

St. Mary's Hospital

MEDICAL STAFF BYLAWS

Volume I: Governance and Function of the Medical Staff

Approved by Board of Directors: 11/09/2010

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DEFINITIONS

ADVERSE DECISION: A professional review action (as defined by the federal Health Care Quality Improvement Act in which the Board or MEC denies, terminates, limits, suspends, modifies a grant of privileges or medical staff membership for failure to adhere to the Hospital's code of conduct policy or for issues related to clinical competence.

BOARD, HOSPITAL BOARD or GOVERNING BOARD: The governing body of the Hospital.

BOARD CERTIFICATION: The designation conferred by one of the affiliated specialties of the American Board of Medical Specialties (ABMS), the American Osteopathic Association (AOA), the American Board of Oral and Maxillofacial Surgery, or American Board of Podiatric Surgery (ABPS) as applicable, upon a physician, dentist, or podiatrist who has successfully completed an approved educational training program and an evaluation process, including passing an examination, in the applicant's area of clinical practice.

BYLAWS: The three volumes that make up the Medical Staff Bylaws are: Volume I - Governance and Functions of the Medical Staff; Volume II - Credentials Procedures of the Medical Staff; and Volume III - Investigation, Corrective Action, Hearing and Appeal Procedures of the Medical Staff.

CHAIR: The individual responsible for directing the functions and meetings of a clinical service or a committee.

CHIEF EXECUTIVE OFFICER (CEO): The individual appointed by the Board to act on its behalf in the overall administrative management of the Hospital.

CLINICAL SERVICE: Any group of physicians of a similar or like specialties who are authorized by the MEC to be recognized as a clinical service. The primary responsibility delegated to each medical staff clinical service shall be 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 by members of the clinical service. Clinical services when organized may perform any of the following collegial and professional activities: continuing medical education; communication and dialogue regarding issues relevant to members of the clinical service; social networking; and interdisciplinary projects and coordination and other duties assigned by these Bylaws as authorized by the MEC or the Board.

CORRECTIVE ACTION: An action taken by the medical staff or Board which restricts, limits, denies, or terminates the privileges or medical staff membership of a practitioner for reasons of unprofessional conduct or concerns about clinical competence and which entitles the practitioner to procedural rights as outlined in the Investigation, Corrective Action and Fair Hearing Procedures of these Bylaws. Required evaluations, warning, reprimands, and performance monitoring are not considered corrective actions.

CREDENTIALS COMMITTEE: The Credentialing and Privileging Committee of the Hospital which reviews applications for initial membership, appointment and reappointment to the medical staff of the Hospital, makes recommendations regarding assignment of privileges, and recommends policies and procedures related to the credentialing of practitioners.

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CVO: Credentials Verification Organization of the Hospital.

DATE OF RECEIPT: The date any notice, special notice, or other communication is delivered personally, by facsimile, or by electronic mail (email); or if such notice, special notice, or communication was sent by mail, it shall mean 72 hours after the notice, special notice, or if the communication was deposited, postage prepaid, in the United States mail.

DAYS: Calendar days, unless otherwise noted.

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

DENTIST: A dentist or oral surgeon holding a D.D.S., D.M.D, or equivalent degree and a valid license to practice dentistry in the State of Illinois.

EX OFFICIO: Service as a member of a body by virtue of an office or position held and, unless otherwise expressly provided, means with voting rights.

HOSPITAL: St. Mary's Hospital and includes all of its related facilities and all of its personnel and organizational entities, including the medical staff.

HOSPITAL SISTERS HEALTH SYSTEM: Hospital Sisters Health System (HSHS) is a multi-institutional health care system that sponsors thirteen (13) hospitals in twelve (12) communities across Illinois and Wisconsin and an integrated physician network.

JOINT CONFERENCE: A meeting between representatives of the Board (appointed by the Board Chair) and representatives of the medical staff (appointed by the President of the Medical Staff).

MEDICAL EXECUTIVE COMMITTEE (MEC): The executive committee of the medical staff.

MEDICAL STAFF or STAFF: The formal organization created by the Governing Board to carry out delegated functions and comprised of all practitioners who are appointed to it by the Board.

MEDICAL STAFF YEAR: The period from January 1 to December 31.

MEMBER: A practitioner who has been appointed by the Board to the medical staff.

MONTHLY: Each month of the calendar year. Committees required by these Bylaws to meet "monthly" shall hold at least ten (10) meetings in a calendar year, at the discretion of such committee, but need not hold twelve (12) meetings.

NOTICE: A written or electronically transmitted communication delivered personally to the addressee or sent by United States mail, first-class postage prepaid, addressed to the addressee at the last address as it appears in the official records of the medical staff or Hospital.

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ORGANIZED HEALTHCARE ARRANGEMENT: A clinically integrated care setting in which individuals typically receive health care from more than one provider and which is defined in 45 C.F.R. §164.501 commonly known as the HIPAA Privacy Regulations.

PEER REVIEW: The process for review of a practitioner's professional conduct and/or competence as part of the medical staff's quality oversight, performance improvement and patient safety responsibilities.

PEER REVIEW COMMITTEEE: Medical staff members and Hospital personnel who are organized to address matters of quality performance, competence and professional conduct on the part of a practitioner with privileges.

PHYSICIAN: A Doctor of Medicine (MD), a Doctor of Podiatric Medicine (DPM) or a Doctor of Osteopathy (DO) who is licensed to practice in the State of Illinois.

POLICIES: All medical staff and Hospital policies referred to in the Medical Staff Bylaws, Volume I, Governance and Function of the Medical Staff, Volume II the Medical Staff Credentials Procedures, or Volume III the Investigation, Corrective Action and Fair Hearing Procedures, of these Bylaws can be obtained through the medical staff office of the Hospital or the Hospital CEO.

PRACTITIONER: Any clinician who has been granted clinical privileges by the Governing Board.

PRESIDENT OF THE MEDICAL STAFF: A member of the active medical staff who is elected in accordance with these Bylaws to serve as chief officer of the medical staff of the Hospital.

PRIVILEGES: The permission granted by the Board to a practitioner to render or exercise specific diagnostic, therapeutic, medical, surgical or dental services and/or procedures in the Hospital.

PRONOUNS: The use of the male pronoun (he/his/him) throughout these Bylaws is applicable to either male or female individuals.

RULES & REGULATIONS: Medical staff policies approved by the MEC and ratified by the Board.

SPECIAL NOTICE: Written notification sent by hand delivery, certified or registered mail return receipt requested.

TIME LIMITS: All time limits referred to in these Bylaws, including the Investigation, Corrective Action and Fair Hearing Procedures, and in any other medical staff policies are advisory only, and are not mandatory unless a specific provision states that a particular right is waived by failing to take action within a specified time period.

ARTICLE I
PURPOSE

As part of an organized healthcare arrangement, the medical staff works with the Board and Hospital senior management to advocate for patients and physicians to perform effective quality monitoring, peer review, credentialing and governance within the medical staff consistent with the Hospital mission.

The medical staff shall exercise its power as reasonably necessary to meet the obligations under these Bylaws, rules and regulations and policies and procedures and Hospital bylaws, in compliance with law, accreditation standards and regulations subject to the approval and authority of the Board.

ARTICLE II
MEDICAL STAFF MEMBERSHIP & CATEGORIES

2.1 Eligibility and Qualification for Membership

Membership on the medical staff is a privilege granted to professionally competent practitioners who continuously meet the qualifications, standards and requirements set forth in these Bylaws and in medical staff and Hospital policies.

To be eligible to apply for initial appointment or reappointment to the medical staff of the Hospital, applicants must be a physician, podiatrist or dentist. Applicants to the medical staff must demonstrate to the satisfaction of the Board that they will contribute to meeting the mission of the Hospital and have the ability to do so competently, safely, and collaboratively by providing requested information on their:

1. background
2. clinical experience
3. education and training
4. clinical judgment
5. demonstrated professional competence
6. individual character and ability to work with others collaboratively
7. physical and mental capabilities and ability to safely and competently exercise any clinical privileges requested and
8. intended practice plans.

