Wellington Regional Medical Center

Medical Staff Bylaws

June 2012

Approved by Medical Staff: June 18, 2012

Approved by Board of Governors: August 21, 2012

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DEFINITIONS

ADVERSE DECISION: means a professional review action (as defined by the federal Health Care Quality Improvement Act of 1986) in which the Board or Medical Executive Committee denies, terminates, limits, suspends or modifies a grant of Privileges or Medical Staff Membership for reasons relating to professional conduct or competency. Unless otherwise provided in these Bylaws, maintaining but not exercising clinical privileges and/or the non-renewal of clinical privileges due to an exclusive contract, operation of a department or service on a closed staff basis or other policy decision of the Hospital shall not be considered an adverse decision.

ALLIED HEALTH PROFESSIONAL (AHP): An individual who provides direct patient care services in the Hospital, generally under a defined degree of supervision unless permitted by State law and the Hospital's policy to practice independently, exercising judgment within the areas of documented professional competence and consistent with applicable law. AHPs are designated by the Board to be credentialed through the Medical Staff system and are granted Privileges as either a dependent or independent healthcare professional as defined in these Bylaws. AHPs are not eligible for Medical Staff membership. The Board has determined the categories of individuals eligible for Privileges as an AHP are physician assistants (PA), certified registered nurse anesthetists (CRNA), certified nurse midwives (CNM), clinical psychologists (Ph.D.) and advanced registered nurse practitioners (ARNP).

ANCILLARY MANUALS: means the Credentials Manual and Corrective Action and Fair Hearing Manual.

BOARD CERTIFICATION: means the designation conferred by one of the affiliated specialties of the American Board of Medical Specialties (ABMS), the American Osteopathic Association (AOA) Bureau of Osteopathic Specialists (AOABOS), the American Board of Oral and Maxillofacial Surgery, American Board of Podiatric Surgery (ABPS), hold certification in their specialty from the Royal College of Physicians and Surgeons (for Canadian physicians), or be deemed as applicable upon a physician, dentist, or podiatrist who has successfully completed an approved educational training program and an evaluation process, including passing an examination, in the applicant's area of clinical practice.

BOARD, HOSPITAL BOARD or GOVERNING BOARD: means the local governing body of the Hospital which has been delegated specific authority and responsibility, and appointed by the Board of Directors of the Hospital. The Board is the "governing body" as described in the standards of the Joint Commission and the Medicare Conditions of Participation.

BYLAWS: means these Medical Staff Bylaws that provide the framework for the organized Medical Staff, its responsibilities, and mechanisms for self-governance of the Medical Staff; and the working relationship with and accountability to the Board.

CHAIR: means the Physician and active Medical Staff Member, with appropriate Privileges, responsible for directing the functions and meetings of a clinical department or a committee.

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

CHIEF OF STAFF: means a Member of the Medical Staff (active staff) who is elected in accordance with these Bylaws to serve as chief officer of the Medical Staff of the Hospital.

CORRECTIVE ACTION: means an action taken by the Medical Staff or Board which denies, terminates, limits, suspends or modifies the Privileges or Medical Staff Membership of a Practitioner for reasons relating to professional conduct or competency, which entitles the Practitioner to procedural rights as outlined in these Bylaws. Required evaluations, warnings, reprimands, and performance monitoring are not considered Corrective Actions.

CREDENTIALS COMMITTEE: means the credentialing and privileging committee of the Hospital which reviews applications for initial membership and reappointment to the Medical Staff, makes recommendations to the Medical Executive Committee of the Hospital regarding assignment of Privileges, recommends policies and

procedures related to the credentialing of Practitioners, conducts investigations when applicable and may serve as a peer review committee.

DATE OF RECEIPT: means the date any Notice, Special Notice, or other communication is delivered personally, by facsimile, certified mail, overnight courier, or by electronic mail (email); or if such Notice, Special Notice, or other communication was sent by mail, it shall mean seventy-two (72) hours after the Notice, Special Notice, or other communication was deposited, postage prepaid, in the United States mail, or upon date of receipt or rejection if sent via certified mails, return receipt requested; or if such Notice, Special Notice, or other communication was sent by reputable overnight courier (e.g. FedEx or UPS), the next business day.

