PROVIDENCE SEWARD MEDICAL AND CARE CENTER

BY LAWS OF THE MEDICAL STAFF

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PROVIDENCE SEWARD MEDICAL AND CARE CENTER
MEDICAL STAFF BYLAWS

PREAMBLE

Providence Seward Medical and Care Center, along with the other venues and facilities within Providence Health & Services Alaska are Catholic sponsored facilities operated by Providence Health & Services - Washington, a Washington nonprofit corporation. Providence Seward Medical and Care Center consists of Providence Seward Medical Center, a critical access hospital and Providence Seward Mountain Haven, a skilled nursing facility, both licensed by the State of Alaska and provides patient care, education and research. Providence Seward Medical and Care Center is committed to caring for the sick and injured and other individuals seeking to preserve their health.

The Board of Directors of Providence Health & Services - Washington has delegated responsibility to Providence Health & Services Alaska Community Ministry Board for the selection of the professional staff, and the quality of care rendered in the facility; and further, the governing body shall ensure that all health care personnel for whom state licenses, registrations, or certificate are required are currently licensed, registered, or certified; that health professionals admitted to practice in the facility are granted privileges consistent with their training, experience and other qualifications; that procedures for granting, restricting, and terminating privileges exist and that such procedures are regularly reviewed to assure their conformity to applicable law; that health professionals admitted to practice in the facility are organized into a professional staff in such a manner as to effectively review the professional practices of the facility for the purposes of improving patient care.

The Board of Director’s Bylaws provide for the organization of a professional staff, and the delegation to that professional staff of certain functions. The professional staff recommends to the Board of Directors these Bylaws.
BYLAWS OF THE MEDICAL STAFF OF
PROVIDENCE SEWARD MEDICAL AND CARE CENTER

DEFINITIONS

1. Providence Seward Medical and Care Center is defined as Providence Seward Medical Center and Providence Seward Mountain Haven.

2. The term “Medical Center” is defined as Providence Seward Medical Center.

3. The term “Mountain Haven” is defined as Providence Seward Mountain Haven.

4. The term “Executive Committee” is defined as all Active medical and osteopathic physicians, who are practicing within the limits of their State of Alaska License and who are privileged to attend patients in the Medical Center.

5. The term “Board” is defined as the board of directors responsible for conducting the affairs of Providence Health System which for purposes of these Bylaws and, except as the context otherwise requires, shall be deemed to act through the authorized actions of the Providence Health & Services – Washington Alaska Region Board, the officers of the corporation and through the Administrator of Providence Seward Medical and Care Center.

6. The term “Administrator” is defined as the Chief Executive Officer for the hospital. The term “Administrator” includes a duly appointed Acting Administrator serving when the Administrator is away from the Medical Center. The term “Member” is defined as any medical or osteopathic physician, podiatrist or dentist, appointed to, and maintaining membership in any category of the Medical Staff in accordance with these bylaws.

7. The “Patient” is defined as any person at the Medical Center undergoing diagnostic evaluation or receiving medical treatment.

8. He, him, his, and himself mean equally respectively she, her, hers, and herself.
ARTICLE I
NAME

The name of this organization shall be the Medical Staff of Providence Seward Medical and Care Center.

ARTICLE II
BOARD APPROVAL AND INDEMNIFICATION

Any Medical Staff Officer, committee chairperson, committee member and individual staff appointee who acts for and on behalf of the hospital in discharging duties, functions or responsibilities stated in these Medical Staff Bylaws and/or the appointment, reappointment and clinical privileges shall be indemnified in accordance with Providence Health & Services policy, when acting within the scope of his duties on behalf of the Medical Staff, when the appointment and/or election of the individual has been approved by the Board.

