

**BYLAWS
Of
INGHAM REGIONAL MEDICAL CENTER
PROFESSIONAL STAFF**

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**BYLAWS
OF
INGHAM REGIONAL MEDICAL CENTER
PROFESSIONAL STAFF**

PREAMBLE

These Bylaws are adopted in order to provide for the organization of the Professional Staff of Ingham Regional Medical Center and to provide a framework for self-governance in order to permit the Professional Staff to discharge its responsibilities in matters involving the quality of medical care and to govern the orderly resolution of those purposes. These Bylaws provide the professional and legal structure for Professional Staff operations, organized Professional Staff relations with the Board of Trustees, and relations with applicants to and Members of the Professional Staff.

ARTICLE I. NAME

The name of this organization shall be "Professional Staff of Ingham Regional Medical Center".

ARTICLE II. DEFINITIONS

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

- 2.1 *"Administration"***
Means the executive and administrative organization of the Hospital.
- 2.2 *"Allied Health Professional" or "AHP"***
Means a health care professional who is duly licensed (e.g., Certified Registered Nurse Anesthetist, Certified Physician Assistant or Nurse Affiliate) or, in the case of a profession not subject to licensure, duly trained and/or certified in accordance with policies and regulations approved by the Board.
- 2.3 *"Allopathic Member"***
Means a Member who is licensed as a Doctor of Medicine.
- 2.4 *"Board"***
Means the Board of Trustees of Ingham Regional Medical Center, who have the overall responsibility for the conduct of the Hospital.
- 2.5 *"Bylaws"***
Means, without further modification, the Bylaws of the Professional Staff and *"Bylaws Supplement"* means the compilation of the Appendices to the Bylaws, Professional Staff Rules, and written Professional Staff policies.
- 2.6 *"CEO"***
Means Chief Executive Officer of the Hospital or his designee.
- 2.7 *"Clinical Area"***
Means a Hospital department, service, cost center, or unit such as physical therapy or critical care.
- 2.8 *"Co-Chiefs"***
Means Chiefs of the Professional Staff.
- 2.9 *"Co-Chiefs-Elect"***
Means Chiefs-Elect of the Professional Staff.

- 2.10** *"Contract Area"*
Means a Clinical Area for which Practitioner services are furnished, pursuant to one or more written contracts.
- 2.11** *"Credentialing Agencies"*
Means the Professional Staff Office and the credentialing departments of managed care organizations with which the Hospital participates.
- 2.12** *"Data Bank"*
Means the National Practitioner Data Bank.
- 2.13** *"Dentist"*
Means a dentist duly licensed in the State of Michigan who has completed his training.
- 2.14** *"Emergency"*
Means any condition where serious or permanent harm or aggravation of injury or disease could result to a patient or where the life of a patient is in immediate danger and any delay in treatment could add to the danger.
- 2.15** *"EMTALA"*
Means the federal Emergency Medical Treatment and Labor Act including its regulations and official interpretations.
- 2.16** *"Ex Officio"*
Means service as a Member of a body by virtue of an office or position held and, unless otherwise expressly provided, means without voting rights.
- 2.17** *"PSEC"*
Means the Executive Committee of the Professional Staff.
- 2.18** *"Hospital"*
Means Ingham Regional Medical Center or the hospital or nursing home facilities it owns and operates, depending upon the context.
- 2.19** *"Medico-Administrative Officer"*
Means a Practitioner, employed by or otherwise under contract to the Hospital on a full or part-time basis, whose duties are fundamentally administrative in nature, but which may also include the exercise of clinical judgement directly having impact on patient care, such as the implementation of patient care policies.
- 2.20** *"Member"*
Means a Member of the Professional Staff.
- 2.21** *"Nurse Affiliate"*
Means a licensed in the State of Michigan and qualified nurse practitioner or a licensed in the State of Michigan or certified nurse who is employed by a Practitioner and not the Hospital to assist in carrying out his Privileges.
- 2.22** *"Oral Surgeon"*
Means a licensed dentist, practicing as an oral and maxillofacial surgeon specialist, who has been issued health profession specialty certification in that field by the Board of Dentistry.
- 2.23** *"Osteopathic Member"*
Means a Member who is licensed as an Osteopathic Physician and Surgeon.
- 2.24** *"Physician"*
Without modification means an individual who has graduated from a recognized school of osteopathic (D.O.) or allopathic medicine (M.D.) who is fully licensed to practice medicine in all of its phases in the State of Michigan.

- 2.25 "Physician Assistant"**
Means a duly licensed physician assistant who has completed his training and has been endorsed by a licensed Physician pursuant to the Public Health Code.
- 2.26 "Podiatrist"**
Means a podiatrist duly licensed in the State of Michigan.
- 2.27 "Practitioner"**
Means a person who is a Physician, Podiatrist, or Dentist (including an Oral Surgeon) as defined herein.
- 2.28 "Privileges"**
Means the specified clinical scope of practice a Member or certain classifications of AHPs may exercise in Hospital facilities.
- 2.29 "Professional Staff" or "Staff"**
Means all Practitioners with Privileges.
- 2.30 "Professional Staff Year"**
Means the period from January 1 through December 31.
- 2.31 "Rules"**
Means the rules adopted by the Professional Staff consistent with these Bylaws.
- 2.32 "Special Notice"**
Means written notification by certified mail, return receipt requested, or personal delivery at the discretion of the CEO.
- 2.33 "Specified Service Authority"**
Means permission given to an Allied Health Professional to perform specific clinical services at the Hospital.
- 2.34 "Telemedicine"**
The use of medical information exchanged from one site to another via electronic communications for the health and education of the patient or health care provider and for the purpose of improving patient care, treatment, and services.

ARTICLE III. PURPOSES

3.1 THE PURPOSES OF THE PROFESSIONAL STAFF ARE:

- (a) To strive to maintain patient care at the level of quality and efficiency achievable by the state of the healing arts.
- (b) To serve as the primary means for accountability to the Board for the appropriateness of the professional performance and ethical conduct of its Members.
- (c) To provide a means through which the Professional Staff may participate in the Hospital's policy-making and planning process.
- (d) To be the formal organizational structure through which (1) the obligations of Professional Staff membership may be fulfilled and (2) the benefits of membership on the Staff may be obtained by individual Practitioners.
- (e) To promote the education of the Professional Staff and Allied Health Professionals through provision of affiliations with appropriate educational institutions.
- (f) To encourage clinical research among Members and to assist, wherever possible, in obtaining funds and other resources for these purposes.

- (g) To provide an atmosphere of support and cooperation among its Members.

ARTICLE IV. BASIC PROFESSIONAL STAFF QUALIFICATIONS AND RESPONSIBILITIES

4.1 NATURE OF PROFESSIONAL STAFF APPOINTMENT

Appointment to the Professional Staff is a privilege which shall be extended only to those determined to be professionally competent Practitioners who meet the qualifications, standards, and requirements set forth in these Bylaws. Appointment to the Professional Staff shall confer on the Member only such Privileges and prerogatives as have been granted by the Board.

4.2 BASIC QUALIFICATIONS AND RESPONSIBILITIES FOR PROFESSIONAL STAFF MEMBERSHIP

To be a Member and hold Privileges, a Practitioner must document and continuously fulfill the following basic qualifications and responsibilities:

4.2-1 Licensure

Licensure in good standing to practice his profession by the State of Michigan.

4.2-2 Education

Graduation from a professional school accredited by the Liaison Committee on Medical Education of the American Medical Association, American Osteopathic Association, American Dental Association, American Board of Podiatric Surgery, or successful completion of ECFMG and USMLE examinations if a foreign medical graduate.

4.2-3 Background, Experience, and Competency

Background, experience, training and demonstrated competency to support capable performance of Privileges granted. However, no Practitioner shall be entitled to become a Member or to exercise particular Privileges merely by virtue of the fact that he is licensed to practice his profession in this or any other state, or because he is a Member of any professional organization, or because he is certified by any specialty board, or because he had, or presently has, membership or clinical privileges at another health care facility or in another practice setting. Specialty and/or sub-specialty board certification by the appropriate board(s), as defined in the rules of the Department in which the applicant seeks Privileges, shall be considered a level of achievement which is strongly encouraged.

4.2-4 Ethics and Reputation

Adherence to the ethics of his profession, maintenance of a good reputation, and avoidance of conflict of interest in Staff activities and professional practice. This includes, but is not limited to, the absence of a conviction of any felony in the previous ten (10) years.

4.2-5 Ability to Work Cooperatively With Others

Demonstrated ability to work cooperatively with other Practitioners, Hospital support staff, Administration and the Board.

4.2-6 Physical and Mental Capacity to Practice

Freedom from physical or mental illness or chemical dependencies which would in any way adversely affect his ability to care for patients. In this respect, the PSEC may precondition the exercise of Privileges upon the Practitioner undergoing a mental and/or physical health examination.

- 4.2-7 Evidence of Professional Liability Insurance Responsibility
Evidence of Professional Liability Insurance as provided in 15.1.
- 4.2-8 Recognized Quality of Care
Practice his profession at a level of quality and efficiency which is recognized as appropriate by the Professional Staff and the Hospital.
- 4.2-9 Compliance with Bylaws, Rules, and Policies
Abide by Bylaws and all enunciated policies and rules of the Hospital and Professional Staff.
- 4.2-10 Discharge Professional Staff Responsibilities
Discharge such Professional Staff and Hospital functions for which he is responsible by appointment, election, or otherwise, including meaningful service upon Professional Staff, Hospital, and interdisciplinary committees when so appointed to serve.
- 4.2-11 Timely Completion of Records
Prepare and complete in a timely manner the medical and other required records for all patients for whom he provides care.
- 4.2-12 Compliance With Law
Demonstrated compliance at all times with applicable local, Michigan, and Federal Laws.
- 4.2-13 Minimum Activity
Meet requirements for minimum activity at the Hospital (patient care and/or meeting attendance) established by the PSEC for his Staff category to assure awareness of current Hospital procedures and, if holding Privileges, an opportunity to observe his professional conduct and practice for quality assurance/improvement and risk management purposes.
- 4.2-14 Dues and Assessments
Be responsible for the payment of dues and assessments, including special assessments which are approved by a 2/3 majority vote of the voting Members present at a PSEC meeting.
- 4.2-15 Continuity of Care Responsibility
Conform to policies established by the PSEC, the Bylaws, and the Board requiring a Member to reside and practice within a specified distance from the Hospital which takes into account the practice specialty, Staff category, continuity of care for patients, ready availability for patient care emergencies, and timely fulfillment of on-call assignments.
- 4.2-16 Preserving Confidentiality
Preserve and affirmatively protect the confidential patient, Hospital, and Professional Staff information, except as otherwise requested by law or as authorized by the Hospital.
- 4.2-17 Reporting of Resignations and Adverse Action Procedures
Report to the Chief Medical Officer relevant facts and documents: the institution of disciplinary proceedings by any health facility (including HMOs), professional society, or licensing authority; limitations, suspension, revocation or resignation of clinical privileges at any health facility;

suspension, restriction, probation or limitation of professional licensure by any licensing authority; or censure of any kind by any professional organization.

4.2-18 Reporting Legal Matters

Report to the Chief Medical Officer the facts and circumstances of: any judgment or settlement arising from professional practice in civil cases; any current formal criminal charges (e.g., indictment); and any conviction of a felony or any other crime growing out of professional practice.

4.2-19 Reporting of Dangerous Contagious Disease

Report immediately to the Chief Medical Officer if he contracts a contagious disease which is reportable to public health authorities under law and which could endanger the health of the patients, the Practitioner, or others working with the Practitioner if the Practitioner practiced within the Hospital.

4.2-20 Continuing Education

Participate in continuing education programs and activities which relate to his delineated clinical privilege.

4.2-21 Consultation Requirements

Participate in providing patient consultations, according to mechanisms described in the Professional Staff and Department Rules.

4.2-22 Communication Skills

Effectively understand and communicate in the English language sufficient for patients, colleagues and Hospital staff to understand his spoken words (or equivalent if medically speech impaired) and for his medical records to be reasonably understood by others.

4.3 APPLICANT'S RESPONSIBILITY REGARDING THE APPLICATION AND REAPPOINTMENT PROCESS - MATERIAL INACCURACIES OR OMISSIONS

Throughout the application and reappointment process, the Practitioner shall have the responsibility for producing adequate information for proper evaluation of his experience, background, training, demonstrated ability, and physical and mental health status, as well as resolving any doubts about these or any other qualifications. The Practitioner shall further have the responsibility for completing any application or reappointment form in a full, complete, and intellectually honest manner and to update any information that changes while the application is pending; in this respect, if the Practitioner has any doubt as to whether disclosure or the update of any information in the application is required, he shall disclose the information with an explanation of his uncertainty as to whether the information is required or not. Inaccuracies of any kind in the application and reappointment documents, including misleading or incomplete statements, which are attributable to the Practitioner and are deemed material by the Board or PSEC, shall be grounds for rejection of appointment or reappointment.

4.4 ON CALL RESPONSIBILITY

4.4-1 Responsibilities Of Professional Staff Members

Each Active, Adjunct and in certain circumstances Affiliate Professional Staff Member is responsible for on call service for Emergency Department patients, in-patients and patients in labor as assigned by his Department Chairman. The specific requirements, expectations, and implementation procedures for on call service shall be specified in the Professional Staff Rules, as supplemented by Department and Section rules, and shall take into account Hospital and Professional Staff obligations under EMTALA.