Additional membership and privileging requirements considered associated details can be found in Volume II, Credentials Procedures of these Bylaws or in the medical staff's delineation of privileges forms.

A practitioner who does not meet basic membership qualifications as established by the Board is ineligible to apply for medical staff membership and the application shall not be processed. The qualifications for membership must be documented with sufficient adequacy to satisfy the medical staff and Board that each has enough information to make a fully informed decision regarding appointment and assignment of privileges.

No practitioner is entitled to membership on the medical staff or to the exercise of particular clinical privileges in the Hospital merely by virtue of licensure to practice in Illinois or any other state, membership in any professional organization, certification by ABMS, privileges at another hospital, or the demonstration of clinical competence.

No person shall be appointed to the medical staff if the Hospital, in its sole discretion, is unable to provide adequate facilities and support services for the applicant or his patients.

The Board may make exceptions or additions to any of the membership qualifications and/or competency requirements after consultation with the MEC.

2.2 Non-Discrimination

The Hospital will not discriminate in granting medical staff membership and/or privileges on the basis of gender, race, religion, national origin, disability unrelated to the provision of patient care or required medical staff responsibilities, or any other basis prohibited by applicable law, to the extent the applicant is otherwise qualified.

2.3 Categories of Medical Staff Membership

The Medical Staff shall be divided into the following categories:

1. Active
2. Associate and
3. Honorary.

Category status for each practitioner will be recommended by the MEC at appointment or reappointment and ratified by the Board.

2.3.1 Active Staff

1. **QUALIFICATIONS:** Appointees to this category must:

Be involved in a minimum of twenty-four (24) patient contacts at the Hospital or a Hospital sponsored facility, over a 24-month period. A patient contact is defined as any inpatient admission, inpatient consultation, inpatient referral or procedure performed in the Hospital or a Hospital sponsored facility.

Members may be appointed to this category at initial appointment where it is anticipated they will meet this criterion. If they have not completed 12 contacts in their first twelve months on staff, their category status will be changed to associate. Otherwise, after initial appointment, category status will be assigned at reappointment time based on contact activity during the previous 24-month period. Where a member brings particular skills, contributions, or benefits to the Hospital and medical staff, the MEC may assign a physician to the active category even if that physician does not meet the minimum active category activity requirements.

2. PREROGATIVES: Appointees to this category may:
 - a) Exercise those clinical privileges granted by the Board.
 - b) Vote on all matters presented to the medical staff, and at meetings of clinical service(s) and committees to which she is appointed.
 - c) Hold office and sit on or act as chair of any committee, unless otherwise specified elsewhere in these Bylaws.

3. RESPONSIBILITIES: Appointees to this category must:
 - a) Meet the basic responsibilities of medical staff membership, as defined in Article 2.4, and contribute to the organizational and administrative affairs of the medical staff.
 - b) Actively participate in recognized functions of staff appointment, including performance improvement, peer review, risk and utilization management, the monitoring of initial appointees, credentialing activities, medical records completion, and the discharge of other medical staff functions, medical staff committee and clinical service obligations as may be required from time to time.
 - c) Comply with all applicable Hospital and Medical Staff Bylaws, rules and regulations, and policies and procedures.
 - d) Participate in providing emergency room call and in other coverage arrangements as defined in policies adopted by the MEC and Hospital Board.
 - e) Perform such further duties as may be required under these Bylaws or medical staff policies and procedures and rules and regulations, as all may be amended from time to time.

2.3.2 Associate Staff

1. QUALIFICATIONS: Appointees to this category must:
 - a) Be interested in the clinical affairs of the Hospital and maintain privileges to actively manage patient care or to refer and follow hospitalized patients.
 - b) Admit or otherwise be involved in the care or treatment of less than 24 patient contacts (as defined in Section 2.3.1. (a) under the active category) in an appointment period.
 - c) Engage in the active practice of medicine at a private office or an accredited/licensed healthcare facility other than the Hospital so that the medical staff and Board can assess the practitioner's compliance with membership and privileging requirements as stated under these Bylaws and medical staff policies.

At each reappointment time, the associate staff member may be asked to provide evidence of clinical performance at other hospitals or healthcare facilities where the member holds privileges. In addition, for those associate staff members who do not maintain a staff appointment at another hospital, he shall provide other information as may be requested by the medical staff or

Board in order to perform an appropriate evaluation of qualifications. Such information may include, but will not be limited to, data from the individual's office practice, information from managed care organizations in which the individual participates, and/or receipt of confidential evaluations forms completed by referring/referred to physicians.

2. PREROGATIVES: Appointees to this category may:
 - a) Exercise those privileges granted by the Board.
 - b) Attend meetings of the staff and clinical service to which he is appointed in a non-voting capacity, except in committees to which the member is appointed. Associate members may attend all educational programs presented by the medical staff and/or Hospital.
 - c) Not vote or hold office within the medical staff organization. An associate staff member may serve on committees of the medical staff or Hospital and may attend medical staff and clinical service meetings only as non-voting members.

3. RESPONSIBILITIES: Appointees to this category must:
 - a) Meet the basic responsibilities of medical staff membership, as defined in Article 2.4, and contribute to the organizational and administrative affairs of the medical staff.
 - b) Actively participate, when asked, in recognized functions of staff appointment, including performance improvement, peer review, risk and utilization management, the monitoring of initial appointees, credentialing activities, medical records completion, and the discharge of other medical staff functions and clinical service obligations as may be required from time to time.
 - c) Comply with all applicable Hospital and Medical Staff Bylaws, rules and regulations, policies and procedures.
 - d) Participate in providing emergency room call and other coverage arrangements as defined in policies adopted by the MEC and Hospital Board.
 - e) Perform such further duties as may be required under these Bylaws or medical staff policies and procedures and rules and regulations as all may be amended from time to time.

2.3.3 Honorary Staff

The honorary staff category is restricted to those individuals the medical staff wishes to honor; including, but not limited to those practitioners who have actively participated in Hospital affairs, committee activity and who may have had a medical staff leadership role. A clinical service or the MEC may forward the names of practitioners being considered for this category and will submit a recommendation to the MEC for consideration and decision. Honorary staff members shall not be eligible to admit patients to the Hospital or to exercise clinical privileges in the Hospital, or vote at any meetings attended or hold office.

Honorary staff members may, however, attend medical staff and clinical service meetings and educational programs. They may also be appointed as non-voting members of committees when interested so that the medical staff may take advantage of their unique experience or talents.

Prerogatives: Practitioners in the honorary medical staff category shall be invited to attend education and social function of the Hospital and medical staff as appropriate.

2.3.4 Change in Staff Category

Pursuant to a request by the medical staff member, upon a recommendation by the Credentials Committee, or pursuant to its own action, the MEC may recommend a change in medical staff category of a member consistent with the requirements of these Bylaws. The Board shall approve any change in category. Determinations regarding assignment of staff category are not subject to review under the due process provisions of the Investigation, Corrective Action and Fair Hearing Procedures of these Bylaws.

2.3.5 Limitation of Prerogatives

The prerogatives of medical staff membership set forth in these Bylaws are general in nature and may be subject to limitation or restriction by special conditions attached to a practitioner's appointment, reappointment, or privileges, by state or federal law or regulations, by other provisions of these Bylaws or by other medical staff and Hospital policies, or by commitments, contracts, or agreements of the Hospital.

