



Health System

272 Hospital Road

Chillicothe, Ohio 45601

Medical Staff Bylaws

Revised & Adopted 09/14/2009

For a current copy of the
Medical Staff Manuals
and/or Policies associated with the
Bylaws,
please call the Medical Staff
Office at:

(740)779-7728

(740) 779-7675

(740) 779-8233

**MEDICAL STAFF BYLAWS AND POLICIES
OF
ADENA HEALTH SYSTEM**

MEDICAL STAFF BYLAWS

*MEC Approved
June 9, 2009*

Horty, Springer & Mattern, P.C.

MEDICAL STAFF BYLAWS

TABLE OF CONTENTS

	<u>PAGE</u>
1. PURPOSE AND RESPONSIBILITIES.....	1
2. EXCLUSIVITY.....	2
3. CATEGORIES OF THE MEDICAL STAFF	3
3.A. ACTIVE STAFF.....	3
3.A.1. Qualifications.....	3
3.A.2. Prerogatives.....	3
3.A.3. Responsibilities.....	3
3.B. AFFILIATE STAFF	4
3.B.1. Qualifications.....	4
3.B.2. Prerogatives and Responsibilities	4
3.C. CONSULTING STAFF	5
3.C.1. Qualifications.....	5
3.C.2. Prerogatives and Responsibilities	5
3.D. HONORARY STAFF.....	5
3.D.1. Qualifications.....	5
3.D.2. Prerogatives and Responsibilities	5
4. OFFICERS	6
4.A. ELIGIBILITY CRITERIA.....	6
4.B. DUTIES	6
4.B.1. Chief of Staff.....	6
4.B.2. Vice Chief of Staff	7
4.B.3. Immediate Past Chief of Staff.....	7

	<u>PAGE</u>
4.C. NOMINATIONS	8
4.D. ELECTION.....	8
4.E. TERM OF OFFICE.....	8
4.F. REMOVAL.....	8
4.G. VACANCIES.....	9
5. SERVICES	10
5.A. ORGANIZATION	10
5.B. ASSIGNMENT TO SERVICES.....	10
5.C. FUNCTIONS OF SERVICES	10
5.D. QUALIFICATIONS OF SERVICE CHIEFS.....	11
5.E. APPOINTMENT AND REMOVAL OF SERVICE CHIEFS	11
5.F. DUTIES OF SERVICE CHIEFS.....	11
5.G. DIVISIONS.....	12
5.G.1. Functions of Divisions	12
5.G.2. Qualifications and Appointment of division chairs	13
5.G.3. Duties of division chairs	13
6. MEDICAL STAFF COMMITTEES AND PERFORMANCE IMPROVEMENT FUNCTIONS.....	14
6.A. EXECUTIVE COMMITTEE	14
6.A.1. Composition.....	14
6.A.2. Duties	14
6.A.3. Meetings.....	15
6.B. PERFORMANCE IMPROVEMENT FUNCTIONS	15
6.C. CREDENTIALING AND PEER REVIEW FUNCTIONS	18

	<u>PAGE</u>
6.D. APPOINTMENT OF COMMITTEE CHAIRPERSONS AND MEMBERS	18
6.E. CREATION OF STANDING COMMITTEES	18
6.F. SPECIAL TASK FORCES.....	19
7. CHIEF MEDICAL OFFICER.....	20
8. MEETINGS.....	21
8.A. MEDICAL STAFF YEAR	21
8.B. MEDICAL STAFF MEETINGS	21
8.B.1. Regular Meetings.....	21
8.B.2. Special Meetings.....	21
8.C. SERVICE AND COMMITTEE MEETINGS	21
8.C.1. Regular Meetings	21
8.C.2. Special Meetings.....	21
8.D. PROVISIONS COMMON TO ALL MEETINGS	21
8.D.1. Notice of Meetings.....	21
8.D.2. Quorum and Voting	22
8.D.3. Agenda	23
8.D.4. Rules of Order.....	23
8.D.5. Minutes, Reports, and Recommendations	23
8.D.6. Confidentiality	23
8.D.7. Attendance Requirements	24
9. AMENDMENTS	25
10. OTHER MEDICAL STAFF DOCUMENTS	26