4.4-2 Responsibilities Of Departments

Each Department Chairman is responsible for assignment of on call duties. He must ensure that all specialties and sub-specialties in his Department are covered by an on call Practitioner and his Department's Members fulfill their obligations, consistent with Professional Staff Rules.

4.5 **NON-DISCRIMINATION**

Professional Staff membership or particular Privileges shall not be denied on the basis by any criteria prohibited by law.

ARTICLE V. APPOINTMENTS AND PRIVILEGES

5.1 **APPOINTMENT TERM**

5.1-1 Provisional Appointment

(a) Requirements

Each initial applicant granted appointment to the Active or Adjunct categories of the Professional Staff shall be appointed on a provisional basis "Provisional Status" for a one (1) year period and shall be subject to special review. The Provisional Status may be extended for additional periods thereafter which in total are no greater than one (1) additional year.

The scope, nature and method for special review of a Member on Provisional Status shall be determined by the Department Chairman or designee with the concurrence of the Credentials Committee and PSEC and may include a partial or total monitoring requirement. In determining the scope, nature and method of special review, the Department Chairman will take into account:

- (i) Post-graduate training;
- (ii) Experience at other institutions;
- (iii) The type of Privileges sought and granted;
- (iv) The recommendations given;
- (v) The ability demonstrated during any earlier periods of special review; and
- (vi) The recommendations of the Co-Chiefs, Department Chairman, Section Chairman, Credentials Committee, PSEC or Board, if any.

(b) Failure to Have Satisfied Observation/Monitoring Requirements

A Member on Provisional Status must, once appointed, have sufficient activity at the Hospital to permit adequate review and assessment of his capabilities. If a Practitioner, who is a Member on Provisional Status has not, after one (1) year of appointment, or after being provided an extension of up to one (1) year, met the observation/monitoring requirements as required by the Department to meaningfully assess his professional capabilities, the PSEC may, after a warning to the Practitioner by and upon recommendation of the relevant Department Chairman, find that the Practitioner has effectively resigned. The Practitioner may subsequently reapply for privileges.

(c) Failure to Qualify for Advancement

The failure of a Member on Provisional Status to qualify for advancement within two (2) years after initial appointment (e.g., for lack of activity or professional capability) shall require reapplication for membership.

5.1-2 Reappointments

- (a) Provisional Members will be reviewed at the end of one year by the Department Chairman, Credentials Committee and PSEC who shall each make recommendations about advancement from, or continuation in the Provisional Category.
- (b) Advancement of new Members to a non-provisional category or reappointments for all Members shall be for a period of not more than one (1) year plus such additional time less than a year necessary to put the Member on the same reappointment cycle as others in his Department.
- (c) All other reappointments shall be for a period of not more than two (2) years and expiring at times designated by the CEO.
- (d) Extensions

With respect to all Members who timely submit their reappointment application, in the event the Board does not have the opportunity to consider renewal or reappointment before the expiration of the term of appointment, the CEO, in consultation with the Co-Chief(s), acting on behalf of the Board, may grant Interim Privileges until such time as the Board has an opportunity to give full consideration to the appointment.

5.1-3 Contract Limitations

Duration, renewal, and modification of appointments and Privileges, including those of a Medico-Administrative Officer, are subject to and may be limited by the terms of a written contract between the Hospital and either the Member or the organization which employs the Member. However, any contract written between Hospital and Member or organization may not be in conflict with these Bylaws.

5.1-4 Medico-Administrative Officers

Medico-Administrative Officers must be or become Members of the Professional Staff with Privileges in compliance with the same procedures utilized for all other Members or applicants for Professional Staff membership.

The medico-administrative capacity of a Medico-Administrative Officer shall terminate upon:

- (a) Suspension or other termination of Professional Staff membership or all Privileges;
- (b) Non-reappointment to the Professional Staff;
- (c) Expiration without renewal or termination of contract, if any; or
- (d) At the discretion of the CEO unless another procedure for removal is set forth in a written contract and, in such event, pursuant to those provisions.

Unless otherwise specified in a written contract, removal of a Medico-Administrative Officer pursuant to (c) and (d) above shall not affect his Professional Staff appointment and Privileges.

5.2 LEAVE OF ABSENCE

5.2-1 Leave Status

A Member who desires a voluntary leave of absence from the Professional Staff, including one for educational purposes, may request such leave by submitting written notice to the PSEC and the Department Chairman stating the exact period of time of the leave which, if approved, may not exceed one (1) year, except as otherwise determined by the Board upon the recommendation of the PSEC.

A Member who becomes ill or suffers a disability resulting in an inability to practice for more than forty five (45) calendar days, must request a medical leave of absence and submit written notice to the PSEC and Department Chairman stating the expected period of time of the leave.

5.2-2 Expiration of Leave

At least thirty (30) calendar days prior to the expiration of the leave, as granted by the Board upon the recommendation of the PSEC, or at any earlier time, a Member who desires reinstatement of his Privileges shall request reinstatement by submitting a written notice to that effect to the CEO for transmittal to the PSEC. The Member shall submit a written summary of his relevant activities during the leave. If the leave was for medical or psychological reasons a letter is required from his treating practitioner(s) stating the nature of the medical/psychological condition, the Member's current status and any recommended further treatment or limitations on the Member's practice. The Member must submit to a physical or mental health examination to determine his capabilities to competently and safely exercise Privileges if so requested by the PSEC and/or Board.

In the event a Member's appointment expires during his voluntary leave of absence, he shall be required to provide such information as requested in accordance with this section, as well as comply with those requirements for reappointment as specified in this Article.

The PSEC shall make a recommendation to the Board concerning the reinstatement of the Member's Privileges and prerogatives. Failure, without good cause, to request reinstatement or to provide a requested summary of activities as above provided shall be deemed an automatic non-disciplinary resignation of Professional Staff appointment, Privileges, and prerogatives. A request for Professional Staff appointment subsequently received from a former Member so terminated shall be submitted and processed in the manner specified for applications for initial appointment.

5.3 RESIGNATIONS

5.3-1 Notice

Formal, written notice should be submitted to the CEO when a Member desires to voluntarily resign his membership.

5.3-2 Voluntary Resignations

Voluntary resignations resulting from peer review actions shall be governed by the Professional Staff Resolution Processes and Professional Staff Review Procedures Plan which, address corrective actions and Professional Staff review procedures respectively.

5.3-3 Automatic Resignations

- (a) Failure to timely submit a reappointment application shall result in an automatic resignation as prescribed in Article VII of these Bylaws.
- (b) In the absence of a written, formal resignation, Members who are known to have relocated outside the required geographic area shall be automatically resigned.
- (c) The death of a Member shall be filed as an automatic resignation.

5.3-4 Responsibilities of Resignees

Members voluntarily resigning from the Staff are responsible for completion of outstanding medical records and for meeting any other obligations accruing from Professional Staff membership and patient care provided at the Hospital. Failure to do so may result in a resignation with prejudice. Procedures to address completion of medical records in the event of death or disability shall be specified in the Bylaws Supplement.

5.4 GENERAL CONSIDERATIONS FOR APPOINTMENT AND DELINEATION OF PRIVILEGES

5.4-1 In addition to the consideration of the professional qualifications and competence of the applicant, as disclosed upon the application form and other information which shall be obtained with regard to the application, appointments may take into consideration the needs of the Hospital in planning to meet the present and future requirements of the community which it serves:

- (a) Maintain a continuity of service by the Professional Staff.
- (b) Provide new skills as they may be developed by the constant and rapid evolution of medical science.
- (c) Supply the medical skills and experience necessary for the continued ability of the Hospital or Professional Staff to carry out the programs and projects of the Hospital.
- (d) The Hospital's ability to provide adequate facilities and supportive services for the applicant and his patients.
- (e) Absence of pre-existing, available and sufficient services or capabilities within the Hospital which are redundant to the services offered by the Practitioner.
- (f) Meeting the Hospital's contractual obligations and organizational plans.

In the case of physicians who operate under exclusive contracts with the Hospital, appointment to the Professional Staff shall be consistent with the provisions of the contracts and these Bylaws.

Failure to meet eligibility requirements for these reasons is not and will not be considered an expression as to the ability or qualification of the applicant and is, therefore, not subject to the formal hearing procedures specified in the Professional Staff Review Procedure Appendix.

5.5 PROCEDURE FOR GRANTING OF PRIVILEGES

5.5-1 Initial Request

Each Practitioner seeking Privileges shall include a request for such Privileges as he may desire to exercise at the Hospital facilities with documentation of training and/or experience supportive of the request in a form prescribed by the Professional Staff or its departments. The initial request for Privileges or any request for increased or modified Privileges shall be considered through the same process as an initial application for Professional Staff appointment.

5.5-2 Basis for Determination of Privileges

Requests for Privileges shall be evaluated on the basis of Hospital-focused considerations (5.4), the Practitioner's education, training, experience, demonstrated ability, and judgment, including observed clinical performance, documented results of any patient care evaluations, and quality assessment/improvement activities at the Hospital. Determinations of Privileges may also be based on pertinent information concerning clinical performance obtained from other sources, especially other institutions and health care settings where an applicant exercises Privileges. When Privileges are sought to perform services involving a new or advanced technology not previously approved and used at the Hospital, in addition to showing his individual skill, knowledge, and experience practicing with the technology, the Practitioner seeking Privileges

shall have the obligation to demonstrate that using the technology will be beneficial to Hospital patients, such as, but not limited to, reasonably safe, adequately supported by existing Hospital staff, and an improvement over existing technologies. All information shall be added to and maintained in the Professional Staff confidential file established with respect to a Member.

5.5-3 Requests for Renewal

Requests for renewal of existing Privileges shall be made with each application for reappointment and shall be processed in the same manner as an application for reappointment.

5.5-4 Special Conditions for Privileges as a Podiatrist or an Oral Surgeon

Requests for Privileges from Podiatrists or Oral Surgeons shall be processed in the manner specified in 5.4. All podiatric or oral surgery patients shall receive the same basic medical appraisal as patients admitted for other types of surgery. If an Oral Surgeon is so credentialed, by demonstrating he is capable by training and experience to conduct medical histories and physical examinations of all relevant body systems, he may perform such examination. If so credentialed, a podiatrist or an oral surgeon may assume full management of basically healthy patients, subject to any Rules (general or department) requiring consultation or concurrent management with Physicians when presented with a problem or condition outside of the scope of his practice. Otherwise, a Physician shall co-admit and be responsible for the care of any medical problems that may be present at the time of admission or that may arise during hospitalization and take into account the risk and effect of the proposed surgical procedure on the total health status of the patient.

5.5-5 Co-Admission Limitation for Dental Patients

(a) *Co-admission with Physician.*

Patients admitted primarily for dental services, other than by a Podiatrist or an Oral Surgeon exempted by 5.5-4 above, shall be co-admitted by a Physician and the attending Dentist.

(b) *Physician Responsibility.*

A Physician co-admitting with a Practitioner who is a Dentist shall be responsible for pre-operative and post-operative medical evaluation and management of the admitted patient, which are not within the scope of co-admitting Practitioner's license and Privileges. The Rules, as well as Department rules, may further specify the respective responsibilities of co-admitting Physicians under this Section.

(c) *Medical Assessment.*

A medical assessment shall be done and recorded by a Physician or a qualified Oral Surgeon before dental surgery is performed, to include a history and physical examination.

5.5-6 Admission Limitation for Nurse Midwife Patients

A Certified Nurse Midwife who qualifies as an Allied Health Professional may be granted limited Specified Service Authority (limited Privileges) to admit uncomplicated obstetrical patients for delivery and post-delivery management under the requirements and conditions more fully set forth in Special Policy for Allied Health Professionals Appendix, the Rules, and appropriate department rules and policies.

5.5-7 Interim Privileges

Interim Privileges are utilized when the skills of a Practitioner are needed by or at Ingham Regional Medical Center on an expedited basis. Interim Privileges may be granted for a limited period of time not to exceed 120 calendar days.

- (a) *Pending Application.*
Once an application for membership and Privileges has been received by the CEO, including required supporting documents, and the applicant has been interviewed by the Department and/or its designee, Interim Privileges may be granted, if requested, to a Practitioner by the CEO, with the concurrence of a Co-Chief and the Chairman of the Department in which Interim Privileges are requested. Interim Privileges shall be granted until Practitioner's application has been acted upon by the Board.
- (b) *Specified Patient.*
Interim Privileges for the care and treatment of one or more specified, named, Hospital patient(s) may be granted to a Practitioner by the CEO, upon recommendation of a Co-Chief or the Chairman of the Department in which Interim Privileges are requested. Interim Privileges granted under this section shall automatically expire when the named hospitalized patient(s) is (are) discharged from the Hospital or under the conditions set forth below. Unless services of the Practitioner are requested by the CEO, such Interim Privileges shall be restricted to no more than four (4) patients in any one (1) year.
- (c) *Locum Tenens.*
When the service of a Practitioner is necessary in order to continue appropriate operation of the Hospital, a Practitioner qualified to provide such services may be granted Interim Privileges for a period not to exceed ninety (90) calendar days, by action of the CEO with the concurrence of a Co-Chief, PSEC, or appropriate Department Chairman. Extensions beyond the initial ninety (90) calendar day period may be granted with the approval of the Board. Extensions of Interim Privileges granted to Locum Tenens shall not exceed a period of one year, at which time the Locum Tenens Practitioner desiring to continue to provide services at the Hospital will be expected to submit an application for membership to the Professional Staff.
- (d) *Requirements for Credentialing.*
In order to obtain Interim Privileges, the CEO must have adequate evidence of the Practitioner's identity and qualifications, which at minimum shall include a copy of his driver's license or passport with photo, a verified copy of current medical license, a copy of his authority to prescribe restricted drugs (if performing service requiring use of controlled substances), proof of adequate Professional Liability Insurance, a Data Bank report, and favorable references as are determined to be necessary from persons who have direct knowledge of the Practitioner's current professional practices, training, and experience. For (b) and (c), the reference and Data Bank report precondition may be modified by the CEO when Interim Privileges are granted, if in the CEO's judgment, the Practitioner's services are required at the Hospital before that documentation can be obtained.
- (e) *Supervision and Termination.*
Practitioners who are performing services in the Hospital pursuant to Interim Privileges granted in accordance with this Section shall be under the supervision of the Chairman of the Department in which the Practitioner is applying for Privileges or is temporarily assigned. The Co- Chief(s), the CEO, or the PSEC shall be entitled to suspend or revoke such Interim Privileges when the conduct of the Practitioner holding such Privileges so indicates, and such suspension or revocation of Privileges shall not be subject to the formal hearing procedures in the Professional Staff Review Procedures Plan. In the event of any such termination, the Practitioner's patient(s) then in the Hospital shall be assigned to a Member by the Co- Chief(s). The wishes of the patient(s) shall be considered, where feasible, in choosing a substitute Practitioner.