ARTICLE III
MEDICAL STAFF MEMBERSHIP

SECTION 1. NATURE OF MEDICAL STAFF MEMBERSHIP

Membership on the Medical Staff of the hospital is a privilege granted by the PH&SA Board that shall be extended only to professionally competent physicians who continuously meet the qualifications, standards and requirements set forth in these bylaws. Membership on the Medical Staff may be withdrawn at any time, in accordance with these bylaws, if it is determined that the practitioner fails to meet the qualifications, standards, and requirements of the hospital. No applicant shall be denied Medical Staff membership on the basis of sex, race, creed, or national origin, or on the basis of any other criterion lacking professional justification.

SECTION 2. QUALIFICATIONS FOR MEMBERSHIP

A. Only Doctors of Medicine, Doctors of Osteopathy, Podiatrists, and Dentists licensed to practice in the State of Alaska who can continually document their education, background, experience, training, physical and mental health, and demonstrated competence; their adherence to the ethics of their professions; their good reputation; and their ability to work with others for the cooperative delivery of quality medical care, shall be qualified for appointment and reappointment to the Medical Staff. No practitioner shall be entitled to membership on the Medical Staff or to exercise any particular clinical privileges merely by virtue of the fact that he/she is: licensed to practice his/her profession in this or any other state; or that he/she is a member of any professional organization, or has ever been granted such privileges at another hospital.

B. An applicant for appointment or reappointment to the Medical Staff shall have the burden of establishing, to the satisfaction of the appropriate committees of the Medical Staff and the PH&SA Board, that he/she meets the qualifications, standards, and requirements set forth in the
Medical Staff Bylaws and corporate Bylaws, and that, if granted Medical Staff membership and clinical privileges, he/she would deliver quality medical care.

C. In order to qualify for appointment and reappointment to the Medical Staff and to be granted clinical privileges to practice at the hospital, each practitioner must continually meet all of the following standards:

1. He/she must possess such credentials for staff appointment and reappointment and for the specific clinical privileges requested as the Medical Staff Executive Committee shall, from time to time, establish, subject to final approval by the PH&SA Board, and at a minimum must possess an unrestricted license to practice in the state of Alaska issued by the appropriate board.

1. All physicians shall be certified by the nationally recognized board in their specialty and maintain certification or, to be actively pursuing such certification within the time limits approved by that board and specified for the privileges requested at PSMC.

3. All physicians seeking appointment and reappointment will be evaluated in how they comply with and demonstrate the following:
   a. Compassionate, Appropriate & Effective Patient Care.
   b. Medical/Clinical Knowledge
   c. Practice-Based Learning and Improvement
   d. Interpersonal and Communication Skills
   e. Professionalism

4. Must possess the requisite physical and mental health status, required for the careful practice of medicine, within the clinical privileges requested.

D. Acceptance of an application for membership of the Medical Staff shall constitute an agreement that the applicant will strictly abide by these Bylaws and professional ethics.

SECTION 3. CONDITIONS AND DURATION OF APPOINTMENT

1. Initial appointments and reappointments to the Medical Staff shall be made by the Board. The Board shall act on appointments and reappointments only after there has been a recommendation from the Medical Director in accordance with the provisions of these Bylaws.

2. Initial provisional appointments shall be for a period of up to 24 months. Reappointment will be for a period not to exceed 24 months.

3. All initial appointments to the Medical Staff and all grants of, or increases in, clinical privileges shall be provisional for a period of up to 24 months. Reappointments to
provisional membership may not result in a practitioner’s total period of provisional membership exceeding two full years, at which time the failure to advance from provisional to regular staff status shall be deemed a termination of Medical Staff membership. A provisional appointee whose membership is so terminated shall have procedural rights afforded by these Bylaws and the Policies of the Medical Staff.

4. Appointment to the Medical Staff shall confer on the appointee only such clinical privileges as have been granted in accordance with Articles V and VI of these Bylaws.

5. Temporary or disaster privileges may be granted by the Chief Executive Officer, Chief of Staff, or their designee when the emergency plan has been activated. For full description of disaster privileges refer to PSMC’s Emergency disaster credentialing and resource sheet.