	<u>PAGE</u>
11. INDEMNIFICATION	27
12. ADOPTION	28

ARTICLE 1

PURPOSE AND RESPONSIBILITIES

The purpose of this Medical Staff is to bring the professionals who practice within the health system together into a cohesive body to promote good patient care. To this end, among other activities, the organized Medical Staff shall be responsible to account for the quality and appropriateness of patient care rendered by all practitioners authorized to practice within the health system; to recommend action to the Board with respect to appointments, reappointments, staff category, departmental assignments, clinical privileges, and corrective action; to initiate and pursue corrective action when warranted; to develop, administer and seek compliance with these Bylaws and related protocols and manuals of the Medical Staff and the health system; to cooperate with and assist the health system in establishing appropriate goals and programs to meet identified community health needs; to cooperate with and assist the health system in maintaining accreditation and licensure; to cooperate with and assist the health system in complying with all state and federal laws and regulations, as applicable; and to exercise the authority granted by these Bylaws as necessary to adequately fulfill the foregoing responsibilities.

ARTICLE 2
EXCLUSIVITY

Services may be provided on an exclusive basis in accordance with contracts or letters of agreement between the health system and qualified practitioners.

Application for initial appointment, reappointment, or for clinical privileges related to health system facilities or services covered by exclusive agreements will not be accepted or processed unless submitted in accordance with an existing contract or agreement with the health system.

In the event others held clinical privileges to provide such services prior to the execution of the exclusive agreement, those clinical privileges will lapse automatically unless those physicians are parties to the exclusive agreement.

ARTICLE 3

CATEGORIES OF THE MEDICAL STAFF

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

3.A. ACTIVE STAFF

3.A.1. Qualifications:

The Active Staff shall consist of members who are actively involved in the care of patients at Adena facilities and/or who are engaged in the work of the Medical Staff.

3.A.2. Prerogatives:

Active Staff members:

- (a) may vote in all general and special meetings of the Medical Staff and applicable service and committee meetings; and
- (b) may hold office, serve as service chiefs and serve on committees.

3.A.3. Responsibilities:

Active Staff members must:

- (a) assume all the responsibilities of membership on the Active Medical Staff, including committee service, emergency call, care for unassigned patients and evaluation of members during the provisional period;
- (b) actively participate in the peer review and performance improvement process;
- (c) accept consultations when requested;
- (d) attend applicable meetings;
- (e) pay application fees, dues and assessments; and
- (f) perform assigned duties.

Members of the Active Staff who are at least 65 years of age and who have served on the Active Staff for at least 10 years may request removal from emergency call and other rotational obligations. The service chief shall recommend to the Executive Committee

whether to grant these requests based on need and the effect on others who serve on the call roster for that specialty.

3.B. AFFILIATE STAFF

3.B.1. Qualifications:

- (a) The Affiliate Staff shall consist of those members who desire to be associated with this Hospital, but who do not intend to have an inpatient practice. The primary purpose of the Affiliate Staff is to promote professional and educational opportunities, including continuing medical education, and to permit these individuals to access Hospital services for their patients by referral of patients to Active Staff members for admission and care.
- (b) Individuals requesting appointment to the Affiliate Staff must submit an application as prescribed in the Credentials Policy but are not required to satisfy the following qualifications set forth in Section 2.A.1. (c), (d), (g), (k) or (l) of the Credentials Policy.

3.B.2. Prerogatives and Responsibilities:

- (a) Affiliate Staff members:
 - (1) may visit their hospitalized patients and review their Hospital medical records but may not admit patients, attend patients, exercise any clinical privileges, write orders or progress notes, make notations in the medical record, or actively participate in the provision or management of care to patients at the Hospital;
 - (2) may attend educational activities of the Medical Staff and the Hospital;
 - (3) may not vote, hold office, serve as a service chief or serve on Medical Staff committees;
 - (4) may use the Hospital's diagnostic facilities; and
 - (5) must pay application fees, dues and assessments.
- (b) The grant of Affiliate Staff appointment to physicians is a courtesy only, which may be terminated by the Board upon recommendation of the Executive Committee, with no right to a hearing or appeal.