5.5-8 Emergency Privileges

In the case of an Emergency, as defined, any Practitioner, to the degree permitted by his license and regardless of the Practitioner's Department or Section, Professional Staff status, or Privileges, shall be permitted to do, and shall be assisted by Hospital personnel in doing, everything possible to save the life of a patient or to save a patient from serious harm.

ARTICLE VI. INITIAL APPOINTMENT

6.1 PROCEDURE FOR INITIAL APPOINTMENT

6.1-1 Application for Initial Appointment to the Professional Staff

- (a) Each initial applicant for appointment to the Professional Staff must demonstrate sufficient education, training, and experience in his specialty (and sub-specialty where applicable) as required in these Bylaws, the Rules, and the requirements of the Departments and Sections for which the applicant is suited for assignment at the time his application is being considered.
- (b) Each application shall be accompanied by a non-refundable fee.
- (c) Application and Appointment Conditions

By submitting an application for appointment, the Practitioner accepts the following conditions on him during the appointment process and on his membership if granted:

- (1) Abiding by all Bylaws and Rules and policies of the Hospital;
- (2) Adhering at all times to recognized principles governing the practice of applicant's profession;
- (3) Abiding by Hospital recognized codes of ethics of the applicant's profession;
- (4) Appearing for interviews and otherwise providing all information as may be requested on the application form or which is necessary for proper evaluation of competence, character, and ethics. An interview of all initial applicants shall be required at the Department level;
- (5) Authorizing and consenting to the release of information for any purposes set forth in these Bylaws, including unlimited authorization to the Hospital to consult with those who have been associated with the applicant or who may have information bearing upon his competence and qualifications, or to inspect all records and documents which may be material to an evaluation of professional qualifications and ability to carry out the Privileges he requests, and his professional, personal, and ethical qualifications for Staff appointment;
- (6) Authorizing and consenting for the Hospital to provide other hospitals, medical associations, licensing boards, and other organizations concerned with provider performance and quality and efficiency of patient care with any information relevant to such matters which the Hospital may have concerning him and to release all such persons and entities from liability for so doing, providing that the furnishing of such information with the proper release form is done in good faith and without malice, consistent with Article XIV;
- (7) Releasing the Hospital and any of its agents or employees, or any other person or entity from any and all liability for furnishing, obtaining, or releasing information concerning his application or Professional Staff status, or for their activities in connection with verifying information or evaluating the applicant and his credentials, consistent with Article XIV;
- (8) Exhausting the administrative remedies afforded by these Bylaws before resorting to formal legal action concerning any determination made with respect to his application, Professional Staff status, or Privileges.

6.1-2 Contents of Application

The application for Staff appointment shall be presented in writing on a prescribed form which shall state information as to qualifications, character, and professional references including at least the following for those Practitioners seeking Privileges to treat patients in Hospital facilities:

- (a) *Qualifications.*
Detailed information concerning the applicant's qualifications, including information in satisfaction of the basic qualifications specified in these Bylaws, the Rules, requirements of Department to which applicant requests appointment and Hospital policy.
- (b) *Membership and Employment.*
The name and address of each and every health care facility (including hospitals, clinics, and medical schools) where the applicant has been a staff Member or employee since the completion of training. With regard to each such health care facility identified, the applicant shall specify, as might be applicable, his category or professional staff membership, a generalized summary of the clinical Privileges he exercised, or the specific nature of employment (e.g., house physician). In the event the relationship between the applicant and the health care facility terminated before the date of application for appointment, the applicant shall specify the reason for termination.
- (c) *Requests.*
Requests stating the Department(s) and Section(s) for which the applicant wishes to be considered.
- (d) *References.*
References submitted by the applicant shall be as follows:
 - (1) An applicant who has previously been granted Privileges on a hospital professional staff shall be required to disclose all previous hospital affiliations.
 - (2) An applicant who is a new graduate from a training program shall be required to submit the name of the Director of the training program for his observation and assessment of the applicant's professional performance.
 - (3) An applicant who has been in practice but has never previously been granted Privileges on a hospital professional staff shall be required to submit the names of at least three (3) Practitioners who worked with the applicant and observed his professional performance and who can provide references to the applicant's clinical ability, ethical character, ability to work cooperatively with others, and compliance with medical records and other institutional policies. The applicant shall also be required to submit a summary of his professional service and educational activities over the last five (5) years.
- (e) *Professional Sanctions.*
Information as to whether any of the following have voluntarily or involuntarily ever been or are currently subject to investigation, special review, suspension, limitation, revocation, denial, or non-renewal:
 - (1) The applicant's membership status and/or clinical Privileges at any other hospitals or health care institutions;
 - (2) Membership/fellowship in local, state, or national professional organizations;
 - (3) Specialty board certification;
 - (4) License to practice any profession in any jurisdiction; or
 - (5) DEA license and State Board of Pharmacy Registration.

- (f) *Legal Proceedings and Claims.*
Information as to any lawsuits or claims that have arisen out of his practice for a period of time as defined by Credentialing Agencies. If so, the following information is to be provided:
 - (1) the nature of the claim(s) or lawsuit(s);
 - (2) the outcome, including any judgment(s) or settlement(s), if the matter has been resolved; and
 - (3) the name of the claimant and the court number of any lawsuit(s).
- (g) *Conditions.*
Applicant's express acknowledgment and acceptance of the application and appointment conditions described in 6.1-1(c).
- (h) *Ethical Conduct.*
An acknowledgment by the applicant that, except as stated in his application and explained in a separate attachment, he has never been charged or convicted of any crime involving medical practice or any felony, he believes in good faith that he has always practiced his profession in an ethical manner, and he has never willfully provided unnecessary treatment or provided drugs or prescriptions without medical justification.
- (i) *Substance Abuse/Misuse.*
A statement whereby the applicant indicates whether, now or at any time in the past, he has been hospitalized and/or under professional care for the consumption or effects of alcohol or drugs and, if so, the nature of the problem or condition, the dates of treatment, and the persons and entities providing or which provided care.
- (j) *Physical and Mental Certification.*
A statement whereby the applicant certifies that he is personally unaware and has not been advised by any other examining physician of a physical and/or mental condition which could impair his ability to perform the Privileges requested in his application. This must be accompanied by a written statement by a Physician, other than applicant, who has either examined the applicant or observed the applicant's behavior in the year preceding the submission of application, confirming the accuracy of applicant's own statement.

6.1-3 Provision of Application Procedure Summary

The CEO shall prepare a summary of the procedures followed for initial applications to the Professional Staff. This document shall be furnished to all initial applicants for Professional Staff membership. This summary shall be consistent with those elements of procedure for initial application set forth in these Bylaws and where applicable, additional information useful to the applicant regarding the application and review process. The summary shall indicate that the explanation it contains does not represent a substitute for a full reading of the Bylaws, with which all applicants and Members must be familiar.

6.2 PROCESSING OF APPLICATION

6.2-1 Special Definitions

- (a) *"Favorable"*
As used hereinafter in Article VI and VII, a PSEC recommendation or a Board action on a Professional Staff application is "favorable" if the recommendation or action supports appointment and the extension of the same Privileges which are ordinarily possessed by Practitioners of like training, experience and Professional Staff category.

- (b) *"Unfavorable"*
As used hereinafter in Articles VI and VII, a PSEC recommendation or Board action which is not "favorable," as defined above, shall be deemed "unfavorable."
- (c) *"Completed Application"*
Or its variations means all information directly requested from an applicant in an application which has been supplied.
- (d) *"Verified Application"*
Or its variations means a completed application for which all required information and references have been collected and verified, including information from the Data Bank, to the satisfaction of Administration.
- (e) *"On Hold Application"*
Or its variations means the application is placed on holding status for up to one year pending a stated development.
- (f) *"Threshold Qualifications"*
Means licensure, minimum training, certifications and evidence of insurance required to pursue an initial application.

6.2-2 Applicant's Responsibility to Provide Supplemental Information

At any time in the application or Privilege request process, the applicant may be required by the CEO, the Department, the Credentials Committee, the PSEC, or the Board to:

- (a) within thirty (30) calendar days after request, provide references, licensure documentation, or other information deemed necessary for further review or action on the application;
- (b) appear within thirty (30) calendar days, or at a time mutually agreeable to the applicant and those requesting bodies, after written request by the CEO, before those bodies for an interview wherein the applicant will be required to answer questions posed by the reviewing body regarding his application or related matters. A summary of such an interview will be kept and made a part of the documentation supporting the application; or
- (c) prepare and submit, within thirty (30) calendar days after written request by the CEO, a signed statement answering questions posed by the reviewing body regarding his application and related matters. A written copy of the questions and the applicant's written statements in response will be kept and made part of the documentation supporting the application.

Failure to timely comply with any of the foregoing shall be deemed a withdrawal of the application (or if only qualifications for Privileges are at issue, the subject Privileges). If such withdrawal occurs, a new application for membership (or if so limited, the subject Privileges) shall be permissible only after a demonstration, to the satisfaction of the CEO, Department Chairman, and Co-Chief(s) that the applicant will be able to and will in fact timely submit the necessary documents and/or information for consideration of the application (or Privileges request).

6.2-3 Submission of Application and Verification of Information

The applicant shall submit his application to the CEO. The CEO, in a timely fashion, shall seek to collect or verify the references, licensure, and other qualification evidence submitted or deemed necessary for its completion. This will include obtaining information from the Data Bank concerning the applicant. When appropriate, the CEO shall notify the applicant of any significant deficiency in the information contained in the application or problems in the collection or verification efforts. When collection and verification is accomplished, the CEO shall transmit the application and all relevant supporting materials to the Department(s) in which Privileges are being sought and the Credentials Committee.

6.2-4 Inability to Verify Application

If the application is not or cannot be timely verified, it shall be submitted to the next PSEC meeting by the CEO for informational purposes. When the application is not or cannot be verified within 180 days after the original submission of the application, unless the deficiency to verification has been waived for good cause by the PSEC, the application will be deemed to have been withdrawn and no further action taken thereon. No new application will be accepted thereafter until the Practitioner demonstrates to the satisfaction of the PSEC or designee that the previous impediments to timely completion of the application have been resolved.

6.3 PRELIMINARY REVIEW FOR FAILURE TO MEET THRESHOLD QUALIFICATIONS

When the Medical Staff Office determines that:

- (a) The applicant does not meet Threshold Qualifications, or
- (b) If the applicant previously had a prior application denied or had his Membership or Privileges at the Hospital terminated, the applicant has not provided a basis to demonstrate that the impediment resulting in prior denial or termination has been resolved, the application shall be referred to Co-Chairmen of the Credentials Committee for preliminary review and action.

When the Medical Staff Office determines that

- (a) The applicant seeks Privileges which may be inconsistent with existing Hospital Practitioner manpower plans, exclusive contracts in Contract Areas or in a field of practice not needed by the Hospital, or
- (b) The applicant does not appear to have submitted a Complete Application within 45 calendar days of initial submission,

the application shall be referred to the CEO (acting directly or through his/her designee for Professional staff affairs) for preliminary review or action. If the designated reviewer(s) find that such applicable criteria for Membership or Privileges applications are not met, the reviewer(s) may direct the Medical Staff Office to reject the application, or, if appropriate, place it on hold, after notice to and consultation with the Credentials Committee, PSEC and Board as may be specified in the Bylaws Supplement. Unless otherwise acted upon by the Credentials Committee, PSEC or Board, the decision of the reviewer(s) shall be final on the issue. If the applicant does not challenge the decision within thirty (30) calendar days after being given written notice, he shall be deemed to have withdrawn a rejected application or accepted the application being placed on hold. The specific procedures for carrying out this section and the degree of consultation or participation required of the Credentials Committee, PSEC and Board shall be specified in the Bylaws Supplement.

6.4 DEPARTMENTAL ACTION AND CREDENTIALS COMMITTEE

6.4-1 Review Process

Upon receipt of a verified application, the Department Chairman, or his designee acceptable to the PSEC, in which the applicant seeks Privileges and the Co-Chairmen of the Credentials Committee shall review the application. The procedures in Section 6.2-2 (interview or written questions) may be utilized consistent with Professional Staff Policy and Department Rules.