SECTION 4. ETHICAL REQUIREMENTS

A. A person who accepts membership on the Medical Staff agrees to provide services in a manner consistent with Providence Health System Mission and Core Values and the Roman Catholic moral tradition as articulated in such documents as The Ethical and Religious Directives for Catholic Health Care Facilities, Fifth Edition, November 2009, to include but not limited to:

1. The principal objective of the medical profession is to render service to humanity with full respect for the dignity of individuals.

2. Physicians should strive continually to improve medical knowledge and skill, and should make available to their patients and colleagues the benefits of their professional attainments.

3. A physician should practice a method of healing founded on a scientific basis.

4. The medical profession should safeguard the public and itself against physicians deficient in moral character or professional competence. Physicians should observe all laws, uphold the dignity and honor of the profession and accept its self-imposed disciplines. They should expose, without hesitation, illegal, unethical or incompetent conduct of fellow members of the profession.

5. In the practice of medicine a physician should limit the source of his/her professional income to medical services actually rendered by him/her, or under his/her supervision. His/her fee should be commensurate with the services rendered. He/she should neither pay nor receive a commission for referral of patients.
6. A physician should seek consultation in doubtful or difficult cases; or whenever it appears that the quality of medical service may be enhanced, thereby.

7. A physician may not reveal the confidences entrusted to him in the course of medical attendance, or the deficiencies, he/she may observe in character of patients, unless he/she is required to do so by law or unless it becomes necessary in order to protect the welfare of the individual or of the community.

8. The honored ideals of the medical profession imply that the responsibilities of the physician extend not only to the individual, but also to society when these responsibilities deserve his/her interest and participation in activities which have the purpose of improving both the health and the well being of the individual and the community.

9. All individuals appointed to the Medical Staff shall be expected to use their authority without malice, to treat others with dignity and respect, and to work collegially with other healthcare professionals, Medical Staff leadership, hospital management and personnel.

**ARTICLE IV**

**CATEGORIES OF THE MEDICAL STAFF**

STAFF CATEGORIES: The Medical Staff shall be divided into the following categories: Active, Associate, and Consulting.

**SECTION 1. ACTIVE STAFF**

1.1. Upon meeting requirements of Article III, Sections 1 through 4; the Active Medical Staff shall consist of those physicians who have demonstrated a special interest in Providence Seward Medical Center by: a part time or full time employee, regularly admitting, treating and/or performing consultations for patients cared for at the hospital; be available to respond to the hospital within 20 minutes when assigned to emergency department shift or back up call; taking an active role in Medical Staff affairs by accepting and fulfilling committee assignments, serving as Medical Staff officers, and otherwise contributing to the accomplishment of the Medical Staff purposes. Members of the active Medical Staff shall have delineated clinical privileges for both in-patient and Emergency Room work at PSMC, shall be eligible to vote, to hold office, and to serve on Medical Staff committees.

**SECTION 2 ASSOCIATE STAFF**

Upon meeting requirements of Article III, Sections 1 through 4; the Medical Staff members assigned to the Associate Medical Staff category consists of those physicians, who provide episodic coverage of the emergency department and admit patients to the hospital. Members of the Associate Medical Staff may have full privileges of admitting patients and may serve as voting
members of special, or ad hoc, committees. Members of the Associate Medical Staff shall not be eligible to hold office or vote in general Medical Staff meetings. Members of the Associate Medical Staff shall have delineated clinical privileges, for the inpatient and emergency department areas. Responsibilities include emergency department shift, inpatient care, and back up call; and be available to respond to the hospital within 20 minutes.

SECTION 3 CONSULTING/TELEMEDICINE STAFF

Upon meeting requirements of Article III, Sections 1 through 4, where applicable; Consulting/Telemedicine Staff members do not admit patients. They may refer or consult. They are eligible for clinical privileges. They do not vote; hold office; Chair a Committee; serve on Committees; attend Medical Staff functions; or pay dues.