DAYS: means calendar days, unless otherwise noted.

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

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

DEPENDENT HEALTHCARE PROFESSIONAL: means a professional not employed by the Hospital who provides patient care services in support of, or under the direction of, a Medical Staff member. Dependent Healthcare Professionals shall include, without limitation, medical device or pharmaceutical representatives, operating room nurses and technicians, perfusionists, surgical first assistants, clinical assistants, autotransfusionists, orthotists/prosthetists, registered and practical nurses, dental technicians, lactation consultants, doulas, and medical assistants. The foregoing categories of Dependent Healthcare Professionals are separate and distinct from AHPs. Hospital policies and procedures shall govern the actions and patient care services provided by Dependent Healthcare Professionals and shall have their qualifications and ongoing competence verified and maintained through a process administered by the Hospital.

DOCTOR OF OSTEOPATHY: means a doctor holding a D.O., or a respectively equivalent degree and a valid license to practice osteopathy in the State of Florida.

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

HOSPITAL: means Wellington Regional Medical Center and includes all of its facilities and all of its personnel and organizational entities, including the Medical Staff.

JOINT CONFERENCE: means a meeting between representatives of the Board (appointed by the Board Chair) and representatives of the Medical Staff (appointed by the President) to address matters of a medico-administrative nature, including, without limitation, all matters related to these Medical Staff Bylaws, Ancillary Manuals, or such other issues as the Joint Conference attendees deem appropriate.

MEDICAL DOCTOR: means a physician holding a M.D., or a respectively equivalent degree and a valid license to practice medicine in the State of Florida.

MEDICAL EXECUTIVE COMMITTEE (MEC): means the executive committee of the Medical Staff.

MEDICAL STAFF or STAFF: means the formal organization of Members credentialed, privileged, and appointed through the organized medical staff process in these Bylaws accountable to the Board. The Medical Staff is a self-governing entity accountable to the Board and operates under these Bylaws, Rules and Regulations and Policies adopted by the voting Members and approved by the Board.

MEDICAL STAFF YEAR: means the period from January 1 to December 31 of each calendar year.

MEMBER: means a Practitioner who has been appointed by the Board to be a Member of the Medical Staff.

MONTHLY: means each month of the calendar year. However, committees required to meet monthly shall hold at least ten (10) meetings in a calendar year, but need not hold twelve (12) meetings.

NOTICE: means a written or electronically transmitted communication delivered personally to the addressee or sent by certified mail, overnight courier, or United States mail, first-class postage prepaid, addressed to the addressee at the last address as it appears in the official records of the Medical Staff or Hospital.

ORGANIZED HEALTH CARE ARRANGEMENT: means a clinically integrated care setting in which individuals typically receive health care from more than one provider and which is defined in 45 C.F.R. § 160.103 commonly known as the HIPAA Privacy Regulations.

PEER REVIEW: means the review of an individual's performance of clinical professional activities as part of the Medical Staff's quality oversight and performance improvement responsibilities.

PERFORMANCE IMPROVEMENT COMMITTEE: means any group of Medical Staff and Hospital personnel who are organized to address matters of quality performance and professional conduct on the part of a Medical Staff Member or Practitioner.

PHYSICIAN: means an individual with an M.D., D.O., D.M.D., D.D.S., D.P.M., Psy.D, Ed.D, or Ph.D degree who is licensed to practice in the State of Florida.

POLICIES: means all Medical Staff and Hospital policies approved by the MEC and ratified by the Board referred to in these Medical Staff Bylaws

PRACTITIONER: means any physician who has been granted Privileges by the Board.

PRIVILEGE: means the permission granted by the Board to a Practitioner to render or exercise specific clinical, diagnostic, therapeutic, medical, surgical or dental services and/or procedures in the Hospital.

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

PSYCHOLOGIST: means a psychologist holding a Psy.D, Ed.D, Ph.D or equivalent degree and a valid license to practice psychology in the State of Florida.

RULES AND REGULATIONS: means the document containing provisions which govern the day-to-day practice of medicine at the hospital approved by the MEC and ratified by the Board.

SPECIAL NOTICE: means written notification sent by hand delivery, certified or registered mail return receipt requested, or overnight courier to the addressee.

