes a final decision on the matter.

- c. All hearings and appellate reviews shall be in accordance with the procedural safeguards set forth in this Article V.

Section 2. Procedure for Request for Hearing

- a. The President shall be responsible for giving prompt written notice of an adverse recommendation or decision to any affected practitioner who is entitled to a hearing or to an appellate review, by certified mail, return receipt requested. The notice shall contain the following:
- 1) advise the practitioner of the recommendation, action or proposed action and the basis thereof;
 - 2) advise the practitioner of the practitioner's right to a hearing in accordance with this Article V, and specify that the practitioner shall have thirty (30) days within which to submit a written request for a hearing;
 - 3) state that failure to request a hearing within the specified time, or to personally appear at the scheduled hearing, shall constitute a waiver of the practitioner's right to the hearing and subsequent appellate review;
 - 4) state that upon receipt of the practitioner's request, the practitioner will be notified of the date, time and place of the hearing, which date shall not be less than thirty (30) days nor more than sixty (60) days following receipt of the request by the President unless the practitioner requests an earlier date in the practitioner's request for a hearing;
 - 5) advise the practitioner of the practitioner's right to be represented at the hearing by an appointee to the Medical Staff in good standing, an attorney, or any other individual chosen by the practitioner. The practitioner shall be advised that if the practitioner fails to notify the President in the request for a hearing that the practitioner desires to be represented by an attorney, the practitioner shall be deemed to have waived the right to be so represented;
 - 6) advise the practitioner that a record of the hearing, and if the practitioner so requests, of the appellate review, shall be made, and of the practitioner's right to receive a copy upon payment of reasonable charges for the preparation thereof;
 - 7) advise the practitioner of the practitioner's right to call, examine and cross-examine witnesses, to present relevant evidence, and to submit a written statement at the close of the hearing; and
 - 8) state that upon completion of the hearing procedure the practitioner shall receive a copy of the written recommendation of the hearing committee, including a statement of the basis of the recommendation.

- b. The failure of a practitioner to request any hearing to which the practitioner is entitled by these bylaws within thirty (30) days and in the manner herein provided, or failure to personally appear at the scheduled hearing shall be deemed a waiver of the practitioner's right to such hearing and to any appellate review to which the practitioner might otherwise have been entitled on the matter. The failure of a practitioner to request any appellate review to which the practitioner is entitled by these bylaws within the time and in the manner herein provided shall be deemed a waiver of the practitioner's right to such appellate review on the matter.
- c. When the waived hearing or appellate review relates to an adverse recommendation of the Medical Executive Committee or of a hearing committee appointed by the Board of Managers, the same shall thereupon become and remain effective against the practitioner pending the Board of Managers' final decision on the matter. When the waived hearing or appellate review relates to an adverse decision by the Board of Managers, the same shall thereupon become and remain effective against the practitioner in the same manner as a final decision of the Board of Managers provided for in Section 7 of this Article V. In either of such events, the President shall promptly notify the affected practitioner of the practitioner's status by certified mail, return receipt requested.

Section 3. Scheduling and Notice of Hearing

- a. Within fifteen (15) days after receipt of a request for a hearing from a practitioner entitled to the same, the Medical Executive Committee or the Board of Managers, whichever is appropriate, shall schedule and arrange for such hearing. The hearing date shall be not less than thirty (30) days nor more than sixty (60) days from the date of receipt of the request for hearing, unless the practitioner, in writing, agrees to an earlier date.
- b. The notice of hearing shall state the time, place and date of the hearing, a list of witnesses who may testify on behalf of the Medical Executive Committee or the Board of Managers (depending on which body's action prompted the request for a hearing), and shall contain a short and plain statement which identifies acts, omissions or transactions with which the practitioner is charged and, when appropriate, identifies other reasons or subject matter which justify the adverse recommendation or decision. The practitioner shall be notified in writing of any subsequent modifications to the grounds for the adverse recommendation or action, or the list of expected witnesses within a reasonable period prior to the hearing date.

Section 4. Composition of Hearing Committee

- a. When a hearing relates to an adverse recommendation of the Medical Executive Committee, such hearing shall be conducted by an ad hoc hearing committee of the Medical Staff. The Chief of Staff, in consultation with the Medical Executive Committee and the President, shall provide the affected practitioner with a list of seven (7) impartial peers on the active Medical Staff who would be able to serve on a hearing committee, none of whom may be in direct economic competition with the practitioner. The practitioner shall then strike two (2) of the named appointees resulting in a hearing committee composed of five (5) members, one of whom shall be designated as Chairperson.
- b. When a hearing relates to an adverse decision of the Board of Managers that is not based on a prior adverse recommendation of the Medical Executive Committee, the Board of Managers shall appoint a hearing committee of no fewer than three (3) members to conduct such hearing and shall designate one of the members of this committee as Chairperson. At least one representative from the Medical Staff who is not in direct economic competition with the practitioner shall be included on this committee when feasible.

Section 5. Conduct of Hearing

- a. There shall be at least a majority of the members of the hearing committee present when the hearing takes place and no member may vote by proxy.
- b. An accurate record of the hearing must be kept. The mechanism by which the hearing is recorded shall be established by the hearing committee and may be accomplished by use of a court reporter, electronic recording unit, and detailed transcription or by the taking of adequate minutes. A practitioner desiring an alternate method of recording the hearing shall bear the primary cost thereof.
- c. The personal presence of the practitioner for whom the hearing has been scheduled shall be required. A practitioner who fails without good cause to appear and proceed at such hearing shall be deemed to have waived such practitioner's rights in the same manner as provided in Section 2 of this Article V and to have accepted the adverse recommendation or decision involved, and the same shall thereupon become and remain in effect as provided in said Section 2.
- d. Postponement of hearings beyond the time set forth in these bylaws shall be made only with the approval of the hearing committee. The granting of such postponements shall only be for good cause shown and is in the sole discretion of the hearing committee.
- e. If either party is to have counsel present, that party shall inform the other party of the name and address of such counsel so that procedures can be worked out to expedite the hearing.