6.4-2 Report and Recommendation to the PSEC

Following completion of the review process outlined in Section 6.4-1, the Department involved shall submit its recommendation regarding the application to the Credentials Committee. The Credentials Committee (or a subset acting on its behalf if so provided in the Bylaws Supplement) shall then prepare a report including the Department's and its own recommendation(s) to the PSEC. The Department and Credentials Committees shall each recommend:

- (a) Appointment with Staff category, Departmental affiliation, Privileges to be granted, and special conditions which should be attached to the appointment;
- (b) Non-appointment by reason of inability to accommodate the applicant (pursuant to Section 5.3) or other reasons not involving the competence or professional conduct of the applicant; or
- (c) Non-appointment by reason of the competence and/or professional conduct of the applicant (e.g., education, training, experience, morality or ethics).

The reason for each recommendation shall be stated in the report.

6.5 PSEC ACTION

6.5-1 Review Process

After receipt of the Credentials Committee and Department recommendations, the PSEC shall consider the completed application and the Credentials Committee and Department recommendations. The PSEC may, in its discretion, defer the application and elect to pursue one or more of the procedures specified in 6.2-2 or refer the application back to the Credentials Committee or Department for further investigation or review; in the event of such referral, the PSEC shall, in a reasonably specific manner, advise the Credentials Committee or Department what additional investigation or review is required, and the Credentials Committee or Department shall undertake to accomplish the specified investigation and/or review, with a report back to the PSEC as soon as practicable, but no later than any deadline specified by the PSEC.

6.5-2 Report and Recommendation to the Board

Following completion of its review process, the PSEC shall prepare a report and recommendation regarding the application to the Board. The report shall recommend:

- (a) Appointment with Staff category, Departmental affiliation, Privileges to be granted and special conditions which should be attached to the appointment;
- (b) Non-appointment by reason of inability to accommodate the applicant (pursuant to Section 5.4) or other reasons not involving the competence or professional conduct of the applicant; or
- (c) Non-appointment by reason of the competence and/or professional conduct of the applicant (e.g., education, training, experience, morality, or ethics).

6.5-3 No Notice to the Applicant of Favorable Recommendation

If the PSEC's recommendation is entirely favorable (as defined), the recommendation shall be submitted to the Board for action without notice to the applicant.

6.5-4 Notice to the Applicant of Unfavorable Recommendation

If the PSEC's recommendation is unfavorable, the CEO shall notify the applicant by Special Notice consistent with the provisions of the Professional Staff Review Procedures Plan. Within thirty (30) calendar days after receipt of the CEO's notice, the applicant may voluntarily request, in writing, any of the following options that are applicable:

- (a) That the application be voluntarily withdrawn without final action being taken by the Board;
- (b) That the applicant wishes to pursue his application and be granted an opportunity to appear in person and informally present the basis of his opposition to the PSEC's recommendation consistent with the informal review provisions of the Professional Staff Review Procedures Plan. If this option is requested by the applicant, the CEO, the Co-

Chiefs, and the Board shall designate the appropriate body to receive the informal presentation. Whichever body receives the presentation will be required to take minutes, and these minutes after transcription shall then become part of the documentation with regard to the application;

- (c) That the applicant wishes to pursue his application and be allowed an additional thirty (30) calendar day period in which to prepare and submit a written statement setting forth the basis of his opposition to the recommendation of the PSEC consistent with the informal review provisions of the Professional Staff Review Procedures Plan. Such a statement, if timely received, shall then become part of the documentation supporting the application; or
- (d) That the applicant shall be permitted to pursue a formal hearing pursuant to the Professional Staff Review Procedures Plan, only if the reason for unfavorable recommendation or action relates to the competence or professional conduct of the applicant (not including material inaccuracies or omissions in the application).

If the applicant does not submit a request for one of the above options within thirty (30) calendar days after receipt of the CEO's notice, the recommendation of the PSEC will be deemed to have been acquiesced by the applicant. The effect of this acquiescence will be: if non-appointment is recommended, that application will be considered withdrawn and will not be submitted to the Board for action. If appointment is recommended, the Privileges, Department affiliation, and special conditions recommended by the PSEC shall be deemed to be those requested by the applicant.

6.6 BOARD DETERMINATION

6.6-1 Board Review

The Board shall routinely consider those applications for which appointment is recommended by the PSEC or for which the PSEC recommended non-appointment but the applicant timely elected option (b) or (c) of Section 6.4-2. The Board's review shall include the application and all supporting documentation, including minutes or statements generated pursuant to the Section 6.4-2 (b) or (c) option processes. The Board may pursue the procedures specified in Section 6.2-2 (a) or (b) during the course of its review. However, if option (d) of Section 6.4-2 is appropriate and selected and the PSEC's recommendation continues to be unfavorable after the hearing, the Board's review shall be as an appellate review body pursuant to the Professional Staff Review Procedures Plan when and if an appeal is taken. The Board's duties may be delegated to a Board-level committee if so provided in the Bylaws Supplement; however, for an unfavorable action to be considered final requires full Board action.

6.6-2 Board Action in Substantial Accordance with PSEC Recommendation

If the Board substantially concurs with the recommendation of the PSEC, the CEO shall notify the applicant of the Board's action by Special Notice.

6.7 CONTENT OF NOTICE TO APPLICANT REGARDING APPOINTMENT

6.7-1 Notice When Applicant Not Appointed

Whenever the final result is that the applicant is not appointed, the CEO by Special Notice, shall so advise the applicant. If the basis for non-appointment is withdrawal of the application pursuant to 6.5-4(a) or inability to accommodate the applicant pursuant to 5.4, the CEO's letter shall so indicate and further advise that non-appointment does not represent, under such circumstances, an expression as to the ability or qualifications of the applicant.

An applicant who is not appointed or who was a Member and not reappointed or had his Membership terminated shall not be eligible to reapply to the Professional Staff for a minimum period of two (2) years unless the reasons for such adverse appointment decision is on the grounds set forth in 5.3 or the Board otherwise specifies. In addition, a condition to acceptance of any new

application shall be substantive evidence that the reason for rejection of the prior application or non-reappointment or termination of Membership no longer exists. Any such reapplication shall be processed as an initial application, and the applicant shall submit such additional information as the Professional Staff or the Board may require.

6.7-2 Notice of Appointment

If the final action of the Board is to appoint the applicant to the Professional Staff, the CEO's Special Notice shall specify:

- (a) The Professional Staff category to which the applicant is appointed;
- (b) The Department(s) and Section(s) to which he is assigned;
- (c) The Privileges he may exercise;
- (d) Any special conditions attached to the appointment; and
- (e) When the action becomes effective, if not immediately.

Such Special Notice shall be sent to each Applicant not later than one hundred twenty (120) days from receipt of a completed application.

ARTICLE VII. REAPPOINTMENT

7.1 REAPPOINTMENT

All Members are subject to the reappointment review process for both their continued Staff appointment and Privileges. Such reviews and reappointments shall occur no less frequently than every two (2) years.

7.2 REAPPOINTMENT APPLICATION PROCESS

7.2-1 Content of Reappointment Application

The Reappointment Application shall provide accurate and complete information necessary to remain current, in the confidential Professional Staff file, including pending malpractice claims or malpractice settlements or judgments, evidence of satisfactory Professional Liability Insurance, information regarding current health status, post-graduate education during the most recent appointment, information obtained from the DataBank, relevant professional review and quality assessment/improvement data, findings of Professional Staff and Hospital committees, and such other information as the PSEC or the Board may from time to time require, including those matters addressed in the initial appointment application.

7.2-2 Submission of Reappointment Application

The CEO shall provide each Member with a Reappointment Application for use in considering reappointment. Each Member who desires reappointment shall, at least one hundred twenty (120) calendar days prior to such expiration date, then send his Reappointment Application to the CEO. The application must be completed accurately and totally.

Failure of a Member who is not on a voluntary leave of absence to submit a properly completed Reappointment Application shall result in that Member's appointment and Privileges being withheld as of the expiration of the current term. In such instances, Privileges will continue to be withheld until a properly completed Reappointment Application is provided and the Board has acted favorably on reappointment. Failure of a Member who is not on a voluntary leave of absence to meet the requirement to submit a completed Reappointment Application within sixty (60) calendar days of expiration of the current term, shall result in the Member being treated as a resignation by the Member.

A Member who is on a voluntary leave of absence at the time of reappointment shall, if desiring reappointment, comply with these provisions.

7.2-3. Verification of Information

The CEO shall verify the information in the Reappointment Application and secure a report regarding the Member from the Data Bank. When the Reappointment Application is complete, the CEO shall then transmit the Application and any pertinent supporting materials to each Department in which the Member requests Privileges.

7.3 REAPPOINTMENT REVIEW CONSIDERATIONS

In addition to information required as part of the Reappointment Application process, review shall take into consideration relevant professional review and quality assessment/improvement data, findings of Professional Staff and Hospital committees, health status, and the Data Bank report.

Each recommendation concerning reappointment shall be based on the that Member's:

- (a) ethical conduct, clinical competence, and clinical judgment in the treatment of patients;
- (b) attendance at required Professional Staff, Department and committee meetings and participation in Staff duties;
- (c) compliance with Hospital and the Bylaws and Bylaws Supplement;
- (d) behavior at the Hospital, including cooperation with Professional Staff and Hospital personnel as it relates to patient care;
- (e) physical, mental and emotional health which could impact patient and staff safety;
- (f) capability to satisfactorily treat patients as indicated by the results of the Hospital's quality assessment activities or other reasonable indicators of continuing qualification;
- (g) satisfactory completion of such continuing education requirements as may be imposed by law, the Hospital, or applicable accreditation agencies;
- (h) current licensure, including current pending challenges to any license or registration;
- (i) voluntary or involuntary termination or challenge to medical staff appointment or voluntary or involuntary limitations, reduction or loss of or challenge to clinical privileges at another health facility or managed care organization; and
- (j) compliance with professional liability insurance requirements.

7.4 DEPARTMENTAL RECOMMENDATION PROCESS

Each Department Chairman or his designee acceptable to the PSEC shall review each Reappointment Application and all other pertinent information available on each Member of the Department being considered for reappointment and shall transmit to the Credentials Committee a recommendation that appointment be renewed, renewed with modified Professional Staff category, Department and Section affiliation(s), and/or Privileges, not renewed, or that no action be taken for specified reasons.

7.5 CREDENTIALS COMMITTEE RECOMMENDATION PROCESS

Upon receipt of the reports of the Departments, the Credentials Committee shall transmit a recommendation to the PSEC that appointment be renewed, renewed with modified Professional Staff category, Department and Section affiliation(s), and/or Privileges, not renewed, or that no action be taken for specified reasons. The Credentials Committee shall forward its report and recommendation to the PSEC.

7.6 PSEC ACTION

7.6-1 Review and Recommendation

The PSEC shall complete its review of each Reappointment Application and all other relevant information available to it and shall forward to the CEO for transmittal to the Board its recommendation that appointment be renewed, renewed with modified Professional Staff category, Department and Section affiliation(s) and/or Privileges, or not renewed. The PSEC may also defer action to a later meeting if further review or the obtaining of additional information is indicated.

7.6-2 Unfavorable Recommendation

Whenever a PSEC recommendation, if adopted by the Board, would be unfavorable (as defined in 6.2-1(b)), the CEO shall promptly notify the Member by Special Notice. Such unfavorable recommendation shall entitle the Member to such procedures as are specified in the Professional Staff Review Procedures Plan for the particular type of recommendation involved. Failure to timely request a hearing pursuant to the Professional Staff Review Procedures Plan provisions shall result in the PSEC's unfavorable recommendation becoming the final action of the Board unless the Board, in its sole discretion, elects to modify the PSEC's recommendation.

7.7 BOARD ACTION

7.7-1 Board Concurrence with PSEC Recommendation

If the Board concurs with a PSEC recommendation which is favorable or which is unfavorable and review procedures were not timely requested by the Member, the CEO shall notify the Member of the final action by the Board.

7.7-2 Board Action on an Unfavorable Action Which has Been Subject to Review Procedures

The final determination of the Board on an appeal of an unfavorable recommendation of the PSEC pursuant to the Professional Staff Review Procedures Plan shall be communicated to the Member by Special Notice from the CEO and constitute the final action of the Board. The CEO's notice to the Member of the appeal outcome shall be the notice of the Board's final action on reappointment.

7.7-3 Contemplated Board Action Which Varies Significantly from the PSEC's Recommendation

Whenever the Board contemplates taking action on a Reappointment Application which significantly varies from the recommendation of the PSEC, the Board shall refer the matter back to the PSEC for further review, with the reasons for the referral stated in writing. Upon receipt of the referral and written reasons, the PSEC shall within thirty (30) calendar days (unless the Board referral provides for a longer time period) reconsider its prior recommendation and either reverse or supplement the prior recommendation by a written report to the Board. Further, in the circumstances where the Board contemplates non-reappointment or unfavorable action on Privileges, contrary to a PSEC recommendation, and there has been no previous formal hearing, the Member shall be given by Special Notice the opportunity to request a review consistent with the Professional Staff Review Procedures Plan.

After consideration of the PSEC's report and exercise or waiver of procedures available under the Professional Staff Review Procedures Plan, the Board shall take formal action, and the CEO shall notify the Member. Failure to timely request or pursue the applicable procedures shall constitute acquiescence to the Board's tentative decision which shall become the final action of the Board, and the Member shall be so notified by the CEO.

7.7-4 Request for Modification of Reappointment

A Member may request modification of Professional Staff category, Department or Section affiliation(s), or an increase or reduction in Privileges by submitting a written application to the CEO on the prescribed form. Such application shall be processed in substantially the same manner as provided in this Article for reappointment. Application for additional Privileges must be submitted separately from the Reappointment Application.