2.4 Responsibilities of Membership

Each member of the medical staff must continuously comply with the provisions of these Bylaws, medical staff or Hospital policies, procedures or rules and regulations. In accepting an initial appointment or reappointment to the medical staff members agree to:

1. Provide continuous and timely care to all patients for whom the individual has responsibility as determined by the MEC with input from the appropriate clinical specialty;
2. Abide by the terms of the Ethical and Religious Directives for Catholic Health Care Services promulgated by the National Conference of Catholic Bishops. No activity prohibited by said Directives shall be engaged in by any medical staff member or any other person when exercising clinical privileges at the Hospital.
3. Provide, with or without request, new and updated information to the Hospital, or the CVO, as it occurs, pertinent to any question found on the initial application or reappointment forms;
4. Appear for personal interviews (in person or by teleconference) in regard to an application for initial appointment or reappointment, as requested by the appropriate medical staff committee;

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5. Refrain from illegal fee splitting or other illegal inducements relating to patient referrals;
6. Refrain from deceiving patients as to his identity or that of any other individual providing treatment or services;
7. Seek appropriate consultation, consistent with community standard, to assure adequate quality of care;
8. Complete in a timely manner all medical and other required records, documenting all information required by the Hospital. Specifically, a practitioner holding privileges at the Hospital must complete a physical examination and medical history for each patient no more than thirty (30) days before or twenty-four (24) hours after admission or registration. A history and physical must be completed prior to any surgery or procedure requiring anesthesia services. The MEC may, at its discretion, specify in medical staff policies additional privileged practitioners who may perform histories and physicals;
9. Satisfy continuing medical education requirements for licensure and as may be required under policies adopted from time to time by the medical staff;
10. Supervise the work of any allied health professional under his/her direction;
11. Assist other practitioners in the care of their patients when asked in order to meet an urgent patient need or assure the well-being of a patient;
12. Conform to the Conduct of Behavior Policy of the medical staff.

Furthermore, each member of the medical staff by accepting medical staff appointment agrees:

1. To abide by these Bylaws and all medical staff or Hospital mission, rules and regulations and policies and procedures.
2. That if there is any material misstatement in, or intentional omission from, an application for appointment or reappointment, the Hospital may stop processing the application (or, if appointment has been granted prior to the discovery of a misstatement of omission, appointment and privileges may be deemed to be automatically relinquished). In either situation, there shall be no entitlement to a hearing or appeal;
3. To participate in and collaborate with the peer review and performance improvement activities of the medical staff or the Hospital. These include monitoring and evaluation and peer review activities performed by the medical staff and compliance with Hospital efforts to meet standards such as those established by The Joint Commission, insurers, The Centers for Medicare and Medicaid Services (CMS) and other governmental agencies (e.g. core measures);
4. To assist the Hospital in fulfilling its responsibilities for providing emergency and charitable care in accordance with policies passed by the MEC and Board;
5. To permit the Hospital and medical staff to share peer review, credentialing/privileging and performance information with any related healthcare entity affiliated with the Hospital at which the member holds membership and/or privileges;
6. To undergo a health evaluation by a consultant selected by the Hospital, including random drug testing, as requested by the Chief Executive Officer (CEO) in consultation with the MEC, the President of the Medical Staff and/or MEC, when in their sole discretion, it appears necessary to protect the well-being of patients and/or

- staff; or when requested by the MEC or Credentials Committee as part of an evaluation of the member's ability to exercise privileges safely and competently, or as part of a post-treatment monitoring plan consistent with the provisions of any medical staff and Hospital policies addressing physician health or impairment.
7. To participate in any type of competency evaluation when determined necessary in the sole discretion of the MEC and/or Board in order to properly delineate that member's clinical privileges.
 8. To provide patient care and management only within the parameters of his/her professional competence, as reflected in the scope of clinical privileges granted the practitioner by the Board.
 9. To hold harmless and agree to refrain from legal action against any medical staff member or Hospital employee, the medical staff Hospital or HSHS that appropriately shares peer review and performance information with a legitimate health care entity or state medical board assessing the credentials of the member.
 10. Abide by all local, state and federal laws and regulations, Joint Commission standards, and state licensure and professional review regulations and standards, as applicable to the practitioner's professional practice.

2.5 Member Bill of Rights

2.5.1 Code of Conduct

The professional conduct of the physician, podiatrist and dentist of the medical staff shall be judged by the Conduct of Behavior Policy adopted by the medical staff.

2.5.2 Fair Hearing

Any medical staff member aggrieved by an adverse action affecting appointment, reappointment or clinical privileges has the right to a fair hearing as defined in these Bylaws.

2.5.3 Immunity from liability

There shall be, to the fullest extent permitted by law, immunity from civil liability arising from any act, communication, report, recommendation or disclosure, performed at the request of an authorized member of the Hospital, medical staff or any other health care facility or accrediting/regulating agency for the purpose of improving or maintaining the quality of patient care.

2.5.4 Right of notification

The clinical service chair will notify any member before a formal investigation is initiated by the MEC, the Professional Review Committee and/or the President of the Medical Staff on any matter of professional conduct or competence which could result in denial, suspension or reduction in privileges.

2.5.5 Access to Committees

Members of the medical staff are entitled to be present at any committee meeting except during peer review proceedings or when a committee is in executive session with only the voting committee members being allowed to be present.

2.5.6 Communication and Influence with MEC

Each member of the medical staff in the active staff category has the right to meet with the MEC on matters relevant to the responsibilities of the MEC. In the event that the president of the medical staff determines that such member is unable to resolve a matter of concern after discussion with the appropriate clinical service or committee chair or other appropriate medical staff leader(s), that member may, upon written notice to and approval of the President of the Medical Staff at least two (2) weeks in advance of a regular meeting of the MEC, meet with the MEC or MEC subcommittee to discuss the issue. The President of the Medical Staff will have discretion regarding the meeting date, timing and placement of the issue on the MEC agenda or direction of the issue to a subcommittee.

2.5.7 Right to Information

The MEC will publish and will post on the medical staff website, and notify electronically, one month in advance of the MEC vote, for all active medical staff members to review and comment on, any pending or proposed changes to the Bylaws, Rules and Regulations, Credential Procedures, or the Investigation, Corrective Action, Hearing and Appeal Procedures.

2.5.8 Access to Credentials Files

Each member shall be allowed an opportunity to review his/her own credentials or peer review/clinical performance file in the manner prescribed by the Medical Executive Committee Access to Credential and Peer Review Files/Information Policy.

2.5.9 Confidentiality

Matters discussed in committee deemed to be confidential and otherwise undertaken in the performance of medical staff duties and privileges shall remain confidential.

2.5.10 Recall of Elected Leaders

Each member of the medical staff has the right to initiate a recall vote of medical staff officers or clinical service chairs in accordance with the recall provisions provided in these Bylaws.

2.5.11 Right to Assemble

Any member of the medical staff in the active staff category may call for a clinical service meeting by presenting a petition signed by twenty-five percent (25%) of the members of the clinical service. Upon presentation of such a petition, the clinical service chair will schedule a clinical service meeting within forty-five (45) days to discuss the concerns raised by the petitioners.

Each staff member in the active staff category may call a general medical staff meeting to discuss a matter relevant to the medical staff. Upon presentation of a petition signed by twenty percent (20%) of the members of the active staff category, the MEC shall schedule a general staff meeting within forty-five (45) days for the specific purposes addressed by the petitioners. No business other than that detailed in the petition may be transacted. If the recommendation of the MEC varies from the position of the general medical staff, the issue will be referred to the conflict resolution process outlined in these Bylaws.

2.5.12 The above sections on Member Rights (2.5.1 through 2.5.11) do not pertain to issues involving individual peer review or performance evaluation (including focused and ongoing professional practice evaluation), formal investigations of professional performance or conduct, denial of requests for appointment or privileges, restriction or conditions placed on appointment or privileges, or any other matter relating to individual membership or privileges. Recourse with regard to these matters is described in Volume III, The Investigation, Corrective Action and Fair Hearing Procedures of these Bylaws.

ARTICLE III

CREDENTIALING AND THE DETERMINATION OF PRIVILEGES

3.1 Appointment and Reappointment to Medical Staff Membership

The following steps describe the process for credentialing (appointment and reappointment) of medical staff members. Associated details may be found in the Medical Staff Credentials Procedures, Volume II of these Bylaws.