STATE: The State in which the Hospital operates and is licensed to provide patient care services, which is Florida.

TIME LIMITS: means all time limits referred to in these Bylaws, the Ancillary Manuals, or in any other Medical Staff Policies are advisory only, and are not mandatory unless a specific provision states that a particular right is waived by failing to take action within a specified time period.

ARTICLE I
PURPOSE

The Medical Staff of Wellington Regional Medical Center is established by the Board to assist the Hospital in meeting its mission and to carry out duties assigned to it by the Board in order to enhance the quality and safety of care, treatment, and services provided to patients. The Medical Staff is considered part of an Organized Health Care Arrangement.

ARTICLE II
MEDICAL STAFF MEMBERSHIP AND CATEGORIES

2.1 Eligibility and Qualification for Membership

Membership on the Medical Staff is a privilege granted only to professionally competent applicants who continuously meet the qualifications, standards and requirements set forth in these Bylaws and in Medical Staff and Hospital Policies.

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

Medical Staff membership and/or clinical privileges shall be related to professional ability and judgment; relevant training and experience; health status (subject to necessary reasonable accommodation to the extent required by law); current competence and to the Hospital's purposes, needs, and non-exclusive capabilities, and to the Hospital's specific goals and objectives in the Hospital's short and long range plans. It is recognized that some patient care services at the Hospital may be provided exclusively by a limited number of practitioners selected by the Hospital and who have been properly processed and granted Medical Staff membership and/or clinical privileges. No application for Medical Staff membership or privileges shall be accepted or processed unless the privileges to be exercised are not subject to an exclusive contractual arrangement or the Department to which the applicant would be assigned is not closed.

To be eligible to apply for initial membership appointment or reappointment to the Medical Staff of Hospital, applicants must hold a license to practice in the State of Florida as a Doctor of Medicine (M.D.), Doctor of Osteopathy (D.O.), Doctor of Podiatric Medicine (D.P.M.), Dentist with a Doctor of Dental Medicine (D.M.D.) or Dental Surgery Degree (D.D.S.), Membership applicants to the Medical Staff have the burden of documenting to the satisfaction of the Board that they will contribute to meeting the mission of the Hospital and have the ability to do so competently, safely, and collaboratively by providing the following requested information regarding their:

a. physical and mental capabilities and ability to safely and competently exercise any Privileges requested.

b. intended practice plans.

c. adherence to the ethics of their profession.

Specifically, physicians, podiatrists, dentists, and psychologists must:

d. Have and maintain a current, unrestricted license to practice in Florida.

e. Be board certified or board admissible/eligible/qualified as determined by the appropriate board. Beginning August 17, 2010, practitioners who are Board qualified (eligible) at the time of application must become Board Certified within five (5) years of appointment. Applicant can request in writing an extension for good cause; such request will be considered by the Credentials and Medical Executive Committees, with final decision to be made by the Board of Governors. Examples of good cause include but are not limited to military service, education,

or illness of applicant or immediate family member. All Medical Staff members who are members prior to August 17, 2010 and are not board certified will be grandfathered and this requirement will be waived.

f. Where applicable to his practice, have and maintain a current unrestricted federal Drug Enforcement Agency registration number and Florida Pharmacy registration number.

g. Possess and maintain current, valid professional liability insurance that covers all privileges requested with an insurance carrier authorized by the State of Florida Office of Insurance Regulation as a licensed provider of professional malpractice insurance. Insurance must be carried in a form and amount as determined from time to time by the Board, but never less than $250,000/$750.000. Should the practitioner elect not to possess this coverage, proof of compliance with FS 458.320 is required.

h. Have a practice or residence close enough to the Hospital to provide timely and continuous care for their patients as determined by the Board.

i. Seek privileges that are subject to an exclusive contract only if employed by such group, or otherwise contracted or affiliated with such group providing the services pursuant to the exclusive contract.

j. Be eligible to participate in Medicare, Medicaid, and other federally sponsored healthcare reimbursement programs.

k. Be able to demonstrate the ability to work cooperatively with others and to treat others within the Hospital with respect at all times. Evidence of ability to display appropriate conduct and behavior shall include, without limitation, responses to related questions provided in information from training programs, peers, and other facility affiliations.

l. Understand that if there is any material misstatement in, or material omission from, an application for appointment or reappointment, the Hospital may stop processing the application because the application will be deemed incomplete. There shall be no entitlement to a hearing or appeal if the application is deemed incomplete.