3.C. CONSULTING STAFF

3.C.1. Qualifications:

The Consulting Staff shall consist of actively practicing physicians of recognized professional ability and expertise who provide a service that is not available on the Active Staff. The Medical Executive Committee reserves the right to provide final determination and approval of specialty services that are deemed necessary for the Health System .

3.C.2. Prerogatives and Responsibilities:

Consulting Staff members:

- (a) may treat (but not admit) patients in conjunction with another physician on the Active Staff;
- (b) may attend meetings of the Medical Staff and applicable department meetings (without vote) and applicable committee meetings (with vote);
- (c) may not hold office or serve as division chairs or committee chairs; and
- (d) shall pay application fees, dues and assessments.

3.D. HONORARY STAFF

3.D.1. Qualifications:

The Honorary Staff shall consist of practitioners who are recognized for outstanding or noteworthy contributions to the medical sciences, or have a record of previous long-standing service to the Hospital, and have retired from the active practice of medicine.

3.D.2. Prerogatives and Responsibilities:

Honorary Staff members may:

- (a) not consult, admit or attend to patients;
- (b) attend staff and service meetings when invited to do so (without vote);
- (c) be appointed to committees (with vote);
- (d) not vote, hold office, serve as a service chief; and
- (e) not pay application fees, dues or assessments.

ARTICLE 4

OFFICERS

4.A. ELIGIBILITY CRITERIA

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

- (1) be appointed in good standing to the Active Staff, and have served on the Active Staff for at least five years unless that criterion is waived by the MEC based upon the candidate's other extensive experience;
- (2) be willing to attend all meetings;
- (3) have no pending adverse recommendations concerning Medical Staff appointment or clinical privileges;
- (4) not presently be serving as a Medical Staff officer, Board member or service chief at any other hospital and shall not so serve during their term of office;
- (5) be willing to faithfully discharge the duties and responsibilities of the position;
- (6) have experience in a leadership position, such as service as a division chair, or other involvement in performance improvement functions for at least two years;
- (7) attend continuing education relating to Medical Staff leadership and/or credentialing functions prior to or during the term of the office as approved/selected by the MEC;
- (8) have demonstrated an ability to work well with others; and
- (9) not have any financial relationship (i.e., an ownership or investment interest in or compensation arrangement) with an entity that competes with the Hospital or any affiliate. This does not apply to services provided within a practitioner's office and billed under the same provider number used by the practitioner.

4.B. DUTIES

4.B.1. Chief of Staff:

The Chief of Staff shall:

- (a) act in coordination and cooperation with Hospital management in matters of mutual concern involving the care of patients in the Hospital;

- (b) represent and communicate the views, policies and needs, and report on the activities of the Medical Staff to the CEO, CMO and the Board;
- (c) call, preside at, and be responsible for the agenda of all meetings of the Medical Staff and the Executive Committee;
- (d) appoint all committee Chairpersons and committee members, in consultation with the Executive Committee;
- (e) chair the Executive Committee(with vote, as necessary) and be a member of all other Medical Staff committees, *ex officio*;
- (f) promote adherence to the Bylaws, policies, Rules and Regulations of the Medical Staff and to the Policies and Procedures of the Hospital;
- (g) recommend Medical Staff representatives to Hospital committees; and
- (h) perform all functions authorized in all applicable policies, including collegial intervention in the Credentials Policy.

4.B.2. Vice Chief of Staff:

The Vice Chief of Staff shall:

- (a) assume all duties of the Chief of Staff and act with full authority as Chief of Staff in his or her absence;
- (b) serve on the Executive Committee;
- (c) co-chair the Credentials Committee; and
- (d) assume all such additional duties as are assigned to him or her by the Chief of Staff or the Executive Committee.

4.B.3. Immediate Past Chief of Staff:

The Immediate Past Chief of Staff shall:

- (a) serve on the Executive Committee and on the Credentials Committee as Co-Chair;
- (b) serve as an advisor to other Medical Staff leaders; and
- (c) assume all duties assigned by the Chief of Staff or the Executive Committee.