ARTICLE VIII. PROFESSIONAL STAFF MEMBER RESOLUTION

8.1 CLARIFICATION

8.1-1 Members of the Professional Staff are expected to exercise good citizenship as a Member, comply with the law, exhibit professional behavior toward patients, patient families, Hospital Staff and/or Associates, Volunteers, Physicians and Hospital guests, and provide care at level expected of a highly qualified professional. Corrective Action shall be taken when these criteria are not met. Definitive explanations of the resolution processes are located in the Professional Staff Review Procedures Plan and Resolution Processes Appendix to these Bylaws.

ARTICLE IX. CATEGORIES OF THE PROFESSIONAL STAFF

9.1 GENERAL

Every appointment to the Professional Staff requires a Member to be designated as a Member of one of the following categories: Active, Adjunct, Affiliate or Emeritus.

9.2 ACTIVE CATEGORY

9.2-1 Special Qualifications

In order to qualify for Active category, a Member must:

- (a) Meet the requirements of the Department in which he seeks membership; and
- (b) Reside within thirty (30) minutes of the Hospital unless the Board grants an exception.

9.2-2 Prerogatives

A Member in the Active category may:

- (a) Hold office in or vote on all matters presented at general and special meetings of the Professional Staff, Department and committees of which he is a Member.

9.2-3 Responsibilities

In addition to the basic qualifications and responsibilities of Membership, a Member in the Active category shall:

- (a) Actively participate in quality/performance improvement activities, risk management and monitoring of new appointees and other Members as requested by his Department or Professional Staff leadership.
- (b) Provide consulting and emergency call coverage in accordance with call rotation schedules established by his Department.
- (c) Fulfill meeting requirements established by the Professional Staff.

- (d) Pay Professional Staff dues.
- (e) Actively support the Hospital in fulfillment of its mission.
- (f) At a minimum, attends (in person or by alternative means) Professional Staff meetings which the PSEC designates by written notice to the Members are mandatory for Members in this category.

9.3 ADJUNCT CATEGORY

9.3-1 Special Qualifications

The Adjunct category is reserved for Practitioners whose residence and primary practice location are more than thirty (30) minutes from the Hospital, and who:

- (a) Provide a service that cannot be provided by a Member living within thirty (30) minutes of the Hospital, or
- (b) Desire to provide a service unavailable in his local hospital(s) that is available at this Hospital; or
- (c) Have Membership in the Active category (or equivalent) in good standing at another Hospital or other health organization with an active performance improvement program and participate in its performance improvement activities.

9.3-2 Prerogatives

A Member in the Adjunct category may:

- (a) Provide outpatient services and co-admit patients with an Active, Emeritus or Provisional Member who has completed monitoring.
- (b) Attend but not vote at general Professional Staff and Department meetings.

A Member in this category may serve on, but not chair, Department-specific committees whose function is specific to their service.

9.3-3 Responsibilities

In addition to the basic qualifications and responsibilities of Membership, a Member of the Adjunct category shall:

- (a) Provide a written documentation from one or more Members of his Department and if applicable, discipline, attesting to a commitment to co-admit and provide for daily care and supervision for each inpatient.
- (b) Be available at the Hospital through the recovery period for outpatients undergoing procedures or provide written documentation from one or more Members of his Department and if applicable, field of practice, attesting to a commitment to cover outpatients in the recovery period in the Hospital.
- (c) Be willing to assist in emergency coverage of patients requiring his special expertise if no other Member in the Active category is qualified to provide such service.
- (d) Pay Professional Staff dues.
- (e) Actively support the Hospital in fulfillment of its mission.

- (f) At a minimum, attends (in person or by alternative means) Professional Staff meetings which the PSEC designates by written notice to the Members are mandatory for Members in this category.

9.4 AFFILIATE CATEGORY

9.4-1 Special Qualifications

Members of the Affiliate category are Practitioners who have a sincere interest in the Hospital but are unable to meet the requirements of any other category of the Professional Staff because of distance from the Hospital or practice focus.

9.4-2 Prerogatives

A Member in the Affiliate category may:

- (a) Provide consultation services as requested by the Attending Practitioner.
- (b) Visit their patients in the Hospital, review their records and make progress notes.
- (c) Attend general Professional Staff, Department and educational meetings.

9.4-3 Limitations

A Member in the Affiliate category does not have the same rights as Members of other categories. Specifically, they:

- (a) May not provide services or direct care of patients at the Hospital.
- (b) May not write orders.
- (c) May not vote at Professional Staff or committee meetings.

9.4-4 Special Responsibilities

In addition to the basic responsibilities of Membership, a Member in the Affiliate category shall:

- (a) Timely respond to information and status inquiries of the Professional Staff and Hospital.
- (b) At a minimum, attend (in person or by alternative means) Professional Staff meetings which the PSEC designates by written notice to the Members are mandatory for Members in this category.
- (c) Attendance requirements at all other meetings are waived with the exception noted above.
- (d) Pay Professional Staff dues.

9.5 EMERITUS CATEGORY

9.5-1 Qualifications

The Emeritus category shall consist of those Members who are elected to be such by reason of longevity of service to their profession and meritorious professional conduct at the Hospital. Any Member who has attained the age of sixty-five (65) years and has been a Member of the Active category of the Hospital (or a predecessor) for a period of twenty (20) years or more may be nominated by another voting Member assigned to the same Department for appointment to the Emeritus category. Appointment to the Emeritus category may be granted by a confirmed affirmative vote of two-thirds (2/3) majority vote of the voting Members present at a PSEC

meeting. Members in the Emeritus category must continuously meet all other qualifications of Active category.

9.5-2 Prerogatives and Responsibilities

An Emeritus category Member shall have the prerogatives and responsibilities of Members in the Active category except:

- (a) He shall not be required to pay any fees, dues or assessments.
- (b) He may be exempted from on-call and committee appointment, but if serving on-call or as a voting Member of a committee, he must meet duty and attendance requirements respectively.
- (c) He may hold elective office only if he consistently meets minimum attendance requirements of the Active category.

9.6 **TELEMEDICINE CATEGORY**

9.6-1 Special Qualifications

The Telemedicine Category shall consist of Practitioners who are recognized by the Professional Staff for their ability to provide specialized services for patients of the Hospital through telemetry and other telemedicine technology (at the request of a Member with privileges to order or perform such services), but do not reside in the community. A Practitioner in this category must:

- (a) Apply for telemedicine privileges on an application and participate in an application process which provides sufficient information to reasonably assure his identity, education, training, unquestioned competence in the field in which he will exercise telemedicine privileges, proven understanding of the technology to be used for exercise of telemedicine privileges, and ethics.
- (b) Be active in his particular area of practice or work and be a Member of the Medical Staff of another health care facility or is quality reviewed in a manner similar to what is required by a Member in the Active category at this Hospital.

9.6.2 Prerogative

A Member in the Telemedicine category may:

- (a) Attend but not vote at general Professional Staff, Department or Committee meetings and attend educational meetings.

9.7 **COVERAGE CATEGORY**

9.7-1 Special Qualifications

The Coverage Category shall consist of Practitioners who are an Active Member on staff at another local hospital, who provide cross coverage for an Active Member of the Professional Staff but do not wish to participate with a formal call schedule.

9.7-2 Prerogatives

A Member in the Coverage Category may:

- (a) Provide cross coverage for an Active Member of the Professional Staff on weekends, after hours or vacations only.

9.7-3 Limitations

A Member in the Coverage category does not have the same rights as Members of other categories. Specifically, they:

- (a) May not surpass an annual volume of thirty (30) inpatient procedures. If the volume is surpassed, the Member will be required to become Active.
- (b) May not have any outpatient activity at Ingham
- (c) May not vote at Professional Staff or committee meetings.

9.7-4 Special Responsibilities

In addition to the basic responsibilities of Membership, a Member in the Coverage Category shall:

- (a) Timely respond to information and status inquiries of the Professional Staff and Hospital.
- (b) At a minimum, attend (in person or by alternative means) Professional Staff meetings which the PSEC designates by written notice to the Members are mandatory for Members in this category.
- (c) Attendance requirements at all other meetings are waived with the exception noted above.
- (d) Pay Professional Staff dues.

ARTICLE X. MEETINGS OF THE PROFESSIONAL STAFF

10.1 REGULAR MEETINGS OF THE MEMBERS

Regular meetings of the Members of the Professional Staff shall be held in January, April, July and October, at a date, time and place designated by the CEO with the concurrence of the PSEC. Written notice of the date, time and place of such quarterly meetings shall be given to Member, not less than fourteen (14) business days nor more than forty (40) calendar days prior to the date of the meeting. The order of business shall be designated by the Co-Chiefs.

10.2 ANNUAL MEETING

The October quarterly meeting of the Professional Staff shall be designated the Annual Meeting. Not less than fourteen (14) business days prior to the date of the meeting, notice of the date, time and place of the Annual Meeting shall be in writing to each Member entitled to attend Professional Staff meetings. The order of business shall be designated by the Co-Chiefs.

10.3 SPECIAL MEETINGS OF THE MEMBERS

10.3-1 Calling Special Meetings

Special meetings of the Members may be called from time to time by the Co-Chiefs, the PSEC, or on the written request of ten percent (10%) of the voting Members. A request for a special meeting made by voting Members shall be in writing stating the reasons for the request and submitted to the CEO.

10.3-2 Notice of Special Meeting

Notice of the date, time and place of such special meeting, and a statement as to the purpose or purposes of such meeting, shall be made in writing and mailed or delivered to each Member entitled to attend and vote at such meeting, not less than three (3) business days before the date of such meeting, as scheduled. At such special meeting or special meetings, no other business than stated in the notice or as submitted to the Members entitled to attend the meeting, if the notice is not in writing, shall be transacted as official business.

10.4 QUORUM OF ACTIVE VOTING MEMBERS FOR TRANSACTING BUSINESS

To conduct business at any Annual, Regular or Special Meeting of the Members, a quorum must be present. Members eligible to vote and present (but at least three) shall constitute a quorum, unless a larger quorum or voting requirement is provided in these Bylaws or Bylaws Supplement for a particular issue or circumstance.

10.5 ROBERTS RULES OF ORDER

Except as herein specifically provided to the contrary, Roberts Rules of Order (current edition), as amended, shall be the governing authority respecting the Rules of Order and Procedure to be followed at all meetings of the Members.

10.6 ATTENDANCE

10.6-1 Record

A written record of attendance at all Staff meetings shall be kept.

10.6-2 Requirements

The PSEC may establish by written policy an attendance requirement and may require attendance of Members at specific meetings of the Professional Staff or committees.

10.6-3 Alternative Attendance

The PSEC shall consider alternatives to in person attendance at required meetings, including attendance by video or telephonic means. Alternative methods of attendance may be established by policy or administrative guideline.

ARTICLE XI. OFFICIALS OF THE PROFESSIONAL STAFF

11.1 OFFICIALS OF THE PROFESSIONAL STAFF

11.1-1 The Elected Officers of the Professional Staff shall be:

- (a) Co-Chiefs of the Professional Staff
- (b) Co-Chiefs of the Professional Staff-Elect
- (c) Secretary
- (d) Treasurer
- (e) Immediate Past Co-Chiefs

Elected officers must be, at the time and for a five (5) year period preceding their nomination and election, Members in an Active or Emeritus category and must remain Members in good standing during their terms of office. Failure to maintain such status shall immediately create a vacancy in the office involved.

11.1-2 Other Officials of the Staff

Other officials of the Professional Staff include four (4) PSEC Members at-large, Department Chairmen and such other officials as may be selected to perform or manage functions required by these Bylaws. To the extent that any such official performs any clinical functions, he must be and

remain a Member in an Active category of the Professional Staff, unless that requirement shall be waived by the Board, upon request of the CEO or Co-Chiefs.

11.1-3 Nominations

Nominations for elected officers and PSEC Members at-large shall be made as follows:

- (a) *By Nominating Committee*
A Nominating Committee selected by the Co-Chiefs with concurrence of the PSEC, preferably comprised of recent past Co-Chiefs shall convene and, for each elected open office, submit to the Secretary at least two (2) weeks prior to the July meeting, one (1) or more qualified nominees who have signified their willingness in writing to conscientiously serve if elected. The names of such nominees shall be reported to all Members in writing at the July meeting of the Professional Staff.
- (b) *Supplemental Nominations*
Supplemental nominations may be made for any office following the Nominating Committee's report, by written notice to the Members at least ten (10) days prior to the Annual Meeting.
- (c) *From the Floor*
Nominations of qualified persons may be made from the floor of the Annual Meeting.

11.2 DUTIES OF ELECTED OFFICERS

11.2-1 Co-Chiefs of Professional Staff

The Co-Chiefs shall serve as principal elected officials of the Professional Staff. As such, they shall:

- (a) Aid in coordinating the activities and concerns of Hospital Administration and of the nursing and other Hospital patient care services with those of the Professional Staff.
- (b) Communicate and represent the opinions, policies, concerns, needs and grievances of the Professional Staff directly to the Board by their physical presence at such time when the Board convenes and/or to the CEO.
- (c) Be responsible for the enforcement of the Bylaws and the Professional Staff Rules, for implementation of sanctions where these are indicated, and for the Professional Staff's compliance with review procedures in all instances where Corrective Action has been requested against a Member.
- (d) Call and be responsible for the agenda of all general meetings of the Professional Staff and share the duties of presiding at these meetings.
- (e) Serve as Co-Chiefs of the PSEC and as ex-officio Members on all other Professional Staff committees.
- (f) Appoint Members of the Active category to serve on committees of the Professional Staff.
- (g) Appoint the Chairmen of the committees of the Professional Staff from among Members of Active category.