Additional membership and privileging requirements concerning associated details can be found in the Medical Staff Credentials Manual or in the Medical Staff's delineation of privileges forms.

An applicant who does not meet the basic qualifications is ineligible to apply for Medical Staff membership and his application shall not be processed. The qualifications for membership must be documented with sufficient adequacy to satisfy the Medical Staff and Board that each has enough information to make a fully informed decision regarding appointment and assignment of privileges.

No applicant shall be appointed to the Medical Staff if the Hospital, in its sole discretion, does not provide the service to which the applicant is applying or Hospital is unable to provide adequate facilities and support services for the applicant or his patients. Refusal to accept or review requests for Staff Membership or Privileges based upon Hospital's ability to accommodate, as described in this section, shall not constitute a denial of Staff Membership or Privileges and shall not entitle the individual to any procedural rights of hearing or appeal. Any portion of the application which is accepted (e.g., requests for Privileges that are not subject to a limitation) shall be processed in accord with these Bylaws.

The Board may make exceptions or additions to any of the above qualifications and requirements after consultation with the Medical Staff through a Joint Conference.

2.2 Closed Staff; Exclusive Contracts

2.2.1 As part of the process for ongoing evaluation and planning of patient care services, the Board may determine as a matter of policy that a Department and/or particular patient care service shall be operated on a closed staff basis, and/or that a particular service shall be provided and certain Hospital clinical facilities may be used on an exclusive basis in accordance with an exclusive contract between the

Hospital and qualified professionals. Among the many factors the Board may consider and evaluate in deciding to enter into an exclusive contract or close a Department in furtherance of quality patient care are community needs as well as the Hospital's economic goals. Whenever Hospital policy specifies that certain Hospital facilities may be utilized or services may be provided on an exclusive basis in accordance with contracts or letters of agreement between the Hospital and qualified practitioners, then other practitioners and AHPs must, except in a life threatening emergency, adhere to the exclusivity policy in arranging for or providing care.

2.2.2 In clinical services in which the Hospital contracts for the provision of Hospital-based professional services, which may include, but are not limited to, anesthesiology, radiology, radiation oncology, emergency medicine, pathology, and other contracted professional services, appointment to the Medical Staff and access to Hospital resources is restricted to practitioners and AHPs who are members of the group under contract or proposed contract or providing such contract so as to enable the service to fulfill its obligations for patient care. Applications for initial appointment, reappointment, or for privileges related to those Hospital facilities and/or services specified in such contract(s) will not be accepted or processed unless submitted with confirmation from the Chief Executive Officer that they are from applicants or members that have an existing or proposed contract or agreement with the Hospital.

2.2.3 A practitioner who is or will be providing contract services pursuant to a contract or a letter of agreement according to this Section 2.2, must meet the same membership qualifications and must fulfill all of the obligations for membership category and clinical privileges as any other applicant or Medical Staff member, except as expressly provided by these Bylaws. Practice at the Hospital is always contingent upon continued qualification for staff membership, and is also dependent on the clinical privileges granted and the terms of the exclusive services arrangement. The right of a practitioner who is providing contract services to **perform those services** at the Hospital is automatically terminated when his staff membership expires or is terminated. Similarly, an individual's right to render services under the contract is automatically limited to the extent that his clinical privileges are reduced, restricted, or terminated. Further, the effect of expiration or other termination of a contract upon a provider's staff membership and clinical privileges will be governed solely by the terms of the practitioner's contract with the Hospital or the contract with the Hospital held by the group with which the practitioner is affiliated. The terms of any written contract between the Hospital and a practitioner or the group with which the practitioner is employed or otherwise contracted or affiliated shall take precedence of these Bylaws. If the contract or employment agreement is silent on the matter, then contract expiration or other termination alone will not immediately affect the practitioner's staff membership or clinical privileges, except that the practitioner may not thereafter exercise an clinical privileges for which the Hospital has made exclusive contractual arrangement with another practitioner or group and such privileges will not be renewed upon the expiration of the affected individual's term of appointment.