1. Individuals interested in appointment to the medical staff may request from the Hospital an application and a list of the eligibility requirements for membership. Current, eligible members of the medical staff will automatically be sent an application for reappointment in a timely fashion.
2. Upon completion and submission of the application to the medical staff office, a designated individual will verify the contents on a preliminary basis and confirm that the applicant is eligible to have the application processed further. If such preliminary review of the application confirms the applicant is not eligible for membership, he will be notified that no further evaluation or action will occur regarding the application.

3. A completed and verified application will be forwarded by the medical staff office to the appropriate clinical service chair (or designee) for review and evaluation. This review will include consideration of the practitioner's individual character, individual clinical competence, individual training, individual experience, and individual professional judgment and conduct. The clinical service chair will forward a report concerning appointment of the applicant to the medical staff Credentials Committee.
4. The Credentials Committee will review the application and forward its recommendation to the MEC.
5. The MEC will review the application and forward its recommendation to the Hospital Board regarding membership and if appropriate, staff category, and clinical service assignment. The MEC may refer an application back to the Credentials Committee if it feels more information or evaluation of the applicant is necessary.
6. The Hospital Board will review the application and determine whether to offer the applicant membership and whether any restrictions or conditions should be attached to an offer of membership or clinical privileges. Membership will be offered upon action by the Board and membership will become effective upon acceptance of the offer by the applicant.
7. Applicants may appeal adverse recommendations by the MEC and adverse decisions made by the Board in accordance with provisions in the Medical Staff Investigation, Corrective Action and Fair Hearing Procedures, Volume III of these Bylaws.

3.2 Granting of Clinical Privileges

The following steps describe the process for granting clinical privileges to qualified practitioners. Associated details may be found in the Medical Staff Credentials Procedures, Volume II of these Bylaws and on medical staff delineation of privileges documents. Practitioners shall be entitled to exercise only those privileges specifically granted to them by the Board. The medical staff may recommend clinical privileges for advanced professional practitioners (APP) who are not members of the medical staff but who hold a license to practice independently consistent with the APP policies as recommended by the MEC and approved by the Board.

1. Practitioners initially applying for medical staff membership or for reappointment must complete the appropriate forms to request specific privileges. Practitioners ineligible for medical staff membership but eligible for privileges will complete the appropriate request forms. These forms are available from the Hospital medical staff office.
2. Upon completion and submission of the appropriate forms to the medical staff office, a designated individual will confirm that the applicant is eligible to have the requests processed further. Privilege requests that don't demonstrate compliance with eligibility requirements will not be processed further.
3. Completed privilege request forms will be forwarded by the medical staff office to the appropriate clinical service chair (or designee) for review and evaluation. This review will include consideration of the practitioner's individual character, individual clinical competence, individual training, individual experience, and individual professional judgment and conduct.
4. The clinical service chair will forward a recommendation to the medical staff Credentials Committee.

5. The Credentials Committee will review the applicant's requests and the input of the clinical service chair and recommend a specific action to the MEC.
6. The MEC will review the privileging requests and recommend specific actions on them to the Hospital Board.
7. The Hospital Board will review the privileging requests and either reject the requests, modify them, or grant the privileges being sought.
8. Applicants may appeal adverse recommendations by the MEC and adverse decisions made by the Board in accordance with provisions in Volume III, The Medical Staff Investigation, Corrective Action and Fair Hearing Procedures, of these Bylaws.

3.3 Medical Staff Credentials Procedures, Volume II of these Bylaws

Associated details elaborating on the credentialing and privileging process can be found in the Medical Staff Credentials Procedures which will be adopted and amended from time to time consistent with the amendment process in Article 11.3 of these Bylaws.

ARTICLE IV
OFFICERS

4.1 Officers of the Medical Staff

The officers of the Medical Staff shall be:

- President of the Medical Staff
- President-Elect of the Medical Staff
- Immediate Past President of the Medical Staff

4.2 Qualifications

Officers of the medical staff must satisfy the following criteria at the time of nomination and continually throughout the term of their office:

1. be appointed to the active staff;
2. have no pending adverse recommendation before the Board concerning staff appointment or clinical privileges;
3. have constructively participated in medical staff activities, including, but not limited to activities such as performance improvement, peer review and credentialing;
4. have the ability and be willing to discharge faithfully the duties and responsibilities of the position;
5. have experience in a leadership position, or other involvement in performance improvement functions for at least two years;
6. be willing to attend continuing education programs relating to medical staff leadership and/or peer review and credentialing functions prior to or during the term of office;
7. be in compliance with any and all policies of the medical staff and Hospital including the Conflicts of Interest Policy;
8. must have demonstrated an ability to work well with and communicate well with

others.

4.3 Selection

The MEC will appoint a Leadership Selection Committee four (4) months in advance of the annual general medical staff meeting. The Leadership Selection Committee shall select nominees for placement on the election ballot for officers using the following process. The Leadership Selection Committee is made up of the Immediate Past President of the Medical Staff, who shall serve as chairperson. The MEC shall appoint one other member of the MEC and two (2) at-large members of the general medical staff who will serve as voting members.

1. The Leadership Selection Committee will meet at least ninety (90) days prior to the general staff meeting at which the results of the election will be announced.
2. The Leadership Selection Committee will produce a slate of nominees with at least one (1) name placed on the ballot for election to each medical staff officer position.
3. The Leadership Selection Committee shall circulate and formally post its list of nominees to the active members of the medical staff at least thirty (30) days prior to the annual meeting at which an election will be held.
4. In order for a nominee to be placed on the ballot the following criteria must be met:
 - a) Candidates must meet the qualifications listed in these Bylaws for the position to which they wish to be elected. The Leadership Selection Committee will have discretion to determine if these criteria have been met.
 - b) Candidates must be approved by the Leadership Selection Committee for placement on the ballot and candidates must agree to be placed on the ballot.
 - c) A petition signed by at least ten percent (10%) of the members of the active staff may also make nominations. Such petition must be submitted to the president of the medical staff at least forty-five (45) days prior to the election for placement on the ballot. The candidate nominated by petition must be confirmed by the MEC to meet the qualifications in Section 4.2 above before he can be placed on the ballot.

4.4 Election

1. Officers of the medical staff shall be elected using a secret ballot which may be distributed to eligible voting members of the medical staff at a general medical staff meeting, by mail, or electronically. The mechanics of distributing ballots and counting votes will be determined by the MEC. Only members of the active medical staff shall be eligible to vote. The winner of an election shall be the individual who receives the greatest number of votes from active medical staff members who received ballots and voted. Voting by proxy is not permitted.
2. Officers shall be eligible to assume office once the Governing Board has ratified their election. Such ratification cannot be unreasonably withheld.
3. Elections for officers will take place in October as scheduled by the MEC.

4.5 Term

All officers shall serve a term of two (2) years from the first day of January next

following their election, or until their successors are elected. All officers may be re-elected. The Immediate Past President of the Medical Staff will serve until a current President of the Medical Staff completes a term and steps down from that office.

4.6 Duties of Elected Officers (See also, detailed position descriptions appended to Volume I of these Bylaws)

1. President of the Medical Staff:

The President of the Medical Staff shall serve as the chief administrative officer and principal elected official on the medical staff.

2. President-Elect of the Medical Staff:

The President-Elect of the Medical Staff shall be a member of the MEC and shall be required to assist the President of the Medical Staff and to perform such duties as may be assigned by the President of the Medical Staff. In the absence of the President of the Medical Staff or upon the occurrence of a vacancy in the office of President of the Medical Staff, the President-Elect of the Medical Staff shall assume the responsibilities, exercise the authority, and perform the duties assigned to the President of the Medical Staff until the President of the Medical Staff returns consistent with Section 4.8 of these Bylaws. This officer will also collaborate with the Hospital's medical staff office, assure maintenance of minutes, attend to correspondence, act as medical staff treasurer, and coordinate communication within the medical staff. The President-Elect shall serve as Chair of the Quality and Safety Committee.

3. Immediate Past President of the Medical Staff:

The Immediate Past President of the Medical Staff shall be a member of the MEC and shall serve as an advisor to the President of the Medical Staff and serve as the Chair of the medical staff Credentials Committee, Chair the Leadership Selection Committee, provide performance feedback to the President and the President-Elect on an annual basis and perform those functions delegated to him by the President of the Medical Staff.