4.C. NOMINATIONS

The Chief of Staff shall appoint a Nominating Committee consisting of four members of the Active Staff for all general and special elections. The Committee shall convene at least 45 days prior to the election and shall submit to the Chief of Staff the names of one or more qualified nominees for each office and two at-large members of the Executive Committee. Notice of the nominees shall be provided to the Medical Staff at least 30 days prior to the election. Nominations may also be submitted in writing by petition signed by at least five Active Staff members at least ten days prior to the election. In order for a nomination to be placed on the ballot, the candidate must meet the qualifications in Section 4.A, in the judgment of the Nominating Committee, and be willing to serve. Nominations from the floor shall not be accepted.

4.D. ELECTION

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

4.E. TERM OF OFFICE

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

4.F. REMOVAL

- (1) Removal of an elected officer or a member of the Executive Committee may be effectuated by a two-thirds vote of the Executive Committee; or by the Board for:
 - (a) failure to comply with applicable policies, Bylaws, or Rules and Regulations;
 - (b) failure to perform the duties of the position held;
 - (c) conduct detrimental to the interests of the Hospital and/or its Medical Staff; or
 - (d) an infirmity that renders the individual incapable of fulfilling the duties of that office.

- (2) At least ten days prior to the initiation of any removal action, the individual shall be given written notice of the date of the meeting at which action is to be considered. The individual shall be afforded an opportunity to speak to the Executive Committee or the Board prior to a vote on removal.

4.G. VACANCIES

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

ARTICLE 5
SERVICES

5.A. ORGANIZATION

The Medical Staff shall be organized into the following services:

Women and Children
Cardiovascular
Surgical
Medicine-Inpatient
Ambulatory Medicine
Quality

Subject to the approval of the Board, the Executive Committee may create new services, eliminate services, create divisions within services, or otherwise reorganize the service structure.

5.B. ASSIGNMENT TO SERVICES

- (1) Upon initial appointment to the Medical Staff, each member shall be assigned to a clinical service. Assignment to a particular service does not preclude an individual from seeking and being granted clinical privileges typically associated with another service.
- (2) An individual may request a change in services assignment to reflect a change in the individual's clinical practice.

5.C. FUNCTIONS OF SERVICES

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

5.D. QUALIFICATIONS OF SERVICE CHIEFS

Each service chief shall:

- (1) be an Active Staff member;
- (2) be certified by an appropriate specialty board; and
- (3) satisfy the eligibility criteria in Section 4.A.

5.E. APPOINTMENT AND REMOVAL OF SERVICE CHIEFS

- (1) Except as otherwise provided by contract, service chiefs shall be appointed by the Board. They shall be selected either (a) from a slate of three qualified candidates nominated by the service, or (b) pursuant to recruitment by a search committee which includes at least two members of the service, and upon consultation with the Executive Committee.
- (2) Service chiefs shall be evaluated on an annual basis by the members of the service, who will report such evaluation to the Executive Committee.

5.F. DUTIES OF SERVICE CHIEFS

Each service chief is accountable for the following:

- (1) all clinically related activities of the service;
- (2) all administratively related activities of the service, unless otherwise provided for by the Hospital;
- (3) continuing surveillance of the professional performance of all individuals in the service who have delineated clinical privileges;
- (4) recommending criteria for clinical privileges that are relevant to the care provided in the service;
- (5) evaluating requests for clinical privileges for each member of the service;
- (6) assessing and recommending off-site sources for needed patient care service not provided by the service or the Hospital;
- (7) the integration of the service into the primary functions of the Hospital;
- (8) the coordination and integration of interdepartmental and intradepartmental services;

- (9) the development and implementation of policies and procedures that guide and support the provision of services;
- (10) recommendations for a sufficient number of qualified and competent persons to provide care or service;
- (11) determination of the qualifications and competence of service personnel who provide patient care services;
- (12) continuous assessment and improvement of the quality of care and services provided;
- (13) maintenance of quality monitoring programs, as appropriate;
- (14) the orientation and continuing education of all persons in the service;
- (15) recommendations for space and other resources needed by the service;
- (16) performing all functions authorized in the Credentials Policy, including collegial intervention; and
- (17) appointing one or more Vice Chief as deemed necessary, subject to approval of the Executive Committee.