SECTION 4 ALLIED HEALTH PROFESSIONAL STAFF

AHP refers to health care professionals, other than a physician, dentist, or podiatrist, who holds a license or legal credential, as required by Alaska law or medical staff policy to provide certain professional services. “Allied Health Professional Staff” means those AHP’s who pursuant to the terms of these bylaws, are not eligible for medical staff membership, but have been granted a service authorization to provide certain clinical services. At PAMC those AHP’s are as follows:

1. AHP:
   a. Advanced Nurse Practitioners- ANP
   b. Certified Physician Assistants- PA-C
   c. Clinical Psychologists- PhD

2. AHP- Handled by Human Resources and not credentialed through the Medical Staff processes:
   a. Social Workers- SW
   b. Licensed Marriage & Family Therapists- LMFT
   c. Licensed Professional Counselors- LPC

SECTION 5. LEAVE OF ABSENCE

Members of the Medical Staff may apply for a leave of absence not to exceed 13 months, but renewable under appropriate conditions as determined by the Executive Committee. Requests should be made through the Chief of Staff for action by the Executive Committee. Reinstatement of staff privileges may be requested through the Executive Committee without formal reapplication.
ARTICLE V
CLINICAL PRIVILEGES

SECTION 1. DELINEATION OF PRIVILEGES

PAMC Medical Staff office by contract with PSMCC has the responsibility for conducting the operational part of the credentialing process i.e. application management and verification procedure (by contract this may be an actual file or a letter of confirmation of the components verified on behalf of PSMCC). The application is then reviewed by the PSMCC medical staff and the executive committee and an application for appointment is forwarded to the Region Board for approval. Every practitioner practicing in the medical center shall be entitled to exercise only those clinical privileges specifically granted by the Board.

SECTION 2. TEMPORARY PRIVILEGES

Temporary privileges will not exceed 120 days in a calendar year. The circumstances for which the granting of temporary privileges is acceptable are the following:

1. Temporary privileges may be approved to fulfill an important patient care, treatment or service need with the approval from both the Medical Director and Administrator.
2. Temporary privileges may be approved by the Medical Director once the application process is complete and credentials have been verified. This is temporary until the application for appointment has been reviewed and approved by the board.

SECTION 3. EMERGENCY PRIVILEGES

In the case of emergency, any Member or any person who has clinical privileges, to the degree permitted by the person's license and regardless of department affiliation, specialty staff status or clinical privileges, shall be permitted and expected to do everything possible to save the life of a patient or to save the patient from serious harm, using every facility of the Medical Center necessary, including the calling for any consultation necessary or desirable.

SECTION 3 Emergency PRIVILEGES in case of disaster

Please refer to Disaster/Emergency Credentialing Resource Sheet.

SECTION 4. PRIVILEGES OF EMPLOYED OR CONTRACT PRACTITIONERS

A practitioner employed by the Medical Center, or providing services pursuant to a contract with the Medical Center, either full-time or part-time, must be a Member of the Medical Staff. A practitioner who is or who will be providing professional services pursuant to a contract or to employment must meet appropriate appointment qualifications, must be evaluated for appointment, reappointment and clinical privileges in the same manner, and must fulfill all of the obligations of the practitioner's category in the same manner as any other applicant or Member.
ARTICLE VI
CORRECTIVE ACTION AND SUMMARY SUSPENSION

1. The Board, the Administrator, or any Member may make a complaint and request corrective action be taken against any Member whose conduct or activities are considered by the person making the complaint to be below or substantially different from the standards of the Medical Staff, or disruptive of the operations of the Medical Center. The complaint or request shall be in writing and shall specify the concerns, activities or conduct that constitutes the grounds for requesting corrective action. Such request will trigger a review, an investigation and, if appropriate, corrective action. Misrepresentation of information on an application for or reappointment of Medical Center Staff membership if discovered after the person has become a Member, could also be grounds for corrective action.