4.7 Removal

1. Officers of the medical staff may be removed by an affirmative vote of two-thirds (2/3) of the active staff present and voting at any general or special meeting of the general medical staff, subject to the approval of the Governing Board, in circumstances where such removal is necessary to protect the interests of the Hospital.

Each of the following conditions constitutes cause for removal of an officer from office:

- a) Failure to comply with or support enforcement of the Medical Staff Bylaws, medical staff rules, regulations, or policies.
- b) Failure to perform the required duties of the office;

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- c) Failure to adhere to professional ethics;
 - d) Abuse of office;
 - e) Conduct unbecoming a medical staff member;
 - f) Failure to continuously satisfy the criteria set forth in Article IV.4.2 of these Bylaws.
2. At least ten (10) days prior to the initiation of any removal action, the individual shall be given special notice of the date of the meeting at which action is to be considered. The individual shall be afforded an opportunity to speak to the medical staff prior to a vote on removal.
 3. Automatic removal will occur (without need for a vote) in the event any of the following affects the officer in question:
 - a) Loss or suspension of the officer's medical license in the State of Illinois;
 - b) Ineligibility of membership in the active staff category;
 4. Recommendation by the MEC to the Board for the imposition of corrective action or the acceptance of such recommendation by the Board.
 5. Where the President of the Medical Staff is removed from that position, he shall be ineligible to hold the office of Immediate Past President of the Medical Staff.

4.8 Vacancies

If the President of the Medical Staff is temporarily unable to fulfill the responsibilities of the office, the President-Elect of the Medical Staff shall assume these responsibilities until the President of the Medical Staff can resume those duties. When a permanent vacancy occurs in the President of the Medical Staff, the President-Elect of the Medical Staff will assume this position for the remainder of the existing term and also serve the term he/she was elected to serve. The MEC shall then appoint a President-Elect of the Medical Staff until a vote of the general medical staff can be taken. If the Immediate Past President resigns or is not eligible to hold this position, the President of the Medical Staff shall appoint another former President of the Medical Staff to fulfill the remainder of the term or it shall remain vacant until the current President of the Medical Staff becomes available to carry out the role.

ARTICLE V **CLINICAL SERVICES**

5.1 Designation of Clinical Services

The medical staff shall be divided into the following clinical services:

1. Anesthesiology
2. Emergency Medicine
3. Family Medicine
4. Internal Medicine
5. Maternal/Child
6. Pathology

7. Radiology
8. Surgery

The Governing Board, with input from the MEC, may create additional medical staff clinical services where this would improve the effectiveness of the medical staff in carrying out its responsibilities.

5.2 Organization of Clinical Services

Each clinical service shall be organized as an organizational division of the medical staff and shall have a qualified chair that has the authority, duties, and responsibilities set forth in these Bylaws. Each clinical service is accountable to the oversight and authority of the MEC and the Board.

5.3 Functions of Clinical Services

1. Review and Evaluation Activities

The primary responsibility delegated to each medical staff clinical service shall be 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 by members of the clinical service. These may include discussion of information relevant to the care and treatment of patients served by members of the clinical service along with the detailed consideration of relevant cases, including, without limitation, operative and other procedure review, medical record review, infection control review, pharmacy and therapeutic review, blood utilization review, efficiency of clinical practice patterns, significant departures from established patterns of clinical practice, quality and peer review reports, patient safety initiatives, and medical assessment and treatment of patients within the clinical service and the Hospital.

2. Additional Activities

At the discretion of clinical service members and its chair, the clinical service may organize and promote any of the following collegial and professional activities: continuing medical education; communication and dialogue regarding issues relevant to members of the clinical service; social networking; and interdisciplinary projects and coordination.

3. Member Accountability

Members assigned to the clinical service are accountable to the clinical service chair and must be responsive to requests for information, participation in clinical service activities, participation in a mandatory special meetings, and compliance with hospital, medical staff, or clinical service rules, regulations, policies, procedures, or requirements.

5.4 Clinical Service Chair

1. Qualifications

Each clinical service chair shall be:

- a) A member of the active staff category;
- b) board certified by a specialty board recognized by the ABMS or AOA or found to have comparable competency by actions of the Credentials Committee and MEC;
- c) qualified by experience within the clinical service and by administrative ability to supervise the functions of the clinical service; and
- d) willing and able to discharge the functions of the clinical service chair.

2. Selection

- a) Except as otherwise provided by a contract initiated and implemented by the Board, each clinical service chair shall be elected by a plurality of the votes cast by members of the clinical service in the active staff category. Where the Board has determined the position of clinical service chair will be filled through a contract mechanism, the chair will be selected by the Hospital CEO and ratified by the Board. Members of the clinical service will be informally consulted for input on this decision and to give feedback to the Hospital CEO regarding the performance of the clinical service chair.
- b) Elections will be held by ballot at a clinical service meeting every two years or as requested by the MEC. If there is a vacancy prior to completion of a term of office, an election will take place at the next scheduled meeting of the clinical service to select an interim chair to complete the unfilled term. Elections will be organized and conducted by each clinical service in a manner satisfactory to the MEC.
- c) Any member of the clinical service may be placed by request on the ballot unless he does not meet the qualifications in 5.4 (a) above. A member must give assent to be placed on the ballot.

3. Term

- a) Each clinical service chair shall serve a term of two (2) years.
- b) A clinical service chair may be elected for successive terms, unless otherwise provided by the MEC or Board.

5.5 Removal of Clinical Service Chair

Upon petition by twenty-five percent (25%) of clinical service members or upon recommendation of the MEC, the Medical Staff Office shall arrange for a recall vote of a clinical service chair at the next scheduled meeting of the clinical service. Removal may be accomplished by a two-thirds (2/3) vote of those eligible members of the clinical service voting and following ratification of the action by the Hospital Board.

5.6 Clinical Service and Clinical Service Chair Activities

1. The MEC may recognize any group of practitioners interested in forming a clinical service. When such a clinical service exists, the chair may, as appropriate, lead the members of the clinical service in performing its activities, including without limitation:
 - a) Provide a forum for discussion for clinicians in a particular specialty or interdisciplinary group of specialties.
 - b) Offer continuing medical education and discussion of patient care issues.
 - c) Sponsor “grand rounds”, morbidity & mortality (M&M) conferences, or clinico-pathologic conferences (CPCs).
 - d) Provide a vehicle for discussion of policies & procedures or equipment needs in a specialty or service line area.
 - e) Create an opportunity for networking and collegial interaction among practitioners with common interests.
 - f) Develop recommendations for submission to the MEC.
 - g) Participate in the development of criteria for clinical privileges when requested for input by the Credentials Committee or MEC.
 - h) Participate in the development of clinical protocols when asked to by the MEC or an appropriate medical staff committee.
 - i) Discuss a specific issue at the request of a medical staff committee.
2. Clinical services are not required to hold regular meetings, keep minutes or track attendance, and have no regularly assigned responsibilities. A written report to document a specific position is required only when the service is making a formal report to the MEC. The President of the Medical Staff and the clinical service chair will decide if the report is placed on the MEC agenda and whether the clinical service chair (or designee) will attend the MEC meeting to present the report and participate in the vote of the MEC on that specific issue. The President of the Medical Staff may seek input from any officer(s) in determining the level of participation at the MEC meeting by the clinical service chair.

ARTICLE VI
MEDICAL STAFF COMMITTEES AND LIAISONS

6.1 Types of Committees

There shall be an executive committee of the medical staff (referred to in these Bylaws as the Medical Executive Committee or MEC) and standing committees of the medical staff accountable to the MEC as may be established in these Bylaws or created by the President of the Medical Staff or MEC to accomplish medical staff functions. The medical staff shall also carry out its responsibilities through participation in committees of the Hospital.