2.2.4 Individuals who have previously been granted privileges, which have become subject to and covered by an exclusive contract, will not be able to exercise those privileges unless they become parties to the contract. Such practitioners' privileges subject to and covered by an exclusive contract shall not be renewed upon the expiration of the individual's term of appointment. The Board shall notify the affected individuals through the CEO of the clinical privileges that have become subject to closure and/or subject to an exclusive contract. Non-renewal or maintaining but not exercising such clinical privileges shall not be considered an adverse decision or action. There shall be no hearing or appeal rights, including those set forth in Article X of these Bylaws and the Corrective Action and Fair Hearing Manual available to individuals in connection with these decisions to close a service and/or enter into an exclusive contract, or otherwise discontinue or change the services offered by the Hospital.

2.3 Responsibilities of Membership

Each Member of the Medical Staff must continuously comply with the provisions of these Bylaws, the Ancillary Manuals and the Medical Staff Rules and Regulations. Members also must:

a. Provide continuous and timely care to all patients for whom the individual has responsibility.

b. Provide, with or without request, new and updated information to the Hospital as it occurs, pertinent to any question found on the initial Medical Staff application or reappointment forms.

c. Appear for personal interviews (in person or by teleconference) in regard to an application for initial appointment or reappointment, as requested by the Hospital.

d. Refrain from illegal fee splitting or other illegal inducements relating to patient referrals.

e. Refrain from deceiving patients as to the identity of any individual providing treatment or services.

f. Seek an appropriate consultation whenever necessary to assure adequate quality of care.

g. Complete in a timely manner all medical and other required records, and inputting all information required by the Hospital.

h. Satisfy continuing medical education requirements for licensure and as may be required under policies adopted from time to time by the Medical Staff.

i. Supervise the work of any allied health professional under his direction.

j. Assist other Physicians in the care of their patients when asked in order to meet an urgent patient need or assure the well-being of a patient.

k. Treat employees, patients, visitors, and other physicians in a dignified and courteous manner at all times.

l. Maintain back-up coverage to be provided by a Member of the Hospital's Medical Staff.

Furthermore, each Member of the Medial Staff, by accepting Medical Staff appointment, agrees to:

m. Abide by these Bylaws, the Ancillary Manuals, all supplemental Medical Staff manuals and Medical Staff Rules and Regulations.

n. Participate in and collaborate with the peer review and performance improvement activities of the Medical Staff and Hospital. These include monitoring and evaluation tasks performed by the Medical Staff, and compliance with Hospital efforts to meet standards such as those established by The Joint Commission (TJC), insurers, the Centers for Medicare and Medicaid Services (CMS) and other governmental agencies (e.g., core measures).

o. Assist the Hospital in fulfilling its responsibilities for providing emergency and charitable care in accordance with policies passed by the MEC and Board.

p. Undergo any type of health evaluation by a consultant selected by the Hospital, including random drug and/or alcohol testing, as requested by the officers of the Medical Staff, Chief Executive Officer (CEO), and/or MEC when it appears necessary to protect the well-being of patients and/or staff, or when requested by the MEC or Credentials Committee as part of an evaluation of the Member's ability to exercise Privileges safely and competently, or as part of a post-treatment monitoring plan consistent with the provisions of any Medical Staff and Hospital Policies addressing physician health or impairment. The nature and scope of the health evaluation (including drug and/or alcohol testing) and/or random drug and/or alcohol testing shall be at the sole discretion of the officers of the Medical Staff, Chief Executive Officer (CEO), and/or MEC.

q. Participate in any type of competency evaluation when determined necessary by the MEC and/or Board in order to properly delineate that Member's Privileges.

r. Provide patient care and management only within the parameters of his professional competence, as reflected in the scope of Privileges granted to the Physician by the Board.

s. Hold harmless and agree to refrain from legal action against any individual, the Medical Staff, or Hospital that appropriately shares, in accordance with applicable law, peer review and

performance information with a legitimate health care entity or state licensing board assessing the credentials of the Member.

t. Abide by the current Principles of Medical Ethics and Code of Medical Ethics of the American Medical Association, Code of Ethics of the American Osteopathic Association (AOA), Principles of Ethics and Code of Professional Conduct of the American Dental Association, the Code of Ethics of the American Psychological Association, or the ethical standards governing the Member's practice. The Member shall also agree to abide by any applicable codes of conduct adopted by the Medical Staff and/or Hospital.

u. Abide by all local, state and federal laws and regulations, The Joint Commission (TJC) standards, and state licensure and professional review regulations and standards, as applicable to the Member's professional practice and the Hospital's operations and business.

v. Pay all applicable fees at initial appointment and reappointment thereafter.