11.2-2 Co-Chiefs of Professional Staff-Elect

The Co-Chiefs-Elect shall be Members of the PSEC and the Co-Chairmen of the Credentials Committee. In the temporary unavailability of Co-Chiefs, one of the Co-Chiefs-Elect shall assume all the duties and have the authority of a Co-Chief. They shall perform such additional duties as may be assigned to them by the Co-Chiefs, the PSEC, or the Board.

11.2-3 Secretary

The Secretary shall be a Member of the PSEC. His duties shall be to:

- (a) Assure proper notice is given of all Professional Staff meetings on order of the appropriate authority.
- (b) Assure preparation of accurate and complete minutes for all meetings.
- (c) Perform such other duties as ordinarily pertain to his office.

11.2-4 Treasurer

The Treasurer shall be a Member of the PSEC. His duties shall be to:

- (a) Assume that proper records are kept of Professional Staff funds.
- (b) Perform such other duties as ordinarily pertain to his office.

11.2-5 Immediate Past Co-Chiefs of Staff

The Immediate Past Co-Chiefs shall be Members of the PSEC and shall, in the temporary unavailability of Co-Chiefs and Co-Chiefs-Elect, one of the Immediate Past Co-Chiefs shall assume the duties and authority of the Co-Chiefs. A Co-Chief who resigns or is removed while in office as Co-Chief shall not serve as Immediate Past Co-Chief. When neither Immediate Past Co-Chiefs is qualified to serve, the position shall be filled by a previous Co-Chief nominated by the Co-Chiefs and approved by the PSEC.

11.3 ELECTION

Elected officers and at-large PSEC Members shall be elected at the Annual Meeting. Voting shall be by the voting Members using a secret written ballot. Voting by proxy shall not be permitted. A nominee shall be elected upon receiving a majority of the valid votes cast. If no candidate for the office receives a majority vote on the first ballot, a run-off election shall be held immediately between the two candidates receiving the highest number of votes. The results of the election shall be immediately submitted to the Board for approval.

11.4 TERM OF ELECTED OFFICER

Each elected officer shall serve a two (2) year term, commencing on the first day of the Professional Staff Year following his election. Each elected officer shall not serve for more than two (2) consecutive terms in the same office. Each elected officer shall serve until the end of his term and until a successor is elected, unless he shall sooner resign or be removed from office.

11.5 REMOVAL OF ELECTED STAFF OFFICIALS

Except as otherwise provided, removal of an elected official shall be effected either by the Board, acting upon its own recommendation, or by a two-thirds (2/3) vote of all the voting Members. Voting shall be by secret ballot of those in attendance following submission to the CEO of a petition signed by twenty five percent (25%) of the voting Members. Such a recall vote will be held at a Professional Quarterly Staff meeting. A notice of such recall vote must be made in writing to all voting Members thirty (30) calendar days prior to the meeting where the recall vote shall be taken

11.6 VACANCIES IN ELECTED OFFICER POSITIONS

Vacancies in elected Officer positions shall be filled as follows:

- (a) By the PSEC for officers other than the Co-Chiefs and Co-Chiefs-Elect.

- (b) If one of the Co-Chiefs dies, resigns, or is removed during his term, the most senior Co-Chief-Elect (longest term of Active Staff status) shall serve out the unexpired term and then serve as-Co-Chief for his two (2) year term.
- (c) The Co-Chiefs-Elect shall succeed to the office of the Co-Chiefs in the event both Co-Chiefs dies, resign, or are removed during their term. The Co-Chiefs-Elect shall serve out the remainder of the unexpired term and then serve as Co-Chiefs for their two (2) year term.
- (a) In the event of (b) above, the most senior immediate Past Co-Chief shall assume the responsibilities of the office of the Co-Chief-Elect until an Interim Co-Chief Elect is selected in a special election. The Interim Co-Chief-Elect will then assume the duties for the remainder of the unexpired term of the Co-Chief-Elect.
- (e) In the event of (c) above, both immediate Past Co-Chiefs shall assume the responsibilities of the office of the Co-Chief-Elect until Interim Co-Chiefs-Elect are selected in a special election. The Interim Co-Chiefs-Elect will then assume the duties, serve for the remainder of the unexpired term of the Co-Chiefs.

ARTICLE XII. COMMITTEES OF THE PROFESSIONAL STAFF

12.1 GENERAL PURPOSES AND DUTIES OF CLINICAL AND PROFESSIONAL REVIEW COMMITTEES

An essential purpose of the PSEC and all other created committees which have clinical or professional review functions, is to strive toward assuring that the pattern of patient care in the Hospital is consistently maintained at the level of quality and efficiency available by the state of the healing arts and the resources locally available. In an effort to achieve this purpose, these Professional Staff committees review the professional practices of the Hospital for the purposes of reducing morbidity and mortality and to improve the care of patients provided in the Hospital and comply with applicable regulatory and accreditation requirements.

12.1-1 Duties

The duties of the Professional Staff committees shall include:

- (a) Review of professional practices in an effort to reduce morbidity and mortality.
- (b) Review of the professional practices in an effort to improve the care and treatment provided to patients in the Hospital, which shall include monitoring Hospital policies and procedures, and requirements for alternate coverage and for consultations.
- (c) Review of quality and necessity of care provided to patients in the Hospital.
- (d) Review of preventability of complications and deaths occurring in the Hospital.
- (e) Review of Professional Staff and Hospital policies, rules and regulations and recommended methods of enforcement thereof and changes therein.
- (f) Directing, ordering and requiring the collection of records, data and knowledge in furtherance of its duties.
- (g) Preparation of reports concerning:
 - (1) Findings of the committee's review and evaluation activities.
 - (2) Recommendations for maintaining and improving the quality of care provided in the Hospital; and

- (3) Such other matters as may be requested from time to time by the PSEC or the Board.

All data and knowledge of these committees shall and must be kept in a confidential manner and shall, pursuant to MCL 333.20175, MCL 333.21513, MCL 333.21515, MCL 331.531, MCL 331.532, MCL 331.533 and other State and Federal statutes, and not be subject to disclosure or to being subpoenaed.

12.1-2 Record Maintenance and Accessibility

All Professional Staff committees shall record complete minutes of their meetings and, except for the PSEC, make reports and recommendations to the PSEC. Minutes shall be kept in the custody of the CEO. Committee Members shall have access to minutes for review of the committees of which they are a Member. All Members in an Active category shall have access to all minutes which do not involve confidential information. What constitutes confidential information for this purpose shall be determined by the CEO and Co-Chiefs in their sole discretion, after mutual consultation, subject only to contrary action of the Board.

12.2 CHAIRMEN

12.2-1 Appointments of committee Chairmen must be acceptable to the Board. Chairmen shall be appointed by the Co-Chiefs from among Members in the Active Staff category.

12.2-2 Appointments shall be made for an initial term of two (2) years. After serving an initial term, a Chairman may be reappointed from term to term.

12.2-3 A written record of meeting attendance shall be kept.

12.2-4 Because the committee responsibilities vary, the frequency of meetings will be individualized to meet its needs, accreditation requirements, and other pertinent needs.

12.3 PROFESSIONAL STAFF MEMBERS

12.3-1 Members of each committee, except as otherwise provided for in these Bylaws, shall be appointed every two (2) years by the Co-Chiefs, not more than ten (10) days after the end of the Professional Staff Year, with no limitation in the number of terms they may serve. All Members may be removed and vacancies filled by the Co-Chiefs at their discretion.

12.3-2 The CEO and the Co-Chiefs or their respective designees, shall be Members, ex officio, without vote on all committees, except as otherwise provided.

12.4 PSEC

12.4-1 Composition

(a) Officers of the Professional Staff, four (4) PSEC Members at-large and all the Chairmen and Co-Chairmen of the Professional Staff Departments shall be voting Members of PSEC.

(b) Department Co-Chairmen shall each have one-half (1/2) vote.

(c) The CEO, other administrative officers and designated Members of the Board shall be ex-officio Members of PSEC.

(d) The Co-Chiefs shall be the Co-Chairmen of the PSEC and shall vote only to break ties among the voting Members. In that instance, the Co-Chief who called the meeting to order shall cast the deciding vote.

- (e) The Co-Chiefs may appoint ex officio Members to the PSEC to include Committee Chairman and up to two Emeritus Members of the PSEC for two years if approved by the PSEC.

12.4-2 Duties

- (a) Represent and act, without requirement of subsequent approval, on behalf of the Staff in all matters between meetings of the Staff, subject only to any limitations imposed by these Bylaws.
- (b) Coordinate the activities and general policies of the various clinical Departments.
- (c) Receive and act upon committee reports and make recommendations concerning such reports to the CEO and the Board.
- (d) Implement policies of the Professional Staff which are not the responsibility of the clinical Departments.
- (e) Provide liaison among the Professional Staff, the CEO and the Board.
- (f) Recommend action to the CEO on matters of a Medico-Administrative and Hospital management nature, including the review of the non-financial terms of contracts with Members and AHPs for the performance of clinical duties.
- (g) Keep the Professional Staff abreast of the Hospital's accreditation program and status.
- (h) Take steps to enforce Hospital and Professional Staff policies and rules in the best interest of patient care and of the Hospital on the part of all persons who hold appointment to the Professional Staff and to make recommendations to the Board.
- (i) Take steps to resolve questions of the clinical competence, patient care and treatment, or case management involving Members.
- (j) Account to the Board for the general quality of medical care rendered to patients in the Hospital.
- (k) Direct investigations of alleged breaches of ethics or Bylaws by Members.
- (l) Review the Bylaws and Bylaws Supplement of the Professional Staff and recommend such changes thereto as may be necessary or desirable.
- (m) Direct Staff compliance activities for accreditation purposes.

In any instance where a Member of the PSEC has a potentially significant conflict of interest in any matter involving another Member which comes before the PSEC, or in any instance where a Member of the PSEC brought the complaint against another Member, the PSEC Member shall not participate in the discussion or voting on the matter and shall absent himself from that portion of the meeting, although he may be asked to answer any questions concerning the matter before leaving.

The Co-Chiefs, their representatives and such Members of the committee as may be necessary shall be available to meet with the Board or its applicable committee on all recommendations that the PSEC may make.

12.4-3 Meetings, Reports and Recommendations

The PSEC shall generally meet at least six (6) times per year, approximately every other month, or more often if necessary to transact pending business. Important actions of the PSEC shall be reported to the Professional Staff as a part of the PSEC's report at each quarterly Professional Staff

meeting. Recommendations of the PSEC shall be transmitted to the CEO and to the Board as the committee deems appropriate.

12.5 CREDENTIALS COMMITTEE

12.5-1 Composition

Unless otherwise specified by the PSEC with approval of the Board, the Credentials Committee shall be comprised of the Co-Chiefs-Elect, who shall serve as Co-Chairmen, Past Co-Chiefs, at least one representative from the specialties of Internal Medicine, Surgery, Family Practice, at least one representative from one of the Hospital-based departments (Radiology, Pathology, Anesthesiology, and Emergency Medicine), and a representative of the Board. The Credentials Committee may invite others to attend on a non-voting advisory basis.

12.5-2 Duties

(a) *Professional Staff Applicants*

- (1) Review the credentials of all applicants, make investigations and interview applicants as may be necessary, and make recommendations for appointment and delineation of Privileges in compliance with these Bylaws.
- (2) Make a report to the PSEC on each applicant for Professional Staff appointment and Privileges, including specific consideration of the recommendations from the Departments in which such applicant requests Privileges.
- (3) Review all information available regarding the professional and clinical competence of persons currently appointed to the Professional Staff, their care and treatment of patients and case management, and as a result of such review, make recommendations to the PSEC for the granting, reduction, or withdrawal of Privileges, reappointments, and changes in the assignment of Members to the various Departments.
- (4) Review reports concerning the Privileges of Members referred by any Department, the Co-Chiefs, the CEO, or the Chairman of the Board and make such recommendations to the PSEC as provided by these Bylaws.

(b) *Allied Health Professional Applicants*

- (1) Review the credentials of all AHP applicants, make investigations and interview applicants as may be necessary, and make recommendations for appointment and delineation of Specified Service Authority in compliance with these Bylaws.
- (2) Make a report to the PSEC on each applicant for AHP appointment and Specified Services Authority, including specific consideration of the recommendations from the Department under which such applicant requests specific Privileges.
- (3) Review all information available regarding the professional and clinical competence of persons currently appointed to the Allied Health Professional staff, their care and treatment of patients and case management, and as a result of such review, make recommendations to the PSEC for the granting, reduction, or withdrawal of Specified Service Authority, reappointments, and changes in the assignment of AHPs to the various Departments.
- (4) Review reports concerning the specific Privileges of AHPs referred by any Department, the Co-Chiefs, the CEO, or the Chairman of the Board and make such recommendations to the PSEC as provided by these Bylaws.

In any instance where a Member of the Credentials Committee has a potentially significant conflict of interest in any matter involving an applicant or Member of the Professional Staff which comes before the Credentials Committee, that Member shall not participate in the discussion or voting on the matter and shall absent himself from the meeting during that time, although he may be asked to answer any questions concerning the matter before leaving.

The Chairmen of the Credentials Committee, the Chairmen's representative or such Members of the committee as are deemed necessary shall be available to meet with the PSEC on all recommendations that the Credentials Committee may make.

12.5-3 Meetings, Reports and Recommendations

The Credentials Committee shall meet as often as necessary to accomplish its duties but at least six (6) times a year.