- f. Either a hearing officer, if one is appointed, or the Chairperson of the hearing committee or the Chairperson's designee, shall preside over the hearing to determine the order of procedure during the hearing, to assure that all participants in the hearing have a reasonable opportunity to present relevant oral and documentary evidence, and to maintain decorum.
- g. The hearing need not be conducted strictly according to rules of law relating to the examination of witnesses or presentation of evidence. Any relevant matter upon which responsible persons customarily rely in the conduct of serious affairs shall be considered, regardless of the existence of any common law or statutory rule which might make evidence inadmissible over objection in a civil or criminal action. The practitioner for whom the hearing is being held or such practitioner's representative, and the representative for the Medical Executive Committee or the Board of Managers, prior to or during the hearing, shall be entitled to submit memoranda concerning any issue of procedure or of fact and such memoranda shall become a part of the hearing record. In reaching a decision, official notice may be taken by the hearing committee, either before or after submission of the matter for decision, of any generally accepted technical or scientific matter relating to the issues under consideration at the hearing and of any facts which may be judicially noticed by the courts of this state. Participants in the hearing shall be informed of the matters noticed and those matters shall be noted in the record of the hearing. The practitioner for whom the hearing is being held shall be given the opportunity, on request, to refute the officially noticed matters by evidence or by written or oral presentation of authority, the manner of such refutation to be determined by the hearing committee. The committee shall also be entitled to consider any pertinent material contained in the Medical Center's files and all other information which can be considered in connection with applications for appointment to the Medical Staff and for clinical privileges pursuant to these bylaws.
- h. The Medical Executive Committee, when its action has prompted the hearing, shall appoint one of its members or some other Medical Staff appointee, and/or an attorney, to represent it at the hearing, to present the facts in support of its adverse recommendation, and to examine witnesses. The Board of Managers, when its action has prompted the hearing, shall appoint one of its members and/or an attorney to represent it at the hearing, to present the facts in support of its adverse decision and to examine witnesses. It shall be the obligation of such representative to present appropriate evidence in support of the adverse recommendation or decision, but the affected practitioner shall thereafter be responsible for supporting such practitioner's challenge to the adverse recommendation or decision by an appropriate showing that the charges or grounds involved lack any factual basis or that such basis or any action based thereon is either arbitrary, unreasonable or capricious.
- i. The affected practitioner and the Medical Executive Committee and/or Board of Managers shall have the following rights: to call and examine witnesses, to introduce written evidence, to cross-examine any witness on any matter relevant to the issue of the hearing, to challenge any witness and to rebut any evidence. If the practitioner does not testify in such practitioner's own behalf, the practitioner may be called and examined as

if under cross-examination. The hearing committee may order that oral evidence be taken only on oath or affirmation administered by any person entitled to notarize documents in the State where the hearing is held.

- j. The hearing committee may, without special notice, recess the hearing and reconvene the same for the convenience of the participants or for the purpose of obtaining new or additional evidence or consultation. Upon conclusion of the presentation of oral and written evidence, the hearing shall be closed. The hearing committee may thereupon, at a time convenient to itself, conduct its deliberations outside the presence of the practitioner for whom the hearing was convened.
- k. Within ten (10) days after close of the hearing, the hearing committee shall make a written report and recommendation and shall forward the same together with the hearing record and all other documentation to the Medical Executive Committee or to the Board of Managers, whichever appointed it. It shall also transmit a copy of its report and recommendations to the affected practitioner, delivered through the President, by certified mail, return receipt requested. The report may recommend confirmation, modification, or rejection of the original adverse recommendation of the Medical Executive Committee or decision of the Board of Managers.
- l. If, after the Medical Executive Committee has considered the report and recommendation of the hearing committee and the hearing record, its reconsidered recommendation is favorable to the practitioner, it shall be forwarded to the Board of Managers for action at its next regularly scheduled meeting and the procedure shall thereafter follow that set forth in these Medical Staff bylaws. If such Medical Executive Committee recommendation continues to be adverse, the President shall promptly notify the practitioner by certified mail, return receipt requested. The President shall also forward such recommendation and documentation to the Board of Managers, but the Board of Managers shall not take any action on the matter until after the practitioner has exercised or has been deemed to have waived such practitioner's rights to an appellate review as provided in Section 6, Article V of these bylaws.
- m. A favorable reconsidered decision of the Board of Managers shall be final and effective immediately upon transmittal of such reconsidered decision to the practitioner. If the Board of Managers' decision is adverse to the practitioner in either respect to appointment or clinical privileges, the President shall promptly notify the practitioner of such adverse decision and the practitioner's right to an appellate review and such adverse decision shall be held in abeyance until the practitioner has exercised or been deemed to have waived the practitioner's rights to appellate review under Section 6, Article V of these bylaws. The fact that the adverse decision is held in abeyance shall not be deemed to confer privileges where none existed before.

Section 6. Appeal to the Board of Managers

- a. Within ten (10) days after receipt of an adverse recommendation or decision made or adhered to after a hearing as above provided, the affected practitioner may, by written notice to the Board of Managers delivered through the President by certified mail, return

receipt requested, request an appellate review by the Board of Managers. Unless the opportunity for oral argument is specifically requested in such notice, the appellate review shall be held only on the record on which the adverse recommendation or decision is based, supplemented by a written statement by the practitioner if the practitioner so desires.

- b. If such appellate review is not requested by the affected practitioner in writing, and received by the President within ten (10) days after receipt of an adverse decision, the affected practitioner shall be deemed to have waived the practitioner's right to the same, and to have accepted such adverse recommendation or decision, and the same shall become effective immediately as provided in Section 2 of this Article V.
- c. Within ten (10) days after receipt of such request for an appellate review, the Board of Managers shall schedule a date for such review, including a time and place for oral argument if such has been requested and is to be permitted by the appropriate appellate review body set forth in subsection d below, and shall, through the President by written notice sent by certified mail, return receipt requested, notify the affected practitioner of the same. The date of the appellate review shall not be less than fifteen (15) days, no more than thirty (30) days, from the date of receipt of the affected practitioner's request for appellate review, except that the practitioner may, in writing, agree to an earlier date.
- d. The appellate review shall be conducted by the Board of Managers or by a duly appointed appellate review committee of the Board of Managers of not less than three (3) members, two (2) of whom shall not have been members of the hearing committee described in Section 4(b) of this Article V.
- e. The affected practitioner shall have access to the report and record (and transcript, if any) of the hearing committee and all other material, favorable or unfavorable, that was considered in making the adverse recommendation or decision. The practitioner may submit a written statement on the practitioner's own behalf which may cover any matters raised at any step in the procedure to which the appeal is related specifying those factual and procedural matters with which the practitioner disagrees and the practitioner's reasons for such disagreement. This statement shall be submitted to the Board of Managers through the President by certified mail, return receipt requested, at least ten (10) working days prior to the scheduled date for the appellate review. A similar statement may be submitted by the Medical Executive Committee, the Chairperson of the Medical Staff hearing committee, or by the Chairperson of the hearing committee appointed by the Board of Managers, whichever is appropriate, and if submitted, the President shall mail a copy thereof to the practitioner at least five (5) working days prior to the date of such appellate review by certified mail, return receipt requested.
- f. The Board of Managers or its appointed review committee shall act as an appellate body. It shall review the record created in the proceedings, and shall consider the written statements submitted pursuant to subparagraph e of this Section 6, for the purpose of determining whether the adverse recommendation or decision against the affected practitioner was justified and was not arbitrary or capricious. If oral argument is

requested and permitted by the appellate review body as part of the review procedure, the affected practitioner shall be present at such appellate review, shall be permitted to speak against the adverse recommendation or decision, and shall answer questions put to the practitioner by any member of the appellate review body. The hearing committee of the Medical Executive Committee or Board of Managers, whichever is appropriate, shall also be represented by an individual who shall be permitted to speak in favor of the adverse recommendation or decision and who shall answer questions put to such individual by any member of the appellate review body.