2. The Medical Director, or the Administrator, shall have authority, whenever it is considered that action must be taken immediately in the interest of patient care at any one of the Medical Center facilities, to summarily suspend all or any portion of the clinical privileges of a Member, and such summary suspension shall become effective immediately upon imposition. Notice thereof shall promptly be forwarded to the Medical Executive Committee, to the Administrator, and by certified mail, return receipt requested, to the Member. Procedures that implement more specifically the general principles found in these Bylaws regarding corrective action and summary suspension are found in the Policies and Procedures.

ARTICLE VII
FAIR HEARING PLAN

The Medical Executive Committee shall adopt procedures necessary to implement more specifically the general principles found within these Bylaws, the Bylaws of the Board, and applicable laws regarding hearings and contested matters. These procedures are entitled the Fair Hearing Plan. An applicant for or a Member of the Medical Staff who is the subject of an adverse recommendation of the Medical Executive Committee or adverse action of the Board, as defined in these Bylaws, is entitled to a hearing and to appellate review as provided in the Fair Hearing Plan. The Fair Hearing Plan shall be set forth in the Policies and Procedures and incorporated into these Bylaws. The Fair Hearing Plan may be amended or repealed as provided in these Bylaws.

ARTICLE VIII
OFFICERS

SECTION 1. OFFICERS OF THE MEDICAL STAFF
The officers of the Medical Staff shall be:
(1) Chief of staff
SECTION 2. QUALIFICATION OF OFFICERS

Officers must be members of the Active Medical Staff at the time of nomination and election, and as a condition of holding office they must remain members in good standing during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved.

SECTION 3. ELECTION OF OFFICERS

1. Officers shall be elected in the annual meeting of the Medical Staff. Only members of the Active Medical Staff are eligible to vote.
2. The composition of the Nominating Committee shall be the Executive Committee.

SECTION 4. TERM OF OFFICE

All officers serve a term of one year. Officers shall take office on the first day of the month following elections. The Chief of Staff may not hold that office for more than two (2) consecutive years.

SECTION 5. VACANCIES IN OFFICE

Vacancies in office during the Medical Staff year, shall be filled by the Active Medical Staff.

SECTION 6. DUTIES OF OFFICERS

Chief of Staff: The Chief of Staff shall serve as the chief administrative officer of the Medical Staff to:

1. Act in coordination with the Medical Director and Administrator in all matters of mutual concern within the Medical Center;
2. Serve as ex officio member on all other Medical Staff committees.
3. Be responsible for the enforcement of Medical Staff Bylaws, Policies and Rules and Regulations, for implementation of sanctions where these are indicated, and for the Medical Staff’s compliance with procedural safeguards herein provided with regard to appointments, corrective actions, summary suspensions, hearings and appeals, etc.;
4. Represent the views, policies, needs and grievances of the Medical Staff to the Administrator and if necessary, to the Board.
5. Support the concept that educational activities of the Medical Staff be adequately funded and housed and that appropriate programs are planned by the departments and committees of the Medical Staff;
6. Be a spokesperson for the Medical Staff in its external professional and public relations; and
7. Perform all other duties required of the Chief of Staff under these Bylaws, the Policies and the Rules and Regulations of the Medical Staff.
8. Past Chief of Staff: In the absence of the Chief of Staff the Immediate Past-Chief of Staff shall assume all the duties and have the authority of the Chief of Staff. The Immediate Past-Chief of Staff shall be a member of the Medical Executive Committee.

SECTION 7. REMOVAL FROM OFFICE

The Medical Staff may remove any officer for their inability to perform the functions of their office, by petition of fifty one percent (51%) of the Active staff members and a subsequent two-thirds (2/3) vote by ballot of the Active Staff.