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The current standing committees of the medical staff are: the Credentials Committee and the Performance Improvement and Quality Committee. The MEC will assign physician membership to other medical staff or Hospital committees that are involved with clinical aspects of patient care. Other medical staff committees that may be formulated are generally time limited and/or ad hoc in nature to address specific matters which may occur episodically or on a recurring basis with relative infrequency.

6.2 Committee Chairs

1. Selection: With the exception of the MEC and clinical service committees, the chair of each medical staff committee shall be appointed, and vacancy filled, by the President of the Medical Staff, subject to the approval of the MEC. The President of the Medical Staff shall serve as chair of the MEC.
2. Term: Unless specified otherwise in these Bylaws, each committee chair shall be appointed to a term of two (2) years.

6.3 Membership and Appointment

1. Eligibility

- a) Members of the active staff shall be eligible for appointment to any committee of the medical staff established to perform one or more of the functions required by these Bylaws.
- b) Members of the associate staff shall be eligible for appointment to any committee of the medical staff established to perform one or more of the functions required by these Bylaws.
- c) Where specified in these Bylaws, or where the Medical Executive Committee deems it appropriate to the functions of a committee of the medical staff, members of the honorary staff category and representatives from various services of the Hospital, including, without limitation, Administration, Laboratory, Nursing, Information and Quality Management and Pharmacy Services, shall be eligible for appointment in a non-voting capacity, to specific committees of the medical staff.

2. Chief Executive Officer

Unless otherwise provided in these Bylaws, the Hospital's Chief Executive Officer or his designee shall serve as an ex-officio member, without a vote, on all medical staff committees.

3. Voting

Only medical staff members in the active or associate staff categories may vote on medical staff committees, unless specified otherwise in these Bylaws or medical staff policies or procedures.

4. Term

Unless specified otherwise in these Bylaws, each medical staff committee member shall be appointed to a term of two (2) years, and may be reappointed as often as the individual or party responsible for such reappointment may deem advisable.

6.4 Medical Executive Committee

1. Membership

All active staff members are eligible for MEC membership.

2. Composition

The MEC shall consist of the following voting members:

1. President of the Medical Staff
2. President-Elect of the Medical Staff
3. Immediate Past President of the Medical Staff
4. The clinical service chairs of: Anesthesiology, Emergency Medicine, Family Medicine, Internal Medicine, Woman and Child, Pathology, Radiology and Surgery
5. One (1) at-large member of the active staff elected by the general medical staff, preferably from a specialty that is otherwise not over represented on the MEC as determined by the Leadership Selection Committee.

The following will be non-voting members of the MEC:

1. Hospital CEO
2. Chief Medical Officer (CMO) and
3. Chief Nursing Officer (CNO).

The MEC may invite additional guests as needed to assist in carrying out its work.

3. Election and Appointment of MEC members

The at-large member of the MEC will be voted on using the same methodology as elections for medical staff officers. Any member in the active category of the medical staff may run for an at-large spot by notifying the Leadership Selection Committee thirty (30) days prior to the election. The Quality and Safety Committee and the Credentials Committee voting members of the MEC will be appointed by the President of the Medical Staff and their term shall run concurrent with that of the President of the Medical Staff who appointed them.

4. Removal from the MEC

Membership on the MEC held by officers and clinical service and medical staff committee chairs will automatically terminate if an individual is removed from their position as an officer, clinical service or committee chair as described elsewhere in these Bylaws. At-large and appointed members of the MEC may be removed by an affirmative vote of two-thirds (2/3) of the MEC membership. Grounds for removal include but are not limited to:

- a) Failure to meet the attendance requirements for MEC members;
- b) Failure to comply with the Medical Staff Conduct of Behavior Policy; and
- c) Failure to carry out assigned duties as an MEC member.

Physician members of the MEC will be considered to have voluntarily resigned from the committee if any of the following occur:

- a) Termination or suspension of the member's license to practice in the State of Illinois;
- b) Loss of membership on the active staff category;
- c) The MEC recommends to the Board that the member be subject to corrective action.

5. Responsibilities

- a) The MEC shall represent the medical staff, assume responsibility for the effectiveness of all medical activities of the medical staff, act on matters of concern and importance to the medical staff and act at all times as the authorized delegate of the medical staff in regard to general and specific functions of the medical staff.
- b) The MEC is empowered to act for the medical staff in intervals between general medical staff meetings.
- c) The MEC receives and acts on reports and recommendations from medical staff committees, clinical services, Hospital committees, consultants, and other relevant individuals.
- d) The MEC consults with Hospital senior management and the Board on quality-related aspects of contracts for patient care service with entities outside the Hospital.
- e) The MEC carries out investigations in accordance with the Investigation, Corrective Action and Fair Hearing Procedures, Volume III of these Bylaws before making recommendations to the Board to terminate, limit, or restrict a practitioner's membership or privileges.
- f) The MEC is responsible for making medical staff recommendations directly to the Board for its approval. Such recommendations pertain to at least the following:
 - (a) The medical staff's structure;
 - (b) The mechanism used to review credentials and to delineate individual clinical privileges;
 - (c) Recommendations of individuals for medical staff membership;
 - (d) Recommendations for delineated clinical privileges for each eligible individual;
 - (e) The participation of the medical staff in organization performance

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- improvement activities;
- (f) The mechanism by which medical staff membership may be terminated;
- (g) The mechanism for investigation, corrective action and fair-hearing procedures; and
- (h) The MEC's review of and actions on reports of medical staff committees, clinical services, and other assigned activity groups.

6. Meetings

The MEC shall meet monthly, no fewer than ten times per year and shall maintain a permanent record of all proceedings and actions at its meetings. The President of the Medical Staff or designee will preside at all meetings of the MEC.

7. Call of Special Meeting

The President of the Medical Staff may call special meetings of the MEC at any time. Such meetings may be held in person or through telephonic or electronic conferencing.

8. Notice

Notice of a special meeting of the MEC shall be by means of facsimile, telephone, posting of notice or e-mail.

6.5 Medical Staff Representation on Hospital Committees

In order to further carry out the functions of the medical staff and to provide medical staff input where appropriate, the President of the Medical Staff may appoint members to Hospital committees which may include, but are not limited to: Utilization Review, Cancer Conference, Ethics, Disaster Management, Emerging Technology, Infection Control, Critical Care and Pharmacy & Therapeutics. When medical staff members sit on a Hospital committee the minutes of that committee shall be available, upon request to the MEC. It shall be the responsibility of the medical staff member(s) sitting on a Hospital committee to bring to the attention of the MEC or a medical staff officer any matter brought before such committee that requires the attention of the medical staff leadership.

6.6 Medical Staff Liaisons

When the medical staff is required by regulatory bodies or internal policies to collaborate with Hospital staff in carrying out a particular function, the President of the Medical Staff may appoint a member of the medical staff to serve as a formal liaison for that work. The liaison will report periodically to the MEC or other appropriate committee when matters require the attention of medical staff leaders.

6.7 Special Committees

The President of the Medical Staff or MEC may appoint special committees to address specific issues or concerns on behalf of the medical staff. In establishing such

committees, there will be a notation made in the minutes of the MEC enumerating the committee's purpose and charge, and timeframes for its work, and the duration of its appointment. Such committees will report to and be accountable to the MEC as a committee of the MEC.

ARTICLE VII
GENERAL MEDICAL STAFF MEETINGS

7.1 General Medical Staff Meetings

1. Frequency & Content

There shall be at least one meeting of the entire medical staff held each year during fourth quarter. Thirty (30) days written notice of the meeting shall be sent to all medical staff members in a manner determined reasonable and appropriate by the Medical Staff Office. The MEC shall determine the time and place at which the meeting shall be held. The President of the Medical Staff or MEC may call additional general meetings for any reason they deem appropriate, including to promote communication with the medical staff, provide a forum for discussion on matters of medical staff interest, review quality and safety data and concerns, present educational programs, or address proposed changes to the Medical Staff Bylaws.