- g. New or additional matters not raised during the original hearing or in the hearing committee report and not otherwise reflected in the record shall only be introduced at the appellate review under unusual circumstances, and the Board of Managers or the committee thereof appointed to conduct the appellate review shall in its sole discretion determine whether such new matters shall be accepted.
- h. If the appellate review is conducted by the Board of Managers, it may affirm, modify or reverse its prior decision, or, in its discretion, refer the matter back to the Medical Executive Committee for further review and recommendation, which further recommendation must be submitted to the Board of Managers within fifteen (15) days. Such referral may include a request that the Medical Executive Committee arrange for a further hearing to resolve specified disputed issues.
- i. If the appellate review is conducted by a committee of the Board of Managers, the appellate committee shall, within ten (10) days after the date the appellate review is adjourned or closed, either make a written report recommending that the Board of Managers affirm, modify or reverse its prior decision, or refer the matter back to the Medical Executive Committee for further review and recommendation which review and further recommendation must be completed and submitted to the appellate committee within fifteen (15) days of the referral. Such referral may include a request that the Medical Executive Committee arrange for a further hearing to resolve disputed issues. Within ten (10) days after receipt of the recommendations from the Medical Executive Committee after referral, the committee shall make its recommendation to the Board of Managers as above provided.
- j. The appellate review shall not be deemed to be concluded until all of the procedural steps provided in this Section 6 have been completed or waived. Where permitted by the Medical Center's bylaws, all action required of the Board of Managers may be taken by a committee of the Board of Managers duly authorized to act.

Section 7. Final Decision by Board of Managers

- a. Within ten (10) days after the conclusion of the appellate review, the Board of Managers shall make its final decision in the matter and shall send notice thereof to the Medical Executive Committee, and, through the President, to the affected practitioner, by certified mail, return receipt requested.

- b. Notwithstanding any other provision of these bylaws, no practitioner shall be entitled as a right to more than one hearing and one appellate review on any matter which shall have been the subject of action by the Medical Executive Committee, or by the Board of Managers, or by a duly authorized committee of the Board of Managers, or by both.
- c. Failure by the Board of Managers or Medical Executive Committee or any hearing committee operating under this Article V to comply with a time limit specified herein shall not be deemed to invalidate their actions.
- d. If the final decision of the Board of Managers adversely affects a practitioner's clinical privileges for more than thirty (30) days, or, if the Board of Managers accepts the surrender of clinical privileges or resignation from the Medical Staff of a practitioner under investigation for possible incompetence or improper professional conduct or in exchange for not conducting such an investigation or proceeding, the President shall make such reports as required by Sections 423 and 424 of the Act, and by Wisconsin law.

ARTICLE VI. OFFICERS

Section 1. Officers of the Medical Staff

The officers of the Medical Staff shall be:

- 1) Chief of Staff
- 2) Chief of Staff Elect
- 3) Secretary-Treasurer

Section 2. Qualifications of Officers

Officers must be appointees to the active Medical Staff at the time of nomination and election, must remain appointees in good standing during their term of office, must have demonstrated interest in maintaining quality medical care at the Medical Center and must have constructively participated in Medical Staff affairs, including active participation in peer review activities and on Medical Staff committees. Failure to maintain such status as an appointee to the active Medical Staff in good standing shall immediately create a vacancy in the office involved.

Section 3. Election of Officers

- a. Officers shall be elected by ballot or electronic vote of the Medical Staff. Only appointees of the active Medical Staff shall be eligible to vote.
- b. The Nominating Committee for the election of officers shall consist of the Chief of Staff, a representative of the Board of Managers, Chief Medical Officer and the President. The Nominating Committee shall offer the Board of Managers a slate of nominees for office with at least one candidate for each vacancy. The Board of Managers shall then approve or reject each nominee; provided, however, that in the event none of the nominees for a particular vacancy are acceptable to the Board of Managers, the Nominating Committee shall submit new nominee(s) for that vacancy to the Board of Managers for approval, and

such process shall be repeated until the Board of Managers has approved at least one candidate for each vacancy. The nominees approved by the Board of Managers shall go before the Medical Staff for election.

- c. Election by the Medical Staff for each office shall be by a ballot or electronic vote requiring a simple majority of those voting for election. If, in voting, a candidate does not receive a simple majority to elect such candidate to office, successive balloting shall ensue with the name of the candidate receiving the fewest votes being omitted from each successive slate until a majority is obtained by one candidate.

Section 4. Term of Office

All officers shall serve a two (2) year term or until a successor is elected. No officer may serve a second consecutive term in the same office unless two-thirds (2/3) of the active Medical Staff present at a regular or special meeting of the Medical Staff at which the question is considered vote by ballot to approve such a second consecutive term, and such second consecutive term is approved by the Board of Managers. Such second consecutive term shall become effective when approved by the Board of Managers. Officers shall take office on the first day of the Medical Staff year.

Section 5. Vacancies in Office

Vacancies in office during the Medical Staff year shall be filled by the Medical Executive Committee. If there is a vacancy in the office of the Chief of Staff, the Chief of Staff Elect shall serve out the remaining term.

Section 6. Duties of Officers

- a. Chief of Staff: The Chief of Staff shall serve as the chief administrative officer of the Medical Staff and will fulfill those duties specified in the Medical Staff policies, and shall:
 - 1) act in coordination and cooperation with the President in all matters of mutual concern within the Medical Center;
 - 2) call, preside at, and be responsible for the agenda of all general meetings of the Medical Staff;
 - 3) serve on the Medical Executive Committee;
 - 4) serve as ex officio member of all other Medical Staff committees without vote;
 - 5) be responsible for the enforcement of Medical Staff bylaws, associated policies, for implementation of sanctions where these are indicated, and for the Medical Staff's compliance with procedural safeguards in all instances where corrective action has been requested against an appointee to the Medical Staff;

- 6) appoint committee members to all standing, special, and multi-disciplinary Medical Staff committees except the Medical Executive Committee;
 - 7) present the views, policies, needs and grievances of the Medical Staff to the Board of Managers and to the President;
 - 8) receive, and interpret the policies of the Board of Managers to the Medical Staff and report to the Board of Managers on quality improvement review with respect to the Medical Staff's delegated responsibility to provide medical care;
 - 9) be responsible for the educational activities of the Medical Staff; and
 - 10) be the spokesperson for the Medical Staff in its external professional and public relations.
- b. Chief of Staff Elect: In the absence of the Chief of Staff, the Chief of Staff Elect shall assume all the duties and have the authority of the Chief of Staff. The Chief of Staff Elect shall be a member of the Medical Executive Committee. The Chief of Staff Elect shall automatically succeed the Chief of Staff upon the expiration of the Chief of Staff's term or when the Chief of Staff fails to serve for any reason.
- c. Secretary-Treasurer: In the absence of the Chief of Staff and Chief of Staff Elect, the Secretary-Treasurer shall assume all the duties and have the authority of the Chief of Staff. The Secretary-Treasurer shall be a member of the Medical Executive Committee. The Secretary shall keep accurate and complete minutes of all Medical Staff meetings as requested by the Chief of Staff, call Medical Staff meetings on order of the Chief of Staff, attend to all correspondence and perform such other duties as ordinarily pertain to such office.