2.4 Categories of Medical Staff Membership

The Medical Staff shall be divided into the following categories: Active, Provisional, Courtesy, Affiliate, Consulting, Coverage, and Honorary. Category status for each Physician will be recommended by the MEC at appointment or reappointment and ratified by the Board.

2.4.1 Active Staff

Qualifications: Appointees to this category must:

a. Be a qualified physician, dentist, or podiatrist who desires to practice actively at Wellington Regional Medical Center. Individuals appointed to this category must have completed their Provisional Staff appointment year.

b. Demonstrate their interest in and commitment to the hospital through active clinical practices and participation in medical staff activities and responsibilities. Specifically, the Active Staff shall consist of individuals who are involved in a minimum of twenty-four (24) patient contacts at the Hospital, over a twenty-four (24) month period or at time of reappointment, whichever is sooner. A patient contact is defined as any admission, consultation, procedure (inpatient or outpatient), and/or evaluation and service performed in the Emergency Department or performed in the Hospital. The patient contact must be documented in each patient's medical record. After initial appointment, category status will be assigned at reappointment based on contact activity during the previous twenty-four (24) month period or at anytime by request of the Medical Staff Member. Notwithstanding the foregoing, where a Physician brings particular skills, contributions, or benefits to the Hospital and Medical Staff, the Board may appoint the Physician to the Active Staff even if the Physician does not meet the minimum activity requirements.

Prerogatives: Appointees to this category may:

a. Exercise those Privileges granted by the Board.

b. Vote on all matters presented at general and special meetings of the Medical Staff, and at meetings of department(s) and committees to which he is appointed.

c. Hold office and sit on or act as chair of any committee, unless otherwise specified elsewhere in these Bylaws.

Responsibilities: Appointees to this category must:

a. Meet the basic responsibilities of Medical Staff membership, as defined in Article 2.3, and contribute to the organizational and administrative affairs of the Medical Staff.

b. Actively participate in recognized functions of Medical Staff appointment, including performance improvement, quality improvement, peer review, risk and utilization management, the monitoring of initial appointees, credentialing activities, medical records completion, and the discharge of other Medical Staff functions and departmental obligations as may be required from time to time.

c. Comply with these Bylaws, the Ancillary Manuals and all applicable Hospital and/or Medical Staff Rules and Regulations and Policies.

d. Participate in providing emergency department call and in other coverage arrangements as defined in Policies.

e. Perform such further duties as may be required under these Bylaws, the Ancillary Manuals and/or Policies, including any future changes to these documents.

2.4.2 Provisional Staff

Qualifications – Appointees to this category must:

a. be a qualified physician, dentist, or podiatrist who desires to practice actively at Wellington Regional Medical Center.

b. be serving their first year on Staff, and must demonstrate their interest in and commitment to the Hospital through active clinical practices and participation in medical staff activities and responsibilities.

c. are involved in the care and treatment of at least six (6) patients during his/her first year at the Hospital as measured by patient contacts, which are defined as admissions, consultations, procedures (inpatient or outpatient), and/or evaluations and services performed in the Emergency Department, or are hospital based physicians

d. are active in medical staff activities and responsibilities, such as committee assignment with the exception of chair;

Prerogatives: Appointees to this category may:

a. Provisional Staff members shall be entitled to admit and treat patients within the limits of their assigned clinical privileges;

b. Not vote in General Medical matters;

Responsibilities: Appointees to this category must:

a. assume all the functions and responsibilities of appointment to the Active Staff;

b. attend medical staff and department meetings;

c. serve on medical staff committees, as assigned with the exception of chair;

d. participate in performance improvement, monitoring, and peer review activities as may be assigned by department or committee chairs, including the evaluation of provisional members.