12.6 **BYLAWS COMMITTEE**

12.6-1 Composition

The Bylaws Committee shall be comprised of the Co-Chiefs, the Co-Chiefs-Elect, the CEO or designee, and such other persons as the Co-Chiefs shall select.

12.6-2 Duties

As a permanent mechanism for ongoing review of the Bylaws and Bylaws Supplement, the Committee shall review the Bylaws and Bylaws Supplement taking into consideration JCAHO and AOA policy changes and review findings, legal changes, and the current needs of the Hospital, the Staff, and the patients in the Hospital.

12.6-3 Meetings, Reports and Recommendations

The Bylaws Committee shall meet as often as necessary to accomplish its duties but at least annually. The Committee shall make a written report to the PSEC prior to the annual meeting of the Staff, including the Committee's recommendations for revision of the Bylaws and Bylaws Supplement.

12.7 **SPECIAL REVIEW FUNCTIONS**

The PSEC, in conjunction with the Board, shall assign to Professional Staff Departments, or establish committees which address the following clinical and professional review functions:

- (a) Quality assessment and improvement;
- (b) Utilization review and management;
- (c) Medical education;
- (d) Tissue review;
- (e) Blood transfusion and usage review;
- (f) Medical records policy compliance review;
- (g) Tumor review;
- (h) Disaster planning;
- (i) Infection control;
- (j) Pharmacy and therapeutics review;

- (k) Utilization of Osteopathic methods and concepts;
- (l) Usage of high technology equipment, such as lasers;
- (m) Usage and control of radioisotopes;
- (n) Institutional review of investigational studies;
- (o) Patient risk analysis and trends;
- (p) Ethical issues; and
- (q) Special care issues

The authority and responsibilities, including meetings and reporting of standing committees performing these review functions, shall be set forth in the Rules, an appendix to these Bylaws, or in a written protocol.

The PSEC may establish standing and special purpose committees to perform other functions, including the conduct of investigations or approve Professional Staff Credentials during the opposite months of the PSEC meeting. The authority and responsibility (including minimum meeting frequency and reporting) shall be specified for each such committee in the Rules, an appendix to these Bylaws, or in writing on file with the CEO.

12.8 SPECIAL COMMITTEES

Special committees and/or special sub-committees of the Professional Staff may be constituted, appointed, or dissolved from time to time by the Co-Chiefs or the PSEC. Such committees shall be given a written charge of their authority and responsibilities, including reporting obligations, and shall be dissolved when their purpose has been fulfilled.

ARTICLE XIII. ORGANIZATION OF DEPARTMENTS AND SECTIONS OF THE PROFESSIONAL STAFF

13.1 DESIGNATION OF DEPARTMENTS AND SECTIONS

The Professional Staff shall be organized into the following Departments:

- 13.1-1 Department of Anesthesiology
- 13.1-2 Department of Cardiology
- 13.1-3 Department of Emergency Medicine
- 13.1-4 Department of Family Practice
- 13.1-5 Department of Internal Medicine
- 13.1-6 Department of Obstetrics/Gynecology
- 13.1-7 Department of Pathology
- 13.1-8 Department of Pediatrics and Adolescent Medicine
- 13.1-9 Department of Psychiatry
- 13.1-10 Department of Orthopedic Surgery

13.1-11 Department of Radiology

13.1-12 Department of Surgery

13.2 ADDITIONAL DEPARTMENTS AND SECTIONS

13.2-1 Departments

Departments of the Staff may be combined, disbanded, or created by action of the PSEC with the concurrence of the Board. Any new Department must have at least ten (10) Active category Members. Dissolution or combination of Departments shall be effected only because there are less than ten (10) Active category Members in the Department or a Department refuses or is unable to carry out its responsibilities.

13.2-2 Sections

Sections of a Department, based on practice specialty or sub-specialty, may be established to facilitate performance of quality assessment/improvement, credentialing, rules and policy development. Sections shall be subject to Department rules, except as modified by Section rules approved by the Department and the PSEC. If so provided in the Department rules, Sections may be delegated functions of the Department relative to their respective practice specialty or sub-specialty area, including emergency on-call coverage.

Sections may be combined, disbanded, or created as needed by action of the PSEC without amendment to the Bylaws. For a new Section, there must be at least five (5) Members from the respective Department who qualify for such Section and agree to actively support its effective operation.

13.3 ASSIGNMENTS AND RULES

13.3-1 Assignments

Assignments to each Department shall be made by the PSEC and the Chairman of the Department. Section assignments shall be made by the Department's Management Committee and, if none, by the Department Chairman. Such assignments shall be made at the time of the initial appointment, or at other intervals as necessity demands and in conformance with the procedure for reappointments.

13.3-2 Rules

Each Department and Section shall formulate its own set of rules governing Members and others assigned to the Department or Section, including those affiliated with the Department and/or Section (such as nurse anesthetists, psychologists, biochemists, etc.). Consistent with 13.5-2, Department and section Rules may delegate to the Section performance of Department functions for Members in that Section. Such rules shall become effective when approved by the PSEC subject to contrary action by the Board. To the greatest degree possible, such rules should be consistent with the rules of other staff and Hospital departments addressing the same or similar subject matters. The PSEC or the Board may require one or more Departments to form a task force to address apparent conflicts in their rules and to develop consistent rules dealing with the same or similar subject matter.

13.4 ELECTION OF CO-CHAIRMEN OF DEPARTMENTS AND CHAIRMEN OF SECTIONS

13.4-1 Election Procedure

The Members of the Active category in each Department shall elect the Department (Co) Chairmen.

13.4-2 Term

Each Chairman of a Department shall, unless removed, serve a two (2) year term or until his successor takes office.

13.4-3 Removal

Removal of a Chairman of a Department may be effected by any one of the following means:

- (a) A two-thirds (2/3) majority vote of all Members in the Active category in the Department, but no such removal shall be effective until it has been ratified by the PSEC and the Board;
- (b) A two-thirds (2/3) majority vote of the PSEC after consultation with the Department, but no such removal shall be effective unless it has been ratified by the Board; or
- (c) Direct action by the Board.

13.5 QUALIFICATIONS AND FUNCTIONS OF DEPARTMENT CO-CHAIRMEN

13.5-1 Each Department Chairman shall:

- (a) Be a Member of the Active category in good standing who is certified as a specialist by a specialty board recognized by Hospital or has been determined to have equivalent professional stature and qualifications;
- (b) Be accountable for all professional activities of the Department to the PSEC and for all administrative activities of the Department to the CEO;
- (c) Be a Member of the PSEC, giving guidance on the overall medical policies of the Hospital and making specific recommendations and suggestions regarding his own Department in order to maintain quality patient care;
- (d) Maintain continuing review of the professional performance of all Members or others including AHP's with Privileges in his Department and report regularly thereon to the PSEC. Such continuing review shall include concurrent and retrospective evaluation of the conduct of care within the Department by disease, therapeutic measures, complications, mortalities, and other meaningful criteria and comparison with desirable achievable patterns of care;
- (e) Be responsible for initiation of enforcement of acceptable patterns of practice, the Bylaws, Rules and Hospital policies within the Hospital with special focus on those pertaining to his Department;
- (f) Be responsible for implementation within the Department, actions taken by the PSEC;
- (g) Transmit to the PSEC and to the Credentials Committee, the Department recommendations concerning the Professional Staff category, the reappointment, and the delineation of Privileges for all Members or other Practitioners affiliated with the Department;
- (h) Direct Members of the Department in establishing the Department's own criteria, consistent with the policies of the Professional Staff and of the Board, for the granting of Privileges;
- (i) Be responsible for teaching, education, and research in the Department and cooperate in formulating educational programs for all persons in training;
- (j) Prepare periodic and annual reports of the Department, including budgetary planning as may be required for the PSEC, the CEO, and the Board, such as pertinent monthly statistics, mortality figures, and infection reports;

- (k) Be an ex-officio Member without vote on all committees of his Department;
- (l) Be an advisor to the CEO on the purchase of equipment and the supplies to be used by the Department;
- (m) Monitor medical record practices and enforce medical record policies within the Department;
- (n) Serve as an advisor to the CEO and the Board, especially for Hospital activities involving long-range planning;
- (o) Be responsible for formulating special rules and policies applicable to the Department including standing orders;
- (p) Receive and review requests for Privileges or specified service authority for Allied Health Professionals who would be assigned to the Department; and
- (q) Chair the Departmental Management Committee, if consistent with Department structures.

13.5-2 Delegation

Consistent with Department Rules, a Departmental Chairman may delegate one or more specific duties to the Department Management Committee or a Section Chairman (if the matter delegated involves the operation of his Section). Such delegation, however, shall not relieve the Department Chairman of his accountability for the matters delegated and assurance that the delegated matters are timely and effectively performed.

13.5-3 Alternate

- (a) In the event there is a single Department Chairman, and he is unavailable or may not appropriately participate in an activity he has or shares responsibility for because of a conflict of interest (e.g. he is personally the subject of the Departmental review), his responsibilities shall be assumed by the Vice Chairman, if any, a former Department Chairman, Member of the Department Management Committee, or Section Chairman, selected by the Co-Chiefs and CEO jointly (acting for the Board).
- (b) When there are Department Co-Chairmen, and one may not appropriately participate in an activity he has or share responsibility for because of a conflict of interest (e.g. he is personally the subject of the Departmental review), his responsibilities shall be assumed by the other Co-Chairman. If both Co-Chairmen have conflicts of interest or are unavailable, their responsibilities shall be assumed by the Vice Chairman, if any, a former Department Chairman, Member of the Department Management Committee, or Section Chairman, selected by the Co-Chiefs and CEO jointly (acting for the Board).

13.6 DEPARTMENT CO-CHAIRMAN, MANAGEMENT COMMITTEE AND/OR VICE CHAIRMAN

The voting Members in a Department may establish through Department rules the position of Co-Chairman, Vice Chairman and/or a Department Management Committee.

- (a) The Co-Chairmen, if any, shall be selected in the manner provided in Section 13.4-1. Both Co-Chairmen shall be voting Members of the PSEC, but each will have only one-half (1/2) vote. Both Co-Chairmen will be responsible for performance of the functions of the Chairman (Section 13.5-1).
- (c) The Vice Chairman, if any, shall be selected in the manner provided by Department Rules.
- (d) If created, a Department Management Committee shall consist of the Department Co-Chairmen, a Vice Chairman, if any, and other Members of the Department selected by the Co-Chairmen, and shall function as the Executive Operations Committee of the Department.

13.7 DEPARTMENT MEETINGS

13.7-1 Frequency and Nature

Each Department shall meet at least quarterly to carry out the review of clinical work of the Department. In surgical departments, a pathologist may be required to attend so as to address post-operative pathology findings.

13.7-2 Minutes

Confidential minutes shall be kept, recording the attendance, cases discussed, discussants, and sufficient information to indicate that clinical review was adequately accomplished.

13.7-3 Attendance

All Members are encouraged to attend. Attendance requirements shall be those set forth in Article IX.

13.8 SECTIONS

13.8-1 Appointment and Removal of Section Chairmen

Section Chairmen shall be appointed in the following manner: the Chairman of the Department of which the Section is a part shall select Section Chairmen; or shall be elected by the section if permitted by Department Rules.

13.8-2 Duties of Section Chairman

Section Chairmen shall:

- (a) Accept such responsibility as may from time to time be delegated by the Department Chairman.
- (b) Make recommendations consistent with those duties outlined in Section 13.5-1 of these Bylaws. Such recommendations shall be given to the Department Chairman who in turn shall present such recommendation to the PSEC.

13.8-3 Section Meetings

Section meetings shall be held as provided in Department or Section rules. Matters requiring Section approval shall require a two-thirds (2/3) majority vote of voting Section Members present at the meeting. Such attendance at Section meetings may count toward other Departmental attendance requirements. Confidential minutes shall be maintained of the Section's proceedings.

13.9 SPECIAL PROFESSIONAL REVIEW

13.9-1 Nature of Special Professional Review

A confidential professional review, study or investigation of the practice of one or more Members or practices may be initiated on a Department basis for the purpose of formulating policy or resolving concerns regarding patient care, cooperation, and collegiality among the Professional Staff and Hospital staff, or the reputation of the Hospital and/or its Professional Staff. The procedure for doing so may be set forth in a Professional Staff Policy.

13.9-2 Confidentiality

Departments, Sections, and special professional review committees shall each have professional functions, records, data, and knowledge acquired by or for their entities or their Chairmen, and other representatives shall be confidential and privileged against liability pursuant to MCL 333.20175(b), MCL 333.21513, MCL 333.21515, MCL 331.531, MCL 331-532, MCL 331.533, and other state and federal laws, as more fully provided for in Article XIV below.

ARTICLE XIV. CONFIDENTIALITY, IMMUNITY AND RELEASE

14.1 SPECIAL DEFINITIONS

For the purpose of this Article, the following special definitions shall apply:

14.1-1 *"Representative"*

Means a person, committee, medical professional staff organization, board, or entity which has the obligation to: conduct professional review; undertake professional review actions; or collect, prepare, hold, or disclose professional review information concerning a Hospital Practitioner.

14.1-2 *"Facility"*

Means a health care facility or organization and includes the Hospital, other hospitals, clinics, universities, health maintenance organizations, prudent purchaser organizations, and independent practice associations.

14.1-3 *"Professional Review"*

Means the review of the health, clinical ability, ethics and education of a Member and includes, but is not limited to; morbidity and mortality review; utilization review; patient care and audits; performance reviews in an academic or practice setting; Professional Liability Insurance underwriting reviews; credential investigations; appraisals for Professional Staff or AHP appointment or reappointment; review of applications for employment at a Facility (as defined); or initiation of corrective action proceedings or appellate reviews in the course of a Facility's Professional Staff or AHP affairs.