Section 7. Removal from Office

- a. Reasons for Removal
- 1) The Medical Executive Committee shall automatically remove from office any officer upon verification of such officer's revocation or suspension of license to practice medicine, podiatry or dentistry in the State of Wisconsin. There shall be no right of appeal or hearing in connection with such action.
 - 2) Upon loss or suspension of Medical Staff appointment, an officer shall be removed from office pending the results of the hearing and appellate review procedures provided in these bylaws.
 - 3) The Medical Executive Committee shall consider the removal of an officer from office in the event (i) the Medical Executive Committee receives a written request to consider such removal signed by at least one-quarter (1/4) of the active Medical Staff or signed by the President (any such request shall include a list of the allegations or concerns precipitating the request of removal); or (ii) the Medical

Executive Committee receives written certification by two (2) physicians with special qualification in the appropriate medical field(s) that the officer, to a reasonable medical certainty, cannot be expected to perform the duties of the office because of illness for a minimum of three (3) months.

- 4) By a vote by ballot of two-thirds (2/3) of the active Medical Staff present at a regular or special meeting of the Medical Staff at which the question is considered.

b. Procedures for Removal

- 1) A meeting of the Medical Executive Committee shall be called within seven (7) days to consider the removal of the officer. A quorum of the Medical Executive Committee must be present to act on the removal. The officer in question shall have no vote on his or her removal, and may be excluded from the meeting except as provided in Section (2) below.
- 2) The officer in question shall be permitted to make an appearance before the Medical Executive Committee prior to the Medical Executive Committee taking a final vote on the officer's removal.
- 3) An officer may be removed by an affirmative vote by ballot of two-thirds (2/3) of the committee members present at a meeting of the Medical Executive Committee at which there is a quorum present.
- 4) The final decision of the Medical Executive Committee shall be communicated in writing to the officer in question by the Secretary of the Medical Staff.

ARTICLE VII. CLINICAL DEPARTMENTS

Section 1. Organization of Clinical Departments

Each clinical Department shall be organized as a separate part of the Medical Staff and shall have a Clinical Chairperson who is appointed by the Board of Managers to the department and has the authority, duties and responsibilities as specified in Section 4 of this Article VII.

Section 2. Designation

The current Clinical Departments are anesthesiology, cardiovascular medicine, emergency medicine, medicine, obstetrics and gynecology, pediatrics, radiology, and surgery. The department of anesthesiology shall include: anesthesiology. The department of cardiovascular medicine shall include cardiology (pediatric, invasive, invasive-interventional, and non-invasive), cardiothoracic surgery, electrophysiology and vascular medicine. The department of medicine shall include: allergy/immunology, critical care, chiropractic medicine, hyperbaric medicine, dermatology, endocrinology/metabolism, family practice (with and without obstetrics), gastroenterology, hematology/oncology, oncology, infectious disease, internal medicine (general and hospitalist), nephrology, neurology, occupational medicine, pain management, physiatry (physical medicine and rehabilitation), psychiatry (general, child, adolescent and

neuropsychology), pulmonology, and rheumatology. The department of pediatrics shall include: neonatal medicine and pediatrics (general, adolescent medicine, hematology/oncology, neurology). The department of radiology shall include: radiology and radiation oncology. The department of surgery shall include: dentistry, ophthalmology, ophthalmology (retina), oral surgery, orthopedic surgery (general, foot and ankle, hand, hip and joint, pediatric, spine, and sports medicine), otolaryngology, pathology (anatomic and clinical), podiatry (surgical foot and ankle), surgery (cardiothoracic, general, neurological, pediatric, plastic and reconstructive, and vascular), and urology.

Section 3. Assignment to Clinical Departments

- a. The Medical Executive Committee will, after consideration of the recommendations of the Clinical Chairperson of the appropriate clinical departments, recommend department assignments for all Medical Staff members in accordance with their qualifications.
- b. Each appointee of the Medical Staff shall be assigned to at least one clinical department, but may also be assigned to and/or granted clinical privileges or specified services in more than one department. The exercise of clinical privileges or the performance of specified services within any department shall be subject to the policies of that department and the authority of that department's Clinical Chairperson.
- c. A Medical Staff appointee who wishes to be assigned to more than one clinical department must declare which department shall be designated as his/her major affiliation. A Medical Staff appointee who meets the qualifications as stated in Section 5 of this Article VII shall be eligible for nomination as Clinical Chairperson only in that department which he/she has declared as his/her major department affiliation. Membership in departments other than the declared major department does not confer the privilege to be nominated for the position of Clinical Chairperson, but does confer all other privileges of discussion, voting and appointment to committees which may be established by the department.

Section 4. Functions of Clinical Chairperson

The primary responsibility delegated to each Clinical Chairperson is to implement and conduct specific review and evaluation activities that contribute to the preservation and improvement of the quality and efficiency of patient care provided in the department. To carry out this responsibility, each Clinical Chairperson shall:

- a. Establish guidelines for the granting of clinical privileges and the performance of specified services within the department and submit the recommendations required under these bylaws and the Medical Staff policies regarding the specific privileges each practitioner and Allied Health Professional may exercise.
- b. Conduct surveillance of the professional performance of all individuals in the department who have delineated clinical privileges.

- c. Determine the qualifications and competence of department or service personnel who are not licensed independent practitioners and who provide patient care, treatment and services.
- d. Conduct orientation and continuing education of all persons in the department or service, including conducting or participating in, and making recommendations regarding the need for, continuing education programs pertinent to changes in the state-of-the-art and to findings of review, evaluation and monitoring activities.
- e. Monitor, on a continuing and concurrent basis, adherence to:
 - 1) Medical Center, Medical Staff and department policies and procedures;
 - 2) requirements for alternative coverage and for consultations;
 - 3) sound principles of clinical practice;
 - 4) fire and other regulations designed to promote patient safety.
- f. Coordinate the patient care provided by the department's appointees with nursing and ancillary patient care services and with administrative support services.
- g. Assess and recommend to the relevant hospital authority off-site sources for needed patient care, treatment and services not provided by the department or the hospital.
- h. Recommend a sufficient number of qualified and competent persons to provide care, treatment and services.
- i. Recommend space and other resources needed by the department or service.
- j. Continuous assessment and improvement of the quality of care, treatment and services in collaboration with the Medical Executive Committee as needed.
- k. Maintain quality control programs, as appropriate.
- l. Submit recommendations to the Medical Executive Committee on a regularly scheduled basis concerning:
 - 1) maintaining and improving the quality of care provided in the department and the Medical Center; and
 - 2) such other matters as may be requested from time to time by the Medical Executive Committee.
- m. Promulgate department policies addressing administrative and clinical procedures specific to the department to be effective upon approval by the Medical Executive Committee. The Chief of Staff of the Medical Staff delegates authority to Clinical Chairpersons to sign appropriate policies as required.