2.4.3 Courtesy Staff

Qualifications: Appointees to this category must:

a. be a physician, dentist, or podiatrist who is involved in the care and treatment of fewer than twelve (12) patients per year at the hospital (this shall not include the use of the hospital's diagnostic facilities, access to which is unlimited)

b. have an Active Staff appointment at another hospital, unless an exception is made in unusual circumstances by the Credentials and Executive Committees

c. at each reappointment time, provide evidence of clinical performance at their primary hospital in such form as may be required by the Credentials Committee, other committee, or Board in order to allow for an appropriate assessment of continued qualifications for medical staff appointment and clinical privileges. In addition, especially for those Courtesy Staff appointees who do not maintain a primary appointment at another hospital, the individuals shall provide such other information as may be required in order to perform an appropriate evaluation of qualifications (including, but not limited to, information from the physician's office practice, information from managed care organizations in which the physician participates, and/or receipt of confidential evaluation forms completed by referring/referred to physicians); and

d. provide timely and continuous care for their patients.

Prerogatives: Appointees to this category may;

a. not vote or hold office; but

b. shall be entitled to admit and treat patients (pursuant to SECTION 1) within the limits of their assigned clinical privileges; and are permitted to use the hospital's diagnostic facilities.

Responsibilities: Appointees to this category may;

a. assume all the functions and responsibilities of appointment to the Active Staff;

b. attend medical staff and department meetings;

c. serve on medical staff committees, as assigned with the exception of chair;

2.4.4 Affiliate Staff

Qualifications: Appointees to this category must:

a. be a physician, dentist, or podiatrist who desires to be associated with the hospital, but who does not intend to establish a practice at this hospital. The primary purpose of the Affiliate Staff is to promote educational opportunities, including continuing medical education endeavors, and to permit such individuals to access hospital services for their patients by direct referral of patients to other members of the staff for admission, evaluation, and/or care and treatment.

Prerogatives: Appointees to this category may:

a. Not be granted clinical privileges;

b. refer patients to other members on the medical staff for admission, evaluation and/or care and treatment;

c. may visit their hospitalized patients and review their hospital medical records but shall not be permitted to admit patients, to attend patients, to exercise any clinical privileges, to write orders or progress notes, to make notations in the medical record or to actively participate in the provision of care or management of patients in the hospital;

d. are encouraged to attend educational programs sponsored by the hospital or medical staff;

e. generally have no staff committee responsibilities, but may be assigned to special committees (with vote).

Responsibilities: Appointees to this category must:

a. acknowledge on their applications for appointment and reappointment that appointment to the Affiliate Staff is a courtesy which may be terminated by the Board upon recommendation of the Executive Committee, without rights to a hearing or appeal as set forth in the Credentialing Policy or these Bylaws.

2.4.5 Consulting Staff

Qualifications: Appointees to this category may be a telemedicine provider or other provider and must:

a. be physicians of selected recognized specialties or with medical expertise not otherwise available on the Medical Staff;

b. be credentialed and privileged in the same manner as any other applicant/reappointment with clinical privileges, with the exception that Telemedicine physicians may be credentialed in accordance with The Joint Commission (TJC) standards.

Prerogatives: Appointees to this category may:

a. not be eligible to vote or hold office on Medical Staff Committees, but may serve as deemed necessary by the committee chair.

Responsibilities: Appointees to this category must:

a. be available to consult on case by case basis as requested;

b. write orders, progress notes, and opinions in Medical Record.

2.4.6 Coverage Staff

Qualifications: Appointees to this category must:

a. be a physician, dentist, or podiatrist who wishes to join the Medical Staff for the sole purpose of providing coverage to practitioners already on the Medical Staff.

b. provide coverage for Active and Provisional Staff practitioners only.

c. Be an Active member of the Medical Staff of at least one other hospital.

Prerogatives: Appointees to this category may:

a. Hold Coverage Staff status only as long as the coverage arrangement exists.

b. Not be eligible to vote at meetings, serve on committees, or hold office.