ARTICLE IX
COMMITTEES

The committees of the Medical Staff shall be:
(1) Executive Committee
(2) The Medical Executive Committee may, by resolution, establish a Medical Staff committee to perform one or more of the Medical Staff functions required by these Bylaws.

SECTION 1. MEDICAL EXECUTIVE COMMITTEE

There shall be one primary standing committee of the Medical Staff designated by these Bylaws: There shall be further standing and special committees as may from time to time be necessary and desirable. The Medical Executive Committee may, by resolution, establish a Medical Staff committee to perform one or more of the Medical Staff functions required by these Bylaws. Otherwise the executive committee shall serve as a committee of the whole for all duties and decisions pertaining to the Medical Center.

A. Composition: The Medical Executive Committee shall be a standing committee and shall consist of the active members of the Medical Staff. The Administrator shall be an ex officio member without vote. Other support staff may attend committee meetings as appropriate.

B. Duties: The duties of the Medical Executive Committee shall be:
   1. To represent and to act on behalf of the Medical Staff, subject to such limitations as may be imposed by these Bylaws.
   2. To coordinate the activities and general policies of departments.
   3. To receive and act upon committee and department reports.
   4. To implement policies of the Medical Staff.
   5. To provide liaison between the Medical Staff and the Administrator.
   6. To recommend action to the Administrator on matters of a medical-administrative nature.
   7. To make recommendations on Medical Center management matters (for example, long-range planning) to the Board through the Administrator.
   8. To ensure that the Medical Staff is kept abreast of the regulatory and licensing program and informed of the licensing status of the Medical Center.
9. To fulfill the Medical Staff organization’s accountability to the Board for the medical care rendered to patients in the Medical Center.

10. To interview applicants, review their credentials, and to make recommendations to the Board for membership, and delineation of clinical privileges in compliance with these Bylaws. The Executive Committee may solicit input from other staff members or outside practitioners to assist in these credentialing functions.

11. To review periodically all information available regarding the competence of members, and as a result of such reviews, make recommendations to the Board for the granting of privileges and reappointments as provided in these Bylaws. The Executive Committee may solicit input from other staff members or outside practitioners to assist in these credentialing functions.

12. To investigate any breach of ethics that is reported to it:

13. To take all reasonable steps to continue professionally ethical conduct and competent clinical performance on the part of all members of the Medical Staff, including the initiation of and/or participation in Medical Staff corrective action or review measures when warranted; and participate as required by these Bylaws, the Medical Staff Conduct Policy.

14. To review the Bylaws, Policies and Rule and Regulations regularly, at least annually, for revisions where necessary, and make recommendations for revisions to the Medical Staff. It shall act upon proposals for revisions that may originate from the Medical Staff or Committees and make recommendations to the full Medical Staff for action.

15. To appoint committee chairpersons after considering nominations from the Chief Staff; and

16. To function as the Nominating Committee as described in these Bylaws.

C. Meetings: The Medical Executive Committee shall meet No less than nine (9) times per year.

SECTION 2. QUALITY IMPROVEMENT AND REVIEW FUNCTIONS PERFORMED BY MEDICAL STAFF COMMITTEES

A description of other Medical Staff committees that perform systematic monitoring and quality improvement activities and other review functions shall be set forth in the Medical Staff Rules and Regulations. It shall be a function of the Medical Staff to review the following:

1. Medical assessments and treatment of patients;
2. Use of medications;
3. Use of blood and blood components;
4. Use of procedure(s)
5. Efficiency of clinical practice patterns when appropriate; and
6. Significant departures from established patterns of clinical practice;
7. Infection control
ARTICLE X
MEETINGS

SECTION 1. MEDICAL STAFF MEETINGS

1. ANNUAL MEETING: There will be one annual meeting of the medical staff held in January or alternate date as designated. Written notice, which includes email, of the meeting shall be sent to all Medical Staff members. The agenda of the meeting may include reports on review and evaluation of the work done in committees, election of officers and the conduct of other Medical staff business.