- n. Conduct quarterly meetings of the department for the purpose of performing the functions described herein.
- o. Establish such committees or other mechanisms as are necessary and desirable to properly perform the functions assigned to it.
- p. Perform such other responsibilities as set forth in the Medical Staff Policies.
- q. Establish, when appropriate, sections within the department.

Section 5. Qualifications, Selection and Tenure of Clinical Chairpersons

- a. Clinical Chairpersons (1) must be fully licensed physician appointees to the active Medical Staff at the time of nomination; (2) must have certification by an appropriate specialty board or affirmatively established comparable competence through the credentialing process; (3) must remain appointees in good standing during their term as Clinical Chairpersons; (4) must have demonstrated interest in maintaining quality medical care at the Medical Center; and (5) must have constructively participated in Medical Staff affairs, including active participation in peer review activities and on Medical Staff committees. Officers of the Medical Staff are not eligible for nomination as Clinical Chairpersons.
- b. The Clinical Chairpersons shall be selected by ballot or electronic vote of the Medical Staff. The Nominating Committee for the selection of the Clinical Chairperson shall consist of the Chief of Staff, Chief Medical Officer, a representative of the Board of Managers, and the President. The Nominating Committee shall offer the Board of Managers a slate of nominees for office with at least one candidate for each vacancy. The Board of Managers shall then appoint one (1) Clinical Chairperson for each department from each slate of nominees; provided, however, that in the event none of the nominees for a particular vacancy are acceptable to the Board of Managers, the Medical Staff shall submit a new slate of nominees to the Board of Managers for appointment, and such process shall be repeated until the Board of Managers has appointed a Clinical Chairperson in each of the departments. A Clinical Chairperson may be removed at any time for any reason during his/her term of office only by the Board of Managers. Any vacancy in the position of Clinical Chairperson occurring during a Clinical Chairperson's term shall be filled by the Board of Managers. Appointments by the Board of Managers to fill a vacancy shall be for the unexpired term.
- c. Each Clinical Chairperson shall serve a two (2) year term or until a successor is appointed by the Board of Managers. Unless otherwise approved by the Board of Managers, a Clinical Chairperson may succeed himself/herself only once and may not serve more than two (2) consecutive terms.

ARTICLE VIII. COMMITTEES

Section 1. Medical Executive Committee

- a. Composition: The Medical Executive Committee includes physicians and may include other licensed independent practitioners. It shall include the following voting members: Chief of Staff, the Chief of Staff Elect, the Secretary-Treasurer, the Clinical Chairperson of each department, two (2) representatives from the department of medicine appointed by the Board of Managers (in addition to the Clinical Chairperson of the department of medicine), two (2) representatives from the department of surgery appointed by the Board of Managers (in addition to the Clinical Chairperson of the department of surgery), the Chief Medical Officer and the Trauma Director. President, Quality Director, Vice President Nursing and Chief Nurse Executive, Vice President of Operations, the Chief Medical Officer or Director of Physician Operations of BayCare Clinic, and the Chief Medical Officer of the Green Bay market for Aurora Health Care shall serve on the Committee in a non-voting capacity.
- b. The Chief of Staff of the Medical Staff shall serve as Chairperson of the Medical Executive Committee.
- c. Authority of the Medical Executive Committee:

The organized medical staff authorizes the Medical Executive Committee to carry out the following duties and responsibilities.

- 1) to represent and to act on behalf of the Medical Staff between meetings of the organized Medical Staff, subject to such limitations as may be imposed by these bylaws;
- 2) to coordinate the activities and general policies of the departments;
- 3) to receive, review and act upon department and committee reports;
- 4) to implement policies of the Medical Staff not otherwise the responsibility of the departments;
- 5) to provide liaison between the Medical Staff, the President and the Board of Managers;
- 6) to make recommendations to the President on matters of a medico-administrative nature;
- 7) to make recommendations to the Board of Managers on the Medical Staff's structure.
- 8) to make recommendations on matters concerning the management of the Medical Center to the Board of Managers through the President;

- 9) to fulfill the Medical Staff's accountability to the Board of Managers for the medical care rendered to patients in the Medical Center;
 - 10) to ensure that the Medical Staff is kept abreast of the accreditation program and informed of the accreditation status of the Medical Center;
 - 11) to review the credentials of all applicants and to make recommendations to the Board of Managers for staff appointment, assignments to departments and delineation of clinical privileges;
 - 12) to review periodically all information available regarding the performance and clinical competence of staff appointees and other individuals with clinical privileges at the Medical Center and as a result of such reviews to make recommendations to the Board of Managers for reappointments and renewal or changes in clinical privileges;
 - 13) to take all reasonable steps to ensure professionally ethical conduct and competent clinical performance on the part of all appointees to the Medical Staff, including the initiation of and/or participation in Medical Staff corrective or review measures when warranted; and
 - 14) to report at each general Medical Staff meeting.
- d. Meetings: The Medical Executive Committee shall meet as often as necessary, but in no event less than quarterly, to fulfill its responsibility and maintain a permanent record of its proceedings and actions. Special meetings of the Medical Executive Committee may be called at any time by the Chief of Staff of the Medical Staff.
- 1) The President of Aurora BayCare Medical Center or his/her designee attends each Medical Executive Committee on an ex-officio basis, without a vote.
- e. Quorum: A quorum shall consist of at least fifty percent (50%) of the voting members of the Medical Executive Committee.
- f. Voting requirements: If a quorum exists, action on a matter shall be approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless these bylaws or any law, ordinance, or governmental rule or regulation requires a greater number of affirmative votes.
- g. Attendance Requirements: Members of the Medical Executive Committee are expected to attend at least seventy percent (70%) of the meetings held annually. Failure to meet this annual attendance requirement will result in automatic removal from the Committee. A representative may attend the Medical Executive Committee meeting in place of the Department Chair in a non-voting manner; however, this will not count towards the Department Chair's 70% attendance requirement.

- h. **Removal From Medical Executive Committee:** Officers or clinical department chairpersons who are removed from their positions in accordance with these Bylaws will automatically lose their membership on the Medical Executive Committee. Other voting members of the Medical Executive Committee may be removed by a two-thirds (2/3) vote of the Medical Executive Committee. Vacancies of these members created by removal or resignation shall be filled by the Board of Managers for the remainder of the term.
- i. **Robert's Rules of Order:** The latest edition of ROBERT'S RULES OF ORDER shall prevail at all meetings of the Medical Executive Committee, unless waived, except that the chairperson of any meeting may vote.