7.2 Special Meetings of the Medical Staff

1. Call of Special Meeting

A special meeting of the medical staff may be called at any time by the President of the Medical Staff, and shall also be called at the request of the Governing Board, the MEC or in response to a petition presented to the President of the Medical Staff and signed by twenty-five percent (25%) of the active staff. No business shall be transacted at any special meeting, except that for which the meeting is called and stated in the notice of such meeting.

2. Notice

Notice stating the time, place and purpose(s) of any special meeting of the medical staff shall be conspicuously posted and shall be sent to each member of the medical staff in a manner determined by the medical staff office at least seven (7) days before the date of such meeting. The attendance of a member of the medical staff at the meeting shall constitute a waiver of notice of such meeting.

7.3 Attendance at General Medical Staff Meetings

Members of the medical staff are encouraged to attend general medical staff meetings.

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7.4 Quorum

Those active staff members present and voting shall constitute a quorum at the general medical staff meeting and at any meeting, unless otherwise specified in these Bylaws.

7.5 Minutes

Minutes of each regular and special meeting of the medical staff shall be prepared and shall include a record of the attendance of members and any votes taken on matters presented at the meeting. The minutes shall be signed by the presiding officer and maintained in a permanent file in the medical staff office. Minutes shall be made available to any medical staff member upon request, in a manner that protects the confidentiality of peer review information consistent with state peer review protection statutes.

7.6 Conduct of Meetings

Meetings of the medical staff and meetings of committees and clinical services will be run in a manner determined by the chair (or designee) who presides at such a meeting. Compliance with rules of parliamentary procedure is not required.

ARTICLE VIII COMMITTEE AND CLINICAL SERVICE MEETINGS

8.1 Regular Meetings

Clinical services and committees may, by resolution, establish the time for holding regular meetings without providing their respective members notice other than by announcement of such resolution in meeting minutes.

8.2 Special Meetings

A special meeting of any committee or clinical service may be called by or at the request of the chair thereof, by the President of the Medical Staff, or by written request signed by twenty-five (25%) percent of the current members of the committee or clinical service, but not by fewer than two (2) such members. Such meetings will be held within a reasonable period of time after their request as determined by the chair.

8.3 Notice of Meetings

Written or oral notice stating the place, day and hour of any special meeting or any regular meeting, to each member of the committee or clinical service that is to meet, not less than five (5) days before the time of such meeting. If mailed, the notice of the meeting shall be posted to the member, at his address as it appears on the records of the medical staff, at least seven (7) days before the meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting.

8.4 Quorum

A quorum for the MEC and the Credentials Committee will be at least fifty-one percent (51%) of the voting membership of the committee attending in person or via telephonic or electronic conferencing.

For all other committees and clinical services, unless otherwise specified in these Bylaws, a quorum will be those active staff members present and voting, so long as at least two (2) members are present.

8.5 Manner of Action

The action of a majority of the members present at a committee or clinical service meeting at which a quorum is present shall be the action of such committee or clinical service. Action may be taken without a meeting by unanimous consent in writing, setting forth the action so taken and signed by each member who would be entitled to vote at that meeting.

8.6 Minutes

Minutes of required committees and any special meetings shall be prepared, including a record of the members in attendance and the results of any votes taken at the meeting. The minutes shall be signed by the presiding officer and copies thereof shall be submitted to the attendees for approval. All minutes shall be made available to the MEC. Each committee and clinical service shall maintain a permanent file in the medical staff office of the minutes of each meeting.

8.7 Attendance Requirements

Members of the MEC and the Credentials Committee are expected to attend at least seventy-five percent (75%) of committee meetings held each year. Failure to attend at least fifty percent (50%) of the meetings will make the member eligible for removal by action of the President of the Medical Staff with ratification by the MEC.

8.8 Mandatory Special Appearance Requirement

Mandatory attendance is required when requested by a peer review committee or the MEC. Failure by any person to attend any meeting to which he was given notice that attendance was mandatory, unless excused by the Medical Executive Committee upon showing of good cause, shall result in an automatic suspension of all or such portion of the person's clinical privileges as the MEC may direct, and such suspension shall remain in effect until the matter is resolved through any mechanism that may be appropriate, including, without limitation, corrective action. Such persons may make timely request for postponement of such meeting supported by an adequate showing that his/her absence will be unavoidable, in which case the presentation may be postponed at the discretion of the chairperson of the committee, the President of the Medical Staff or the Medical Executive Committee if the President is the person involved.

ARTICLE IX
CONFIDENTIALITY, IMMUNITY, AUTHORIZATIONS AND RELEASES

9.1 Authorizations and Releases

Each practitioner shall, when requested by the Hospital, as part of initial appointment or reappointment to the medical staff or as part of an application for privileges, execute general and specific releases and provide documents when requested by the President of the Medical Staff, Chair of the Credentials or Medical Staff Peer Review Committee, the Hospital CEO or their respective designees. Failure to execute such releases or provide requested documentation shall result in an application for appointment, reappointment, and/or clinical privileges being deemed voluntarily withdrawn, and it shall not be further processed. By submitting an application for medical staff appointment or reappointment, or by applying for or exercising privileges or providing specified patient care services within the Hospital, all practitioners, without limitation:

1. Authorize representatives of the Hospital and of the medical staff to solicit, procure, provide, and/or act upon information bearing on or reasonably believed to bear upon the practitioner's professional abilities and qualifications;
2. Agree to be bound by the provisions of these Bylaws and Hospital policies, medical staff rules, regulations and policies regardless of whether membership or clinical privileges are granted or subsequently restricted;
3. Acknowledge that the provisions of this Article are express conditions to an application for, or acceptance of, medical staff membership, and the continuation of such membership and/or the exercise of privileges or provision of specified patient care services at the Hospital;
4. Agree to release from legal liability and hold harmless the Hospital, medical staff, and any representative of the Hospital or medical staff who acts to carry out medical staff or Hospital policies or functions, including all persons engaged in processing medical staff applications and reapplications as well as those who participate in peer review and performance improvement activities. In addition, all practitioners agree that their sole remedy for any corrective action or peer review action taken or recommended by the MEC for failure to comply with these Bylaws or medical staff or hospital policies, will be the right to seek legal or equitable relief after they have exhausted the administrative remedies in these Bylaws.
5. Agree to release from legal liability and hold harmless any individual who or entity which provides information (including peer review information) regarding the practitioner to the Hospital or its representatives within the limitations provided by law;
6. Authorize the release of information (including peer review information) about the practitioner to other HSHS affiliated healthcare facilities where the practitioner has or requests membership or privileges.

9.2 Confidentiality

Information with respect to any practitioner submitted, collected or prepared by any representative of the Hospital or any other health care facility or organization or medical staff, for the purpose of evaluating and improving quality patient care, reducing morbidity or mortality, promoting efficiency, or contributing to medical education or clinical research, shall, to the fullest extent permitted by law, be confidential except as otherwise provided herein. Confidential information shall not be disseminated to anyone other than a representative(s) of the Hospital or of the medical staff with a legitimate need for access in order to carry out required functions or third party health care entities performing legitimate credentialing and peer review activities. Such confidentiality shall also extend to information of like kind that may be provided by third parties.

9.3 Immunity from Liability

1. For Actions Taken

Representatives of the Hospital and the medical staff shall have absolute release from any and all liability in any judicial proceeding for damages or other relief for any action taken or statement or recommendation made within the scope of their duties as such representatives, after a reasonable effort under the circumstances to ascertain the facts underlying such actions, statements or recommendations and in the reasonable belief that the action, statement or recommendation is warranted by such facts.

2. Providing Information

Representatives of the Hospital, the medical staff and any third party shall have absolute release from any and all liability in any judicial proceeding for damages or other relief by reason of providing information, including otherwise privileged or confidential information, to a representative of the Hospital or of the medical staff or to any other hospital, organization or health professionals, or other health-related organizations, concerning practitioners who are or have been an applicant to or member of the staff or who did or does exercise privileges or provide specified services at this Hospital.