2. REGULAR MEETINGS: Regular meetings of the Medical Staff shall be held no less than nine (9) times per year. Written notice, which includes e-mail, of the meeting shall be sent to all Medical Staff members.

SECTION 2. SPECIAL MEETINGS

1. The Chief of Staff may call a special meeting of the Medical Staff at any time. The Chief of Staff shall call a special meeting within 10 days after receipt of a written request therefore signed by not less than two (2) members of the Active Medical Staff, or upon a resolution therefore by the 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.

2. 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 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 meeting.

SECTION 3. QUORUM

The presence of 50 percent (but not less than two) of the total membership of the Active Medical Staff at any regular or special general Medical Staff meeting shall constitute a quorum for action of the Medical Staff.

SECTION 4. ATTENDANCE REQUIREMENTS

Members of the Active Medical Staff shall attend at least 50% of the general staff meetings. Failure to attend 50% of the general staff meetings in the past 24 months will result in loss of voting rights at general staff meetings for the following 24 months. Members may participate in these meetings by teleconference.

SECTION 5. MEDICAL STAFF ACTIONS
The action of a majority of Active Medical Staff members, present at a meeting at which a quorum is present shall be the action of the Medical Staff. Action of the Medical Staff may be taken without a meeting by unanimous consent in writing (setting forth the action so taken) signed by each member entitled to vote.

SECTION 6. PARTICIPATION BY ADMINISTRATOR

The Administrator and any representative assigned by the Administrator may attend any regular and special meetings of the general Medical Staff.

SECTION 7. RULES OF ORDER

The latest edition of The Standard Code of Parliamentary Procedure shall prevail at all meetings unless otherwise waived.

ARTICLE XI
COMMITTEE MEETINGS

SECTION 1. REGULAR MEETINGS

Committees may, by resolution, provide the time for holding regular meetings without notice other than such resolution.

SECTION 2. SPECIAL MEETINGS

A special meeting of any committee may be called by or at the request of the chairperson or director thereof or by the Chief of Staff of the Medical Staff.

SECTION 3. NOTICE OF MEETINGS

Written notice stating the place, day and hour of any special meeting or of any regular meeting not held pursuant to resolution shall be delivered or sent to each member of the committee not less than three 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 4. QUORUM

Fifty percent of the members of a committee, but not less than two members, shall constitute a quorum at any meeting.

SECTION 5. ATTENDANCE REQUIREMENTS

Committees may establish attendance requirements subject to Executive Committee approval.
SECTION 6. COMMITTEE ACTIONS

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. Action may be taken without a meeting by unanimous consent in writing (setting forth the action so taken) signed by each member entitled to vote thereon.

SECTION 7. RIGHT OF EX OFFICIO MEMBERS

Except as otherwise provided in these bylaws, person serving as exofficio 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 8. MINUTES

Minutes of each regular and special meeting of a committee 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 Executive Committee. Each committee shall maintain, in the Medical Staff office, a permanent file of the minutes of each meeting.

CONFIDENTIALITY, IMMUNITY, AND LIABILITY

SECTION 1. SPECIAL DEFINITIONS

A. For the purposes of this article, the following definitions will apply:

1. "Information" means all acts, communications, records of proceedings, minutes, other records, reports, memoranda, statements, recommendations, data, and other disclosures, whether in written, recorded, computerized or oral form, relating to professional qualifications, clinical ability, judgment, character, physical and mental health, emotional stability, professional ethics, or any other matter that might directly or indirectly affect patient care.

2. "Representative" means a board, any board member, a committee, a chief executive officer or administrator of a hospital or other health care institution or their designee; a medical staff department, committee, and individuals who serve thereon; and any individual authorized by any of the foregoing to perform specific information gathering or disseminating functions.

3. "Third parties" means both individuals and organizations providing information to any representative.