Section 2. Staff Functions

Provision shall be made in these bylaws or by resolution of the Medical Executive Committee, approved by the Board of Managers, either through assignment to the departments, to Medical Staff committees, to Medical Staff officers or officials, or to interdisciplinary Medical Center committees, for the effective performance of the Medical Staff functions specified in this Section 2, Article VIII and described in the Medical Staff policies and of such other Medical Staff functions as the Medical Executive Committee or the Board of Managers shall reasonably require. These are to:

- a. Monitor and evaluate care provided in and develop clinical policy for: special care areas, such as intensive care units; patient care support services, such as respiratory therapy, physical medicine and anesthesia; and emergency, outpatient and other ambulatory care services;
- b. Conduct or coordinate quality, appropriateness, and improvement activities, including invasive procedures, blood usage, drug usage reviews, medical record and other reviews;
- c. Conduct or coordinate credentials investigations for Medical Staff membership and grants of clinical privileges and specified services;
- d. Provide continuing education opportunities responsive to quality assessment/improvement activities, new state-of-the-art developments and other perceived needs, and supervise the Medical Center's professional library services;
- e. Develop and maintain surveillance over drug utilization policies and practices;
- f. Investigate and control nosocomial infections and monitor the Medical Center's infection control program;
- g. Plan for response to fire and other disasters, for Medical Center growth and development, and for the provision of services required to meet the needs of the community;
- h. Direct and staff organizational activities, including Medical Staff bylaws review and revision, Medical Staff officer and committee nominations, liaison with the Board of

Managers and Medical Center administration, and review and maintain Medical Center accreditation;

- i. Coordinate the care provided by members of the Medical Staff with the care provided by the nursing service and with the activities of other Medical Center patient care and administrative services; and
- j. Engage in other functions reasonably requested by the Medical Executive Committee and the Board of Managers.

Section 3. Committee Assignments

The Medical Executive Committee may, without amendment of these bylaws, (i) establish committees to perform one or more medical staff functions and appoint members and chairpersons of such committees, and (ii) dissolve or rearrange committee structure, duties or composition. Such committees shall confine their activities to the purposes for which they are appointed, and shall report to the Medical Executive Committee. The Board, without amendment to these bylaws, may independently act to overrule the actions taken by the Medical Executive Committee with respect to (i) and (ii) above, and may require the Medical Executive Committee to seek and receive Board approval prior to taking additional actions under (i) and (ii) above.

ARTICLE IX. MEDICAL STAFF MEETINGS, COMMITTEE MEETINGS AND CLINICAL DEPARTMENT MEETINGS

Section 1. Medical Staff Meetings

- a. The Medical Staff shall meet as determined by the Medical Executive Committee, but no less than once every two (2) years. Written notice of the meeting shall be sent to all Medical Staff members and conspicuously posted.
- b. The primary objective of the biennial meeting shall be to report on the activities of the Medical Staff and to conduct other business as may be on the agenda. Written minutes of the biennial meeting shall be prepared and recorded.

Section 2. Special Meetings of the Medical Staff

- a. The Chief of Staff may call a special meeting of the Medical Staff at any time. The Chief of Staff is required to call a special meeting (i) within twenty (20) days after receipt of a written request for such a meeting signed by not less than one-fourth of the members of the active Medical Staff; or (ii) upon a resolution by the Medical Executive Committee. Such request or resolution shall state the purpose of the meeting. The Chief of Staff shall designate the time and place of any special meeting.
- b. Written or printed notice stating the time, place and purposes of any special meeting of the Medical Staff shall be conspicuously posted and shall be sent to each member of the

Medical Staff at least seven (7) days before the date of such meeting. The attendance of a member of the Medical Staff at a meeting shall constitute a waiver of notice of such meeting. No business shall be transacted at any special meeting, except that stated in the notice of such special meeting. Written minutes of all special meetings shall be prepared and recorded.

Section 3. Regular Meetings of Committees and Clinical Departments

Committees may set the time for holding the committees' regular meetings by resolution. Departments shall hold, at a minimum, quarterly meetings.

Section 4. Special Meetings of Committees and Clinical Departments

A special meeting of any committee or department may be called by or at the request of the Chairperson thereof or by the Chief of Staff.

Section 5. Quorum and Voting Requirements

a. The quorum requirement for the following meetings shall be:

Medical Staff Meetings: Those present and voting.

Committee/Clinical Department Meetings: Those present and voting.

b. Except as otherwise required herein, the voting requirements for the following meetings shall be:

Medical Staff Meetings: If a quorum exists, action on a matter shall be approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action.

Committee/Clinical Department Meetings: If a quorum exists, action on a matter shall be approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action.

Section 6. Attendance Requirements

a. Medical Staff Meetings: Members of the Medical Staff are encouraged to attend meetings of the Medical Staff. Meeting attendance will not be used in evaluating members at the time of reappointment, however it is expected that members of the Medical Staff will make every effort to attend meetings.

b. Committee/Clinical Department Meetings: Meeting attendance may be used in evaluating members at the time of reappointment, and it is expected that members of the Medical Staff will make every effort to attend Committee/Clinical Department meetings as defined in the Medical Staff policies.

c. Special Attendance Requirements or Conferences

- 1) Whenever a staff or department educational program is prompted by findings of performance/improvement activities, the practitioner whose performance prompted the program will be notified of the time, date and place of the program, of the subject matter to be covered, and its special applicability to the practitioner's practice. Except in unusual circumstances, the practitioner shall be required to be present.
- 2) Whenever a pattern of suspected deviation from standard clinical or professional practice is identified, the Chief of Staff or the applicable Clinical Chairperson may require the practitioner to confer with him/her or with a standing or ad hoc committee considering the matter. The practitioner will be given special notice of the conference at least five (5) business days prior to the conference, including the date, time and place, a statement of the issue involved, and a statement that the practitioner's appearance is mandatory. Failure of the practitioner to appear at any such conference, unless excused by the Medical Executive Committee upon showing good cause, will result in an automatic suspension of all or such portion of the practitioner's clinical privileges as the Medical Executive Committee may direct. A suspension under this Section 6(b)(2) will remain in effect until the matter is resolved by subsequent action of the Medical Executive Committee and the Board of Managers. Such resolution shall be made in a timely manner.

Section 7. Participation by President

The President and any representative assigned by the President may attend any committee, department, or section meetings of the Medical Staff or the Medical Executive Committee.

Section 8. Robert's Rules of Order

The latest edition of ROBERT'S RULES OF ORDER shall prevail at all meetings of the Medical Staff and departmental meetings unless waived, except that the chairperson of any meeting may vote.