14.1-4 *"Professional Review Information"*

Means records, data, and knowledge developed or collected in connection with professional reviews, and includes, but is not limited to, applications, reports, minutes, transcripts, recommendations, and summaries respecting professional review.

14.1-5 *"Professional Review Action"*

Means an action taken in the process of a professional review or on account of professional review information. Professional review actions include, but are not limited to, appointment, non-appointment, reappointment, and non-reappointment as a Member or AHP; reports made of a Hospital Practitioner's activities in a Facility; and a recommendation or imposition of discipline or restrictions upon the professional activities of a Member or AHP.

14.1-6 *"Hospital Practitioner"*

Means a Practitioner or AHP who has applied for or holds Professional Staff membership, AHP affiliation, Privileges, and/or specified service authority at the Hospital.

14.2 AUTHORIZATIONS AND CONDITIONS

By applying for or exercising Privileges or Specified Service Authority within the Hospital, a Hospital Practitioner:

- 14.2-1 Authorizes representatives of the Hospital and the Professional Staff to solicit, provide, and act upon Professional Review Information;

- 14.2-2 Agrees to be bound by the provisions of this Article and to waive and release all legal claims against any representative who acts in accordance with the provisions of this Article; and
- 14.2-3 Acknowledges that the provisions of this Article are express conditions to his application for, or acceptance of, Professional Staff membership, AHP affiliation, exercise of Privileges, or provision of specified patient services at the Hospital.

14.3 CONFIDENTIALITY OF PROFESSIONAL REVIEW INFORMATION

Professional Review Information regarding a Hospital Practitioner held by Hospital shall, to the fullest extent permitted by law, be confidential, including but not limited to, MCL 333.20175, MCL 333.21513, MCL 333.21515, MCL 331.531, MCL 331.532 and MCL 331.533 and other State and Federal Statutes. Professional Review Information regarding a Hospital Practitioner shall not be disclosed to anyone other than a Representative or Facility which is conducting professional review involving the Hospital Practitioner or, as required by law, to a governmental agency.

Professional Review Information concerning a Hospital Practitioner shall not be a part of a patient's medical record nor the Hospital's general business records. The Board, PSEC, Co-Chiefs, Department Chairman, a Service Director, and CEO shall each have the authority to enforce this Section.

14.4 IMMUNITY FROM LIABILITY

14.4-1 Good Faith Immunity

No Representative nor Facility shall be liable, in damages or otherwise, for any Professional Review Action taken or for the disclosure, in good faith, of Professional Review Information with respect to any Hospital Practitioner. There shall be a presumption of good faith, and truth shall be an absolute defense in any legal proceeding charging a Representative or Facility with liability for Professional Review Actions taken or for Professional Review Information disclosed, in his/its capacity as a Representative or Facility, concerning a Hospital Practitioner.

14.4-2 Total Immunity for Communications to Governmental Agencies or Compliance With Law or Court Procedures

Neither a Representative of the Hospital nor the Hospital itself shall have any liability, in damages or otherwise, to a Hospital Practitioner for any information communicated to governmental agency under the assumption or belief the Representative or the Hospital had a legal or moral obligation to do so. Moreover, neither a Representative affiliated with the Hospital nor the Hospital itself shall have any liability to a Hospital Practitioner for communication of any information in accordance with a court order and/or governmental agency. The provisions of this Section, however, do not waive the rights or confidentiality rights of the Hospital or its representatives under 14.3.

14.5 WAIVER OF PRIVILEGE BY HOSPITAL PRACTITIONER

Any Member who shall bring legal action against a Facility or Representative for a Professional Review Action shall, by bringing such legal action, waive any legal confidentiality privilege he may have with respect to Professional Review Information concerning him. However, such legal action and waiver by a Hospital Practitioner shall not limit the right of a Representative or Facility to assert a confidentiality right otherwise available to either of them.

14.6 RELEASES AND AUTHORIZATIONS

Each Member shall, to facilitate Professional Review and Professional Review Actions, execute written releases and/or authorizations consistent with this Article upon request of the Hospital or a Hospital Representative. However, execution of a release or authorization is not a prerequisite to the effectiveness of this Article.

14.7 CUMULATIVE EFFECT

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

ARTICLE XV. MISCELLANEOUS PROVISIONS

15.1 PROFESSIONAL LIABILITY INSURANCE

15.1-1 Basic Requirement

Each Practitioner granted Privileges in the Hospital shall meet Professional Liability Insurance responsibility requirements established by the Board. This requirement shall automatically be deemed met by a Practitioner having in force Professional Liability Insurance from an insurer licensed to do business in the State of Michigan with limits prescribed by the Board. Exceptions of any kind shall be within the Board's discretion.

15.1-2 Records and Changes in Compliance

A record of the current status of Professional Liability Insurance shall be submitted to and maintained by the CEO. Any change in the status of the means of Professional Liability Insurance, including the name of the Professional Liability Insurance carrier and the amount of coverage, shall be reported to the CEO within seven (7) business days subsequent to the change. Failure of a Member to do so constitutes grounds for corrective action, including termination of Professional Staff appointment.

15.2 PHYSICAL AND MENTAL HEALTH QUALIFICATIONS

Each Member who has been granted Privileges to practice at the Hospital may be required upon request of the PSEC or of the Board, to receive a physical or mental examination. The purpose of the examination(s) is to assist the PSEC or Board in determining the continued ability of the Member or AHP to competently, and safely exercise Privileges which, he holds or seeks. If such examination(s) should be required, the authorized body requesting the examination(s) shall select the Physician(s) to perform said examination(s), and the expense for the examination(s) shall be borne by the Member. The findings of the examination(s) shall be directly reported to the authorized body requesting same.

15.3 FORMS

Application forms and any other prescribed forms required by these Bylaws for use in connection with Staff appointments, reappointments, delineation of Privileges, corrective action, notices, recommendations, reports, and other matters shall be adopted by the Board after considering the advice of the PSEC.

15.4 TRANSMITTAL OF REPORTS

Reports and other information which, these Bylaws require the Staff to transmit to the Board shall be deemed so transmitted when delivered, unless otherwise specified, to the CEO.

15.5 PROFESSIONAL REVIEW FILES

The Hospital shall, in cooperation with the Staff, maintain a separate professional review file or sub-file for each Member, AHP affiliated with the Hospital, and initial applicant. The professional review matter in these files shall be confidential in the same manner provided in 14.3 and protected from disclosure by MCL 333.20175, MCL 333.21513, MCL 333.21515, MCL 331.531, MCL 331.532 and MCL 331.533 and other applicable State and Federal law.

15.6 NATURE OF PROFESSIONAL STAFF BYLAWS

The Bylaws provide for the statement of objectives, organization, governance, and basic rights and responsibilities of membership. More specifically, the Bylaws, Appendices and Bylaws Supplement, shall include provision for such things as PSEC; membership and Privileges; hearings and appeals; Corrective Action; categories of membership; and the qualifications, selection, and removal of staff officers, among others.

15.7 ROLE AND CONTENT OF PROFESSIONAL STAFF BYLAWS SUPPLEMENT

The Professional Staff shall adopt a Bylaws Supplement consisting of the Rules and appendices as may be necessary for the proper conduct of the work of the Professional Staff. It may also contain policies.

15.7-1 Appendices

Appendices represent supplementation to the Bylaws which sets forth detailed procedures for exercise of governance responsibilities. Appendices shall include but are not limited to the process for conducting hearings on corrective action and protocol for establishing the name, appointment process for, and duties of Professional Staff committees.

15.7-2 Rules of the Professional Staff

Rules represent supplementation to the Bylaws which, are detailed requirements for personal conduct of Members and Specified Professional Personnel, including ethical requirements.

15.8 PROFESSIONAL STAFF POLICIES

The Professional Staff shall from time to time issue policies. Policies are statements of principle which, shall guide the Professional Staff on matters of moral, legal, or academic concern. While violations of a policy may form the basis for corrective action, policies shall not either increase or limit procedural process protections in the Bylaws or Bylaws Supplement. Policies shall be adopted and amended by PSEC or the Board, with appropriate Professional Staff input, and in the event of any irreconcilable differences, the Board's position shall control. All policies shall be published (on paper and/or electronically) for the Professional Staff when issued. However, if a policy specifies a manner of personal conduct expected of Members in the nature of a Rule, it shall be made part of the Bylaws Supplement.

15.9 ADMINISTRATIVE GUIDELINES OR PROCEDURES

Administrative guidelines or procedures are issued to guide Professional Staff leadership and supporting staff in the implementation of the Bylaws and Bylaws Supplement. They shall be entirely interpretive, advisory and procedural in nature and shall not set forth substantive requirements for Members generally. Administrative guidelines or procedures may be adopted by the Co-Chiefs, Chief Medical Officer, PSEC or the Board with notice to others. Administrative guidelines or procedures need only be issued to those persons who are expected to use them.

15.10 DEPARTMENT AND SECTION RULES

Each Department and Section (with appropriate Department consent) may adopt such rules and policies subject to PSEC approval as may apply strictly to the administration of its own activities. Rules of the clinical Departments and Sections shall, in a manner consistent with the Bylaws and Rules, prescribe specific patient care and administrative procedures necessary for the sound operation of the Departments and Sections involved. Joint Department rules may be proposed for PSEC approval by two or more Departments when activities of those Departments overlap or consistent rules would otherwise be desirable and a general Professional Staff Rule is not as appropriate.

15.11 ONGOING BYLAWS REVIEW PROCESS

Ongoing review of the Bylaws and Bylaws Supplement shall be performed by the Bylaws Committee as provided in 12.6.

15.12 INTERPRETATION

15.12.1 Conformance with Law

These Bylaws and the Bylaws Supplement shall be interpreted in a manner consistent with applicable law. In the event the provisions of these Bylaws or Bylaws Supplement promulgated hereunder shall not be in conformance with Michigan or Federal Law, these Bylaws and the Bylaws Supplement shall be deemed automatically amended to comply with such law. As soon thereafter as may be practicable, such change shall be made in writing in the Bylaws or the Rules. A finding that any article, section, or sub-section is legally invalid shall not invalidate the effectiveness of all other portions of the Bylaws or Bylaws Supplement which are consistent with law. Nothing contained in these Bylaws, the Professional Staff Review Procedure Appendix, or Bylaws Supplement thereunder shall in any manner restrict or limit the authority of the Board to exercise its responsibilities as the governing body of Hospital pursuant to the provisions of the Michigan Public Health Code.

15.12-2 Modification by Formal Agreement

The provisions of these Bylaws and Bylaws Supplement may be modified or superseded by an agreement or policy adopted by the Staff and approved by the Board in a manner which meets the voting requirements of the amendment to these Bylaws.

15.12-3 Emergency Action

In the event there is bona fide need for immediate action by the Professional Staff, any procedural rule or requirement in these Bylaws or the Bylaws Supplement (e.g. a meeting notice requirement) may be modified by joint written action of the CEO, the Co-Chiefs and an authorized representative of the Board.

15.13 ADOPTION, FORMAL AMENDMENT AND REPEAL

15.13-1 Professional Staff Bylaws and Appendices

Professional Staff Bylaws and Appendices may be adopted, amended or repealed by the following combined action:

- (a) The affirmative vote of a two-thirds (2/3) majority of the Members in the Active category eligible to vote on this matter who are present in person or by written ballot at a meeting at which there is a quorum, provided at least thirty (30) calendar days' written advance notice, accompanied by the proposed amendments or alterations, has been given of the intention to take such action; and
- (b) The affirmative vote of a majority of the Board provided, however, that in the event that the Staff shall fail to exercise its responsibility and authority as required and after notice from the Board of such effect, including a reasonable period of time for response, the Board may, upon its own initiative, formulate or amend these Bylaws and Appendices. In such event, Staff recommendations and views shall be carefully considered by the Board during its deliberation and in its action.

15.13-2 Professional Staff Rules and Policies

- (a) *By PSEC:* Rules and Policies, except as otherwise provided therein, may be adopted, amended, or repealed by the PSEC at any meeting at which a quorum is present by a majority vote of those present and eligible to vote. The action of the PSEC to adopt, amend, or repeal Rules or Policies shall take effect sixty (60) calendar days after notice of the PSEC's action is given to the Membership and the Board, unless within that sixty (60) calendar day period, the Staff (by a majority of a quorum of the Active category

Members) or the Board (by majority of a quorum) votes to rescind the PSEC's action, in whole or part; or

- (b) *By Professional Staff or Board:* Professional Staff Rules and Policies in the Bylaws Supplement may also be adopted, amended, or repealed in the same manner as provided for amendment of these Bylaws.

15.13-3 Notice to Professional Staff

When Bylaws, Rules, or Bylaws Appendices or Policies are adopted, materially amended, or repealed, notice of the action and copies of any materially changed provisions shall be made available to all Members.

15.14 CONFLICT WITH HOSPITAL BYLAWS

In case of conflict between these Bylaws and the Hospital Bylaws, or any contract between a Member and the Hospital the Hospital Bylaws shall control.

The foregoing Professional Staff Bylaws were APPROVED and RECOMMENDED for Board adoption by the Professional Staff of Hospital on the 26th day of January, 2004.

Co-Chief of Professional Staff

Co-Chief of Professional Staff

Secretary of Professional Staff

The foregoing Professional Staff Bylaws were APPROVED and ADOPTED by the Board of Trustees of Hospital on the 13th day of May, 2004.

President of Board of Trustees

Secretary of Board of Trustees

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