SECTION 2. AUTHORIZATION AND CONDITIONS

A. As conditions of applying for, or exercising Medical Staff membership or clinical privileges
within the Medical Center, the practitioner:

1. Authorizes representatives of the Medical Staff and Medical Staff Office to solicit, provide, and act upon information bearing on the practitioner's professional ability and qualifications;

2. Agrees to be bound by the Bylaws, rules and regulations, manuals, and the governing policies and procedures of the Medical Staff and of the Medical Center;

3. Acknowledges that the provisions of this article and the application are express conditions to the practitioner's staff membership and the exercise of clinical privileges at the Medical Center.

SECTION 3. CONFIDENTIALITY OF INFORMATION

Information regarding the maintenance of quality patient care shall, to the fullest extent permitted by law, be kept confidential. This information shall not become part of any particular patient's file or of the general records of the Hospital.

SECTION 4. IMMUNITY FROM LIABILITY

No representative of the Medical Center or Medical Staff shall be liable for damages or other relief for any action, statement or recommendation made within the scope of the person's duties as a representative, if such representative acts in good faith, makes a reasonable effort to ascertain the truthfulness of the facts, and reasonably believes that the action, statement, or recommendation is warranted by such facts. No representative of the Medical Center, Medical Staff, or third party shall be liable for damages or other relief by reason of providing information, including otherwise privileged or confidential information, to a representative of the Medical Center, Medical Staff, other health care facility, or organization of health professionals concerning a practitioner who is or has been an applicant to or a Member of the staff, or who did or does exercise clinical privileges or provide specified services at the Medical Center, provided that such representative or third party acts in good faith.

SECTION 5. RELEASES

Each practitioner shall, upon request of the Medical Center, execute general and specific releases in accordance with the tenor and import of this article. Execution of such releases shall not be a prerequisite to the effectiveness of this article.

ARTICLE XIII
ADDITIONS

These Bylaws may be amended by members of the Active Medical Staff with the approval of the Board. The proposed amendment will be distributed to the Active Medical Staff members no less than one month before the General Staff meeting at which it is to be voted upon. The proposed
amendment may be presented at either a regular meeting of the Active Medical Staff or at a special meeting called for that purpose. Two-thirds of the Active Medical Staff present must approve the amendment in order for it to be adopted. Following adoption by the Active Medical Staff, the amendment will be sent to the Board for their consideration. If the Board approves the amendment, it will be incorporated into these Bylaws.

**ARTICLE XIV**  
**MEDICAL STAFF POLICIES AND PROCEDURES**

A. Medical Staff Policies and Procedures shall be established, and incorporated herein by this reference, to further govern medical staff issues following review and approval by the Medical Executive Committee. All Members, Advanced Practice Professionals and Clinical Staff are expected to follow such policies and procedures. Proposed policies shall be presented to the Medical Executive Committee for review. Should the Medical Executive Committee recommend approval of a proposed policy that impacts practice, is a new policy or may be controversial in nature, then members of the medical staff will be informed of the proposed policies fourteen (14) days prior to implementation.

B. If the recommended change is a wording change or does not greatly impact reflected practices, then the policy will be implemented immediately, with the concurrence of the Medical Executive Committee.

C. Should 10% of the Active Medical Staff indicate disagreement with proposed policies, such proposed policies will be presented to the General Medical Staff for discussion and vote.

D. Medical Staff Policies detailing credentialing, privileging, appointment and the fair hearing and appeals processes will be presented to the Medical Executive Committee for review and approved by the Board. Guidelines for the approval process are outlined in this Article, A, B and C above.

**ARTICLE XV**  
**ADOPTION**

These bylaws shall be adopted at any regular meeting or at any special meeting called for such purpose. Upon such adoption by the Medical Staff and upon approval of the Board these bylaws shall become effective and replace any previous Bylaws of the Medical Staff.

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**END OF BYLAWS**