Section 9. Notice of Committee or Clinical Department Meetings

Written or electronic notice stating the place, day, and hour of any special meeting or of any regular meeting of a committee or a department not held pursuant to resolution shall be delivered or sent to each member of the committee or department not less than five (5) business days before the time of such meeting by the person or persons calling the meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting.

Section 10. Action of Committee/Clinical Department

The action of a majority of its members present at a meeting at which a quorum is present shall be the action of a committee or department. Unless requested by the Medical Executive

Committee or Board, Clinical Department(s) shall not engage in activities that have been delegated, by the Medical Executive Committee or Board of Managers, to a committee.

Section 11. Rights of Ex-Officio Members of a Committee

Except as otherwise provided in these bylaws, persons serving as ex-officio members of a committee shall have all rights and privileges of regular members thereof, except they shall not vote or be counted in determining the existence of a quorum.

Section 12. Minutes of Committee and Clinical Department Meetings

Minutes of each regular and special meeting of a committee or department shall be prepared and shall include a record of the attendance of members and the vote taken on each matter. The minutes shall be signed by the presiding officer and copies thereof shall be submitted to the Medical Staff Services Department. Minutes of each committee and department meeting shall be maintained in a permanent file.

Section 13. Practitioner Wellness Committee

The Practitioner Wellness Committee receives report from any source regarding possible impairment of a member, including self-referrals, and screens out specious or inappropriate reports. As appropriate, the Practitioner Wellness Committee refers members to the Physician Health Service, other medical or surgical specialists, or other sources, for evaluation and treatment of condition affecting the member's ability to safely practice. The Practitioner Wellness Committee assists members with post-evaluation and treatment monitoring. Referrals, monitoring and all member-related activity by the Practitioner Wellness Committee and its members is confidential; however, should a member fail to comply with treatment plans and monitoring or otherwise jeopardize patient safety, the Practitioner Wellness Committee refers the member to the Medical Executive Committee for corrective action. The Practitioner Wellness Committee organizes staff-wide education about professional impairment issues. See Practitioner Wellness and Impaired Practitioner policies.

ARTICLE X. HISTORY AND PHYSICAL REQUIREMENTS

Section 1. Complete History and Physical.

A medical history and physical (H&P) examination must be completed and documented no more than thirty (30) days before or twenty-four (24) hours after admission or registration, but in all cases prior to surgery or a procedure requiring anesthesia services.

If the H&P is performed within thirty (30) days prior to the patient's admission or registration, an updated examination of the patient must be completed and documented within twenty-four (24) hours after the patient's admission or registration, but in all cases prior to surgery or a procedure requiring anesthesia services.

- a) The complete H&P and update may be completed and documented by a qualified provider who has been granted privileges to complete an H&P, and includes:
 - 1) A physician (MD, DO).
 - 2) An oral-maxillary surgeon.
 - 3) Physician Assistants with supervising physician co-signature.
 - 4) Advance Practice Nurses with supervising physician co-signature.
- b) Dentists, podiatrists and chiropractors are responsible for and may perform the portion of their patient's history and physical pertaining to their specialty.

Section 2. Problem-Focused History and Physical.

A problem-focused history and physical shall be recorded in the medical record prior to an outpatient invasive procedure (with or without sedation) or outpatient non-invasive procedure with sedation. If a complete history and physical has been performed and recorded by the staff physician within thirty (30) days, a legible copy may be used in the patient's hospital record or may be used as the basis for dictation of a history and physical report. An update must be performed prior to the procedure.

- a. Failure to comply with these regulations shall be grounds for corrective action in accordance with these Bylaws.

Section 3. Normal Newborn Combined Summary and Assessment (H&P)

ARTICLE XI. A single, combined note that contains all required elements of an H&P and Discharge Summary is acceptable for any newborn that is being discharged at 24 hours of age. TERMINATION OF PRACTITIONERS IN MEDICO-ADMINISTRATIVE POSITIONS

The Board of Managers may terminate the administrative functions of any practitioner serving in a medico-administrative capacity by giving prompt written notice to such practitioner and to the Medical Executive Committee. Such termination shall not affect such practitioner's appointment to the Medical Staff or clinical privileges except as provided in these bylaws or any contract with the practitioner. If the termination of a practitioner's administrative functions directly affects his/her Medical Staff appointment or clinical privileges, then such practitioner shall be entitled to the hearing procedures provided in these bylaws and the Medical Staff policies, except as provided otherwise in any contract between the Medical Center and such practitioner.

ARTICLE XII. IMMUNITY FROM LIABILITY

All Medical Staff Officers, Clinical Chairpersons, Committee Members, and Staff Members who act for and on behalf of the Medical Center in discharging their responsibilities pursuant to these

bylaws and/or the Medical Staff policies, shall be indemnified to the fullest extent permitted by law, when acting in good faith and within the scope of their authority in such capacities.

The following shall be express conditions to any practitioner's application for, or exercise of, clinical privileges at the Medical Center:

First, that any act, communication, report, recommendation, or disclosure, with respect to any such practitioner, performed or made in good faith and without malice and at the request of an authorized representative of this or any other health care facility, for the purpose of achieving and maintaining quality patient care in this or any other health care facility, shall be privileged to the fullest extent permitted by law.

Second, that such privilege shall extend to appointees to the Medical Center's Medical Staff and of its Board of Managers, its other practitioners, its President and his/her representatives, and to third parties, who supply information to any of the foregoing authorized to receive, release, or act upon the same. For the purpose of this Article XII, the term "third parties" means both individuals and organizations from whom information has been requested by an authorized representative of the Board of Managers or of the Medical Staff.

Third, that there shall be absolute immunity from civil liability arising from any such act, communication, report, recommendation, or disclosure, even where the information involved would otherwise not be deemed privileged.

Fourth, that such immunity shall apply to all acts, communications, reports, recommendations, or disclosures performed or made in connection with this or any other health care institution's activities related, but not limited to: (1) applications for appointment or clinical privileges, (2) periodic reappraisals for reappointment or clinical privileges, (3) corrective action, including summary suspension, (4) hearings and appellate reviews, (5) medical care evaluation, (6) utilization reviews and (7) other medical center, departmental or committee activities related to quality patient care and interprofessional conduct.

Fifth, that the acts, communications, reports, recommendations and disclosures referred to in this Article XI may relate to the practitioner's professional qualifications, clinical competency, character, mental or emotional stability, physical condition, ethics, or any other matter that might directly or indirectly have an effect on patient care.

Sixth, that in furtherance of the foregoing, each practitioner shall upon request of the Medical Center execute releases in accordance with the tenor and import of this Article XI in favor of the individuals and organizations specified in paragraph Second, subject to good faith, absence of malice and the exercise of a reasonable effort to ascertain truthfulness, as may be applicable under the laws of this State.

Seventh, that the consents, authorizations, releases, rights, privileges and immunities provided by Sections 1 and 2 of Article III of these bylaws for the protection of the Medical Center's practitioners, other Medical Center officials and personnel and third parties, in connection with applications for initial appointment, shall also be fully applicable to the activities and procedures covered by this Article.