9.4 Activities and Information Covered

1. Activities

The provisions of this article shall apply to acts, communications, reports, recommendations, or disclosures in connection with this or any other health-related institution's or organization's activities to the extent provided by law:

- a) Applications for appointment, clinical privileges or specified services
- b) Periodic reappraisals for reappointment, clinical privileges or specified services
- c) Disciplinary measures, including warnings and reprimands
- d) Investigations and corrective actions
- e) Hearings and appellate reviews

- f) Performance improvement activities including the creation and dissemination of performance profiles
- g) Peer review activities, including external peer review
- h) Utilization and claims reviews
- i) Other Hospital, clinical service or committee activities related to monitoring and maintaining of quality patient care and appropriate professional conduct

2. Information

The acts, communications, reports, disclosures and other information referred to in this Article may relate to a practitioner's professional qualifications, clinical or procedural abilities, judgment, character, physical and mental health, emotional stability, professional ethics, professional conduct or any other matter that might directly or indirectly affect patient care.

9.5 Cumulative Effect

Provisions in these Bylaws and in application forms relating to authorizations, releases, confidentiality of information and immunities from liability shall be in conformance with and in addition to other protections provided by local, state and federal law and not in limitation thereof.

ARTICLE X GENERAL PROVISIONS

10.1 Medical Staff Rules, Regulations, and Policies

Subject to approval by the Governing Board or its designee, the medical staff shall adopt such rules, regulations and policies as may be necessary to carry out the responsibilities and functions of the medical staff and implement its operations. There shall be no substantive distinction between medical staff rules, regulations, and policies.

10.2 Payment of Fees

All members of the medical staff are required to pay an initial and reappointment application fee in an amount determined by the MEC and ratified by the Board.

10.3 Conflict of Interest

All members of the medical staff are required to abide by any conflict of interest policies adopted by the medical staff and the Hospital. In any instance in which a member of a committee or clinical service has a conflict of interest in any matter involving another medical staff member, or issue that comes before a committee, or in any instance in which a member of a committee brought the complaint against that member, that member shall not participate in the discussion or vote on the matter and shall absent her/himself from the meeting during that time; although the member may be asked to answer any questions concerning the matter before leaving the meeting.

10.4 MEC & Board Conflict Resolution Process

1. Unless otherwise set forth in these Bylaws or Hospital bylaws, the medical staff, in partnership with the Hospital Board, establishes the following process for addressing conflicting recommendations made by the Board and the medical staff:
 - a) The medical staff, in partnership with the Board will make best efforts to address and resolve all conflicting recommendations in the best interests of patients, the Hospital, the communities served by the Hospital, and the members of the medical staff.
 - b) When the Board plans to act or is considering acting in a manner contrary to a recommendation by the MEC, the medical staff officers shall meet with the Board, or a designated committee of the Board and management seek to gather information and resolve the conflict through informal discussions.
 - c) If these informal discussions fail to resolve the conflict, the Medical Staff President or the chairperson of the Board may request initiation of a formal conflict resolution process.
 - d) The formal conflict resolution process will begin with a meeting of the Joint Conference Committee within thirty (30) days of the initiation of the formal conflict resolution process to address the conflict.
 - e) The Joint Conference Committee shall be comprised of MEC representatives and/or designees, Board members and/or designees, and the CEO or designee.
 - f) If the Joint Conference Committee cannot produce a resolution to the conflict acceptable to the MEC and the Board within thirty (30) days of this initial meeting, the medical staff and the Board shall enter into mediation facilitated by an outside party.
 - g) The MEC and Board shall agree upon the selection of the third party mediator.
 - h) The MEC and Board shall use best efforts to collaborate together and with the third party mediator to resolve the conflict. The Board and the MEC shall each designate at least three people to participate in the mediation. Any resolution arrived at during such meeting shall be subject to the approvals of the MEC and the Board.
 - i) If, after ninety (90) days from the date of the initial request for mediation from an outside party, the MEC and Board cannot resolve the conflict in a manner agreeable to all parties, the Board shall have the authority to act unilaterally on the issue that gave rise to the conflict.
 - j) If the Board determines, in its sole discretion, that action must be taken related to a conflict in a shorter time period than that allowed through this conflict resolution process in order to address an issue of quality, patient safety, liability, regulatory compliance, legal compliance or other critical obligations of the Hospital, the Board may take action which will remain in effect only until the conflict resolution process is completed.
2. Any officer of the medical staff, senior management or the Board may request the convening of a meeting to discuss any matter of controversy or concern that would benefit from enhanced dialogue between medical or administrative staff and Board leaders.

ARTICLE XI
ADOPTION AND AMENDMENT OF MEDICAL STAFF GOVERNING DOCUMENTS

11.1 Formulating and Reviewing Bylaws Amendments

The medical staff shall have the responsibility to formulate, review at least biennially, and recommend to the Board any medical staff bylaws, rules, regulations, policies, procedures, and amendments as needed, which shall be effective when approved by the Board. The medical staff can exercise this responsibility through its elected and appointed leaders or through direct vote of its membership. Neither the Board nor the medical staff shall unilaterally amend the Medical Staff Bylaws.

11.2 Methods of Adoption and Amendment to Volume I, Governance and Function and the Volume III, Investigation, Corrective Action & Fair Hearing Procedures of these Bylaws

These Bylaws may be amended at anytime by a proposal from the MEC or by a petition signed by twenty percent (20%) of the members of the active staff category. A proposed amendment shall be reviewed by the MEC. If compliant with Joint Commission standards and regulatory requirements, the proposal will be disseminated to all members of the active staff. The MEC shall present the proposed amendment with its recommendation to the active staff members for a vote. Each active staff member will be eligible to vote on the proposed amendment to these Bylaws via printed or secure electronic ballot in a manner determined by the MEC. All active members of the medical staff shall receive at least thirty (30) days advance notice of the proposed amendment prior to a vote. To be adopted, such proposed amendment must receive an affirmative vote of a majority of the votes cast by the active staff. All ballots must be marked in the affirmative or negative to be considered in any final vote count. Votes (including absentee ballots), will be counted by the medical staff office on the "count date" listed on each ballot. Ballots submitted after that time shall not be counted.

11.3 Amendment of the Medical Staff Policies and Procedures, Rules and Regulations and Volume II, Credentials Procedures of these Bylaws.

1. Amendments to the medical staff policies and procedures, rules and regulations and Volume II, Credentials Procedures of these Bylaws shall be effective when approved by a two thirds (2/3) vote of the MEC and is approved by the Board. The MEC shall distribute a copy of the proposed amendments to the active staff within seven (7) days after the MEC vote. Voting members of the active staff may then submit, within twenty-one (21) days after the MEC meeting, comments to the President of the Medical Staff concerning the MEC's proposed amendments. The President of the Medical Staff will consider any comments that are received from medical staff members and either:
 - a) send the proposed amendments back to the MEC for reconsideration; or,
 - b) forward the proposed amendments, with or without comment, to the Board for review and action.

MEDICAL STAFF BYLAWS

11.4 The MEC may adopt such amendments to the Medical Staff Bylaws, policies and procedures, rules and regulations that are, in the MEC's judgment, technical or legal modifications or clarifications, consist of reorganization or renumbering of material, or are needed due to punctuation, spelling, or other errors of grammar or expression. Such amendments must be approved by the Board.

11.5 Method for Medical Staff Members to Submit Bylaws Amendments

Any medical staff member may also submit amendments or request repeal of the Bylaws Volumes I, II, III and medical staff policies and procedures directly to the Board. The member must first obtain a petition signed by twenty percent (20%) of the active medical staff members supporting their position and communicate their intent to the MEC. Proposed amendments submitted by the medical staff member will be forwarded to the Board with the MEC's recommendation if different from that of the medical staff member.

11.6 Adoption of the Bylaws

These Bylaws, upon adoption by the medical staff, shall replace and supersede existing Bylaws and shall become effective when approved by the Board. They shall, when adopted and approved, be equally binding by the Board and the medical staff.

Adopted by

Medical Staff: 10/20/2010

Hospital Board: 11/09/2010