5.G. DIVISIONS

5.G.1. Functions of Divisions:

- (a) Divisions may perform any of the following activities:
 - (1) continuing education;
 - (2) discussion of policy;
 - (3) discussion of equipment needs;
 - (4) development of recommendations to the service chief or the Executive Committee;
 - (5) participation in the development of criteria for clinical privileges (when requested by the service chief); and
 - (6) discussion of a specific issue at the special request of a service chief or the Executive Committee.
- (b) No minutes or reports will be required reflecting the activities of divisions, except when a division is making a formal recommendation to a services, service chief, Credentials Committee, or Executive Committee.

- (c) Divisions shall not be required to hold any number of regularly scheduled meetings.

5.G.2. Qualifications and Appointment of Division Chairs:

division chairs shall meet the same qualifications, and shall be subject to the same appointment and removal provisions as service chiefs.

5.G.3. Duties of Division Chairs:

The division chair shall carry out the duties requested by the service chief. These duties may include:

- (a) review and reporting on applications for initial appointment and clinical privileges, including interviewing applicants;
- (b) review and reporting on applications for reappointment and renewal of clinical privileges;
- (c) evaluation of individuals during the provisional period;
- (d) participation in the development of criteria for clinical privileges;
- (e) review and reporting on the professional performance of individuals practicing within the division; and
- (f) delegation to a vice chief such duties as appropriate, including, but not limited to, the review of applications for appointment, reappointment, or clinical privileges or questions that may arise if the division chair has a conflict of interest with the individual under review.

ARTICLE 6

MEDICAL STAFF COMMITTEES AND PERFORMANCE IMPROVEMENT FUNCTIONS

6.A. EXECUTIVE COMMITTEE

6.A.1. Composition:

- (a) The Executive Committee shall include the officers of the Medical Staff, the Chairperson of the Credentials Committee, the service chiefs, and two other Active Staff members elected at large. At least a majority of the committee must be M.D.s or D.O.s.
- (b) The Chief of Staff will chair the Executive Committee.
- (c) The CEO and the CMO shall be *ex officio* members of the Executive Committee, without vote.

6.A.2. Duties:

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

- (a) acting on behalf of the Medical Staff in the intervals between Medical Staff meetings (the officers are empowered to act in urgent situations between Executive Committee meetings);
- (b) recommending directly to the Board on at least the following:
 - (1) the Medical Staff's structure;
 - (2) the mechanism used to review credentials and to delineate individual clinical privileges;
 - (3) applicants for Medical Staff appointment;
 - (4) delineation of clinical privileges for each eligible individual;
 - (5) participation of the Medical Staff in Hospital performance improvement activities;

- (6) the mechanism by which Medical Staff appointment may be terminated;
and
- (7) hearing procedures;
- (c) consulting with administration on quality related aspects of contracts for patient care services;
- (d) receiving and acting on reports and recommendations from Medical Staff committees, service, and other groups as appropriate;
- (e) reviewing (or delegating the review of) quality indicators to ensure uniformity regarding patient care services;
- (f) providing leadership in activities related to patient safety;
- (g) providing oversight in the process of analyzing and improving patient satisfaction;
- (h) prioritizing continuing medical education activities;
- (i) reviewing, at least every three years, the Bylaws, policies, Rules and Regulations, and associated documents of the Medical Staff and recommending such changes as may be necessary or desirable; and
- (j) performing such other functions as are assigned to it by these Bylaws, the Credentials Policy or other applicable policies.

6.A.3. Meetings:

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

6.B. PERFORMANCE IMPROVEMENT FUNCTIONS

- (1) The Medical Staff is actively involved in performance improvement functions, including reviewing data and recommending and implementing processes to address the following:
 - (a) patient safety, including processes to respond to patient safety alerts, meet patient safety goals and reduce patient safety risks;
 - (b) the Hospital's and individual practitioners' performance on Joint Commission and Centers for Medicare & Medicaid Services ("CMS") core measures;