ARTICLE XIII. POLICIES

Section 1. Medical Staff Policies

The Medical Executive Committee shall adopt and may amend such Medical Staff policies as may be necessary to implement more specifically the general principles found within these bylaws, subject to the approval of the Board of Managers. These shall relate to the proper conduct of Medical Staff activities as well as embody the level of practice that is to be required of each practitioner in the Medical Center and shall be consistent with applicable Medical Center policy. They shall also define mechanisms for effective monitoring to assure that the level of practice required is being attained.

Any Medical Staff Member, Medical Staff committee (including the Medical Executive Committee), or Department, may submit a proposal to adopt a Policy Governing Medical Practices to the Chief of Staff. The Chief of Staff shall submit the proposed Policy to the Medical Executive Committee for approval at the next regular Medical Executive Committee meeting, or at a special Medical Executive Committee meeting called for such purpose. To be approved by the Medical Executive Committee, a proposed Policy must be approved by a majority (51%) vote of the Medical Executive Committee. A Policy approved by the Medical Executive Committee shall be forwarded to the Governing Body for its approval and shall become effective if and when it is approved by the Governing Body. If a proposed Policy is not approved by the Medical Executive Committee, the Medical Staff may submit the proposed Policy directly to the Governing Body if (2/3) of the Active Medical Staff Members vote to submit such proposed Policy directly to the Governing Body. Such a proposed Policy shall become effective if and when it is approved by the Governing Body.

Section 2. Department Policies

The Medical Executive Committee shall also review and may adopt such departmental and section policies to govern the administrative and clinical procedures of such department or section as recommended to it by the appropriate chairpersons and heads thereof. Any policy recommended by a department or section which is not adopted by the Medical Executive Committee shall be returned to the chairperson or head of such department or section with a written explanation of why such policy was not approved. Any policy may be repealed by a two-thirds (2/3) vote by ballot of the members of a department or section at any regular or special meeting of the department or section.

ARTICLE XIV. AMENDMENTS

These bylaws shall be reviewed no less frequently than biennially by a special committee appointed by the Chief of Staff for such purpose. Proposed amendments to these bylaws shall be submitted to the Chief of Staff and relayed to the committee. Following its review, the committee shall report its recommendations at the next regular meeting of the Medical Staff or at a special meeting called for such purpose. Notwithstanding the foregoing, amendments proposed by the Board of Managers shall be submitted to the Chief of Staff and may, at the Board's election, be submitted at the next regular meeting of the Medical Staff or special meeting called for such purpose without committee review. To be adopted, an amendment submitted to the

Chief of Staff by the Board of Managers shall require a majority vote by ballot of the active Medical Staff present, whereas all other amendments shall require a two-thirds (2/3) vote by ballot of the active Medical Staff present. Amendments so made shall be effective when approved by the Board of Managers.

Either the Chief of Staff or the Board of Managers may determine that a proposed amendment to these bylaws requires expedited action, on the basis that the delay necessitated by convening a meeting of the Medical Staff would be detrimental to the Medical Center or the Medical Staff. In such event, the Chief of Staff shall email to all members of the active Medical Staff, using the email address of each active Medical Staff member on file at the Medical Staff Office of the Medical Center, notice of the proposed amendment, an electronic ballot for voting on the proposed amendment and the time limit for responding, which shall not be less than forty-eight (48) hours. To be adopted by such expedited process, an amendment submitted to the Chief of Staff by the Board of Managers shall require a majority vote of those active Medical Staff members responding, whereas all other amendments shall require a two-thirds (2/3) vote by all active Medical Staff members responding. Amendments made by such expedited process shall be effective when approved by the Board of Managers. Any Medical Staff Member, Medical Staff Committee (including the Medical Executive Committee), or Clinical Department, may submit a proposed amendment to these Medical Staff Bylaws to the Chief of Staff. The Chief of Staff: (i) may forward the proposed amendment to the Medical Executive Committee for its review and comment, and (ii) shall submit the proposed amendment to the Medical Staff at the next regular Medical Staff meeting, or at a special Medical Staff meeting called for such purpose. An amendment so presented shall require a two-thirds (2/3) vote by ballot of the active Medical Staff members present for Medical Staff approval. An amendment approved by the Medical Staff shall be forwarded to the Board of Managers for its approval and shall become effective if and when it is approved by the Board of Managers.

ARTICLE XV. ADOPTION

These bylaws shall be adopted at any regular or special meeting of the active Medical Staff and shall become effective when approved by the Board of Managers.

ARTICLE XVI. IDENTIFICATION; PROCEDURE

Although the masculine gender and singular are generally used throughout these bylaws and associated policies for simplicity, words which import one gender may be applied to any gender and words which import the singular or plural may be applied to the plural or the singular, all as a sensible construction of the language so requires.

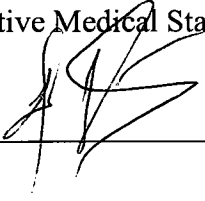
Robert's Rules of Order shall apply when no other provision has been made in these bylaws as to procedures.

Practitioner may submit a petition signed by 25% of the members of the active Medical Staff. When such petition has been received by the Medical Executive Committee, the Medical Executive Committee will either: (1) provide the petitioners with information clarifying the intent of such policy and/or (2) schedule a meeting with the petitioners to discuss the issue.

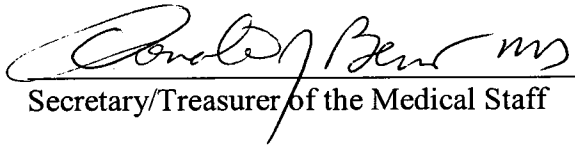
**ARTICLE XVII. AUTOMATIC AMENDMENT TO
COMPLY
WITH LAW OR REGULATIONS**

The professional conduct of members of the Medical Staff shall at all times be governed by applicable state and federal laws. In cases of a documented need for an urgent amendment to rules and regulations necessary to comply with law or regulation, the Medical Executive Committee may provisionally adopt and the Board of Managers may provisionally approve an urgent amendment without prior notification of the Medical Staff. In such cases, the Medical Staff will be immediately notified by the Medical Executive Committee. The Medical Staff has the opportunity for retrospective review of and comment on the provisional amendment. If there is no conflict between the organized Medical Staff and the Medical Executive Committee, the provisional amendment stands. If there is conflict over the provisional amendment, the process for resolving conflict between the organized Medical Staff and the Medical Executive Committee is implemented. If necessary, a revised amendment is then submitted to the Board of Managers for action.

Adopted by the active Medical Staff on October 18, 2016,

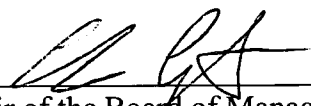


Chief of Staff



Secretary/Treasurer of the Medical Staff

Adopted by the Board of Managers on October 20, 2016,



Chair of the Board of Managers