- (c) medication usage, including review of significant adverse drug reactions, medication errors and the use of experimental drugs and procedures;
 - (d) the utilization of blood and blood components, including review of significant transfusion reactions;
 - (e) operative and other procedures, including tissue review and review of discrepancies between pre-operative and post-operative diagnoses;
 - (f) education of patients and families;
 - (g) coordination of care, treatment and services with other practitioners and Hospital personnel;
 - (h) accurate, timely and legible completion of medical records;
 - (i) the use of developed criteria for autopsies;
 - (j) sentinel events, including root cause analyses and responses to unanticipated adverse events;
 - (k) nosocomial infections and the potential for infection;
 - (l) unnecessary procedures or treatment; and
 - (m) appropriate resource utilization.
- (2) The Medical Staff review shall ensure that all histories and physical examinations are compliant with these Bylaws.
- (a) The medical history shall include the chief complaint, details of the present illness, including, when appropriate, assessment of the patient's emotional, behavioral and social status, relevant past, social and family histories, menstrual and obstetrical history in females, an inventory by body systems, and drug sensitivities/allergic history. The physical examination shall include vital signs and an examination of the head, chest, abdomen and extremities or shall include a note as to the contraindications for such an examination or valid reasons why the examination was not performed.
 - (b) A complete history and physical examination shall be recorded on the patient's chart and signed within 24 hours following admission. This report shall reflect a comprehensive current physical assessment by a

Medical Staff member or appropriate allied health professional who has been granted privileges or given permission by the Hospital to perform histories or physicals.

- (c) If a history and physical examination has been performed within 30 days prior to admission, a durable, legible copy of this report may be used in the patient's Hospital medical record. If the history and physical has been completed prior to admission, the patient must be assessed and the inpatient medical record must be updated at the time of the admission to reflect any changes in the patient's condition since the date of the original history and physical or to state that there have been no changes in the patient's condition. All updates must be timed, dated and signed.
- (d) The medical record shall document a current, thorough physical examination prior to the performance of inpatient surgery. When the history and physical examination is not recorded before a surgical procedure or any potentially hazardous diagnostic procedure, the procedure shall be canceled unless the attending practitioner states in writing that an emergency situation exists or that any such delay would be detrimental to the patient.
- (e) For outpatient surgery, the history shall include documentation of the indications and symptoms warranting the procedure, listing of the patient's current medications, any existing co-morbid conditions and previous surgeries, and social history or conditions which would have an impact on the patient's care upon discharge from the facility following the procedure. If the history and physical has been completed within 30 days prior to the outpatient surgery, an assessment to update the patient's condition since the date of the original history and physical shall be completed at the time of admission for outpatient surgery, confirming the necessity of the surgery. If there have been no changes, that fact must be noted in the record. Except in emergency situations, all updates must be included in the patient's medical record prior to surgery with the update note attached.

- (f) The history and physical exam shall address whether a patient may be a victim of abuse or neglect or is suffering from an addiction or emotional/behavioral disorder. If the circumstances indicate the presence of such a condition, a full assessment of the condition shall be conducted and documented in the patient's record.
- (g) The history and physical exam shall address whether the patient is likely to require restraint or seclusion, any factors that may reduce the likelihood that restraint or seclusion will be necessary, and any pre-existing physical or psychological conditions that may cause the patient to experience restraint or seclusion in an adverse way.
- (h) In the case of readmission of a patient, all previous records shall be available for use by the attending Medical Staff member.

6.C. CREDENTIALING AND PEER REVIEW FUNCTIONS

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

6.D. APPOINTMENT OF COMMITTEE CHAIRPERSONS AND MEMBERS

- (1) All committee chairpersons and members shall be appointed by the Chief of Staff, in consultation with the Executive Committee. Committee chairpersons shall be selected based on the criteria set forth in Section 4.A of these Bylaws.
- (2) Committee chairpersons and members shall be appointed for initial terms of one year, but may be reappointed for additional terms.
- (3) The Chief of Staff, the CMO, and the CEO (or their respective designees) shall be members, *ex officio*, without vote, on all committees, unless otherwise stated.

6.E. CREATION OF STANDING COMMITTEES

In accordance with the amendment provisions in the Organization Manual, the Executive Committee may, by resolution and upon approval of the Board and without amendment of these Bylaws, establish additional committees to perform one or more staff functions.

In the same manner, the Executive Committee may dissolve or rearrange committee structure, duties, or composition as needed to better accomplish Medical Staff functions. Any function required to be performed by these Bylaws which is not assigned to an individual, a standing committee, or a special task force shall be performed by the Executive Committee.

6.F. SPECIAL TASK FORCES

Special task forces shall be created and their members and chairpersons shall be appointed by the Chief of Staff. Such task forces shall confine their activities to the purpose for which they were appointed and shall report to the Executive Committee.

ARTICLE 7

CHIEF MEDICAL OFFICER

The CMO shall be appointed by the Board upon recommendation of the CEO and shall be responsible to the CEO as the chief medical officer of the Hospital. The CMO shall perform such duties and functions as may be delegated from time to time by the CEO, which may include but not be limited to the following:

- (a) assisting the CEO in the implementation of the Hospital's performance improvement program;
- (b) serving as an *ex officio* member of all service and all Medical Staff committees;
- (c) serving as an advisor to the Medical Staff and the Chief of Staff for proper staff organization and Bylaws;
- (d) assisting services chiefs in the performance of their duties;
- (e) supervising the operation of the medical library;
- (f) actively participating in the preparation and presentation of budgets for each service in conjunction with Hospital management;
- (g) acting as the Hospital's medical liaison, after consultation with the CEO, to local, state and federal agencies;
- (h) assisting the CEO in the supervision and direction of all Hospital-based physicians;
- (i) endeavoring to maintain accreditation status;
- (j) coordinating all of the medical education activities within the Hospital; and
- (k) serving as liaison to all academic affiliations of the Hospital.

ARTICLE 8

MEETINGS

8.A. MEDICAL STAFF YEAR

The Medical Staff year is January 1 to December 31.

8.B. MEDICAL STAFF MEETINGS

8.B.1. Regular Meetings:

The Medical Staff shall meet at least once a year.

8.B.2. Special Meetings:

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

8.C. SERVICE AND COMMITTEE MEETINGS

8.C.1. Regular Meetings:

Except as otherwise provided in these Bylaws or in the Medical Staff Organization Manual, each service and committee shall meet at least quarterly, at times set by the presiding officer.

8.C.2. Special Meetings:

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

8.D. PROVISIONS COMMON TO ALL MEETINGS

8.D.1. Notice of Meetings:

- (a) Medical Staff members shall be provided notice of all regular meetings of the Medical Staff and regular meetings of services, divisions and committees at least

two weeks in advance of the meetings. Notice may also be provided by posting in a designated location at least two weeks prior to the meetings. All notices shall state the date, time, and place of the meetings.

- (b) When a special meeting of the Medical Staff, a service and/or a committee is called, all of the provisions in paragraph (a) shall apply except that the notice period shall be reduced to 48 hours (i.e., must be given at least 48 hours prior to the special meeting). Posting may not be the sole mechanism used for providing notice.
- (c) The attendance of any individual at any meeting shall constitute a waiver of that individual's objection to the notice given for the meeting.

8.D.2. Quorum and Voting:

- (a) For any regular or special meeting of the Medical Staff, services, divisions or committees (except for Executive and Credentials), those voting members present shall constitute a quorum.
- (b) For meetings of the Executive Committee and the Credentials Committee, the presence of at least 50% of the total Committee shall constitute a quorum. Once a quorum is established, the business of the meeting may continue and all actions taken shall be binding.
- (c) Recommendations and actions of the Medical Staff, services, divisions and committees shall be by consensus. In the event it is necessary to vote on an issue, that issue will be determined by a majority vote of those individuals present.
- (d) The voting members of the Medical Staff, a service, or a committee may also be presented with a question by mail, facsimile, e-mail, hand-delivery, or telephone, and their votes returned to the chairperson by the method designated in the notice. A quorum for purposes of these votes shall be the number of responses returned to the chairperson by the date indicated. The question raised shall be determined in the affirmative if a majority of the responses returned has so indicated.
- (e) Meetings may be conducted by telephone conference.

8.D.3. Agenda:

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

8.D.4. Rules of Order:

Robert's Rules of Order shall not be binding at Medical Staff meetings or elections, but may be used for reference in the discretion of the presiding officer for the meeting. Rather, specific provisions of these Bylaws, and Medical Staff, service, or committee custom shall prevail at all meetings, and the service chief or committee chair shall have the authority to rule definitively on all matters of procedure.

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

- (a) Minutes of all meetings of the Medical Staff, services and committees (and applicable division meetings) shall be prepared and shall include a record of the attendance of members and the recommendations made and the votes taken on each matter. The minutes shall be authenticated by the presiding officer.
- (b) A summary of all recommendations and actions of the Medical Staff, services, divisions and committees shall be transmitted to the Executive Committee, CMO and CEO. The Board shall be kept apprised of the recommendations of the Medical Staff and its services, divisions and committees.
- (c) A permanent file of the minutes of all meetings shall be maintained by the Hospital.

8.D.6. Confidentiality:

Members of the Medical Staff who have access to or who are the subjects of credentialing and/or peer review information agree to maintain the confidentiality of this information. Credentialing and peer review documents, and information contained therein, must not be disclosed to any individual not involved in the credentialing or peer review processes, except as authorized by the Medical Staff Credentialing Policy or other applicable Medical Staff or Hospital policy. A breach of confidentiality may result in the imposition of disciplinary action.

ARTICLE 9

AMENDMENTS

- (a) All proposed amendments must be reviewed by the Executive Committee prior to a vote by the Medical Staff. The Executive Committee shall provide notice by reporting on the proposed amendments either favorably or unfavorably at the next regular meeting of the Medical Staff, or at a special meeting called for such purpose. The proposed amendments may be voted upon at any meeting if notice has been provided at least 14 days prior to the meeting. To be adopted, the amendment must receive a majority of the votes cast by the voting staff at the meeting.
- (b) In the alternative, the Executive Committee may present proposed amendments to the voting staff by mail ballot, returned to the Medical Staff Office by the date indicated by the Executive Committee. Along with the proposed amendments, the Executive Committee may, in its discretion, provide a written report on them either favorably or unfavorably. To be adopted, an amendment must receive a majority of the votes cast, so long as the amendment is voted on by at least 40% of the staff eligible to vote.
- (c) The Executive Committee shall have the power to adopt such amendments to these Bylaws which are needed because of reorganization, renumbering, or punctuation, spelling or other errors of grammar or expression.
- (d) All amendments shall be effective only after approval by the Board.
- (e) If the Board has determined not to accept a recommendation submitted to it by the Executive Committee or the Medical Staff, the Executive Committee may request a conference between the officers of the Board and the officers of the Medical Staff. Such conference shall be for the purpose of further communicating the Board's rationale for its contemplated action and permitting the officers of the Medical Staff to discuss the rationale for the recommendation. Such a conference will be scheduled by the CEO within two weeks after receipt of a request for same submitted by the Chief of Staff.

ARTICLE 10

OTHER MEDICAL STAFF DOCUMENTS

- (a) In addition to the Medical Staff Bylaws, there shall be policies, procedures and rules and regulations that shall be applicable to all Member of the Medical Staff and other individuals who have been granted clinical privileges or a scope of practice. All Medical Staff policies, procedures and rules and regulations shall be considered an integral part of the Medical Staff Bylaws.
- (b) Medical Staff documents other than the Medical Staff Bylaws may be amended by a majority vote of the Member of the Executive Committee present and voting at any meeting of that committee where a quorum exists.
- (c) Notice of all proposed amendments shall be provided to each voting Member of the Medical Staff at least 14 days prior to the Executive Committee meeting when the vote is to take place and any Medical Staff Member may submit written comments on the amendments to the Executive Committee.
- (d) No amendment shall be effective unless and until it has been approved by the Board.

ARTICLE 11
INDEMNIFICATION

The Hospital shall provide a legal defense for, and shall indemnify, all Medical Staff officers, service chiefs, committee chairmen, committee members, and authorized representatives when acting in those capacities, to the fullest extent permitted by law, in accordance with the Hospital's bylaws.

ARTICLE 12

ADOPTION

- (a) These Bylaws are adopted and made effective upon approval of the Board, superseding and replacing any and all previous Medical Staff Bylaws, Rules and Regulations, policies, manuals or Hospital policies pertaining to the subject matter thereof.
- (b) The present Rules and Regulations of the Medical Staff are hereby readopted and placed into effect insofar as they are consistent with these Bylaws, until such time as they are amended. To the extent they are inconsistent, the Rules and Regulations are of no force or effect.

Adopted by the Medical Staff on:

Date: _____

Chief of Staff

Approved by the Board:

Date: _____

Chairperson, Board of _____