Responsibilities: Appointees to this category must:

a. Provide immediate written notification, in conjunction with the Active Staff member, to the Credentials Committee when such coverage is terminated, at which time the Medical Staff membership of the Coverage Staff practitioner shall also be terminated.

b. Not exceed 15 encounters per year. If such encounters exceed 15 per year, practitioner will be placed in Active category, with all attendant prerogatives and responsibilities, including ER Call Rotation.

c. Not admit or treat patients of his/her own except when providing coverage for the Active Staff practitioner

2.4.7 Honorary Staff

The Honorary Staff category is restricted to Members the Medical Staff wishes to honor. Criteria for this category include, without limitation, Physicians who have actively participated in Hospital affairs, committee activity and have had a Medical Staff leadership role. The department or the MEC may forward the names of Members being considered for this category and will submit a recommendation to the MEC for consideration and decision. Such Honorary Staff appointees are not eligible to admit patients to the Hospital or to exercise Privileges in the Hospital, nor vote at any meetings attended. Honorary Staff may, however, attend Medical Staff and Department meetings and educational programs. They may also be appointed as voting or non-voting members of committees when interested so that the Medical Staff may take advantage of their unique experience or talents. Honorary Staff shall not vote or hold office within the Medical Staff organization. An Honorary Staff Member may serve on committees of the Medical Staff or Hospital as a voting Member and may also attend Medical Staff and department meetings, but as a non-voting Member. These practitioners shall not be required to live or practice in Palm Beach County. There shall be no requirement for the reappointment of Honorary Staff Members. Furthermore, as retired physicians, Honorary Staff Members may hold no privileges nor are required to maintain an active license, DEA number, or proof of financial responsibility.

Prerogatives: Individuals in the Honorary Staff category shall be invited and welcome to attend education and social functions of the Hospital and Medical Staff as appropriate.

Responsibilities: Individuals in the Honorary Staff category will conduct themselves at all times in a manner that will not diminish or tarnish the reputation of the Medical Staff or the Hospital.

2.5 Change in Staff Category

Pursuant to a request by the Medical Staff member, upon a recommendation by the Credentials Committee, or pursuant to its own action, the MEC may recommend a change in Medical Staff category of a Member consistent with the requirements of these Bylaws. The Board shall approve any change in category after being duly apprised by the MEC of the reasons for any change in category. Determinations regarding assignment of Medical Staff category are not subject to review under the due process provisions of these Bylaws.

2.6 Limitation of Prerogatives

The prerogatives of Medical Staff membership set forth in these Bylaws are general in nature and may be subject to limitation or restriction by special conditions attached to an individual's appointment, reappointment, or Privileges, by state or federal law or regulations, by other provisions of these Bylaws or by other Policies, or by commitments, contracts, or agreements of the Hospital.

2.7 Member Rights

Members appointed to the Medical Staff shall have the following rights, in addition to the procedural due process rights enumerated in these Bylaws:

2.7.1 Each Member of the Active Staff has the right to an audience with the MEC on matters relevant to the responsibilities of the MEC. In the event that such Member is unable to resolve a matter of concern after discussion with the appropriate Department or committee chair or other appropriate Medical Staff leader(s), that Member may, upon written notice to the Chief of Staff at least two weeks in advance of a regular meeting of the MEC, meet with the MEC or MEC subcommittee to discuss the issue. The Chief of Staff will have discretion regarding the timing and placement of the issue on the MEC agenda or direction of the issue to a subcommittee.

2.7.2 Each Member of the Active Staff has the right to initiate a recall vote of Medical Staff officers or Department chairs in accordance with the recall provisions provided in these Bylaws.

2.7.3 Each Member of the Active Staff has a right to petition to call a special meeting of the general Medical Staff to discuss a matter relevant to the Medical Staff. Upon presentation by the Member of a petition signed by twenty-five percent (25%) of Members of the Active Staff category, the MEC shall schedule a special meeting of the Medical Staff for the specific purposes addressed by the petitioners. No business other than that detailed in the petition may be transacted at this meeting.

2.7.4 Each Member of the Active Staff may by petition raise a challenge to any Policy established by the MEC. If presented by such Member with a petition signed by twenty-five percent (25%) of the Active Staff Members of the Medical Staff, the MEC will do one of the following:

a. Provide the petitioners with information clarifying the intent of such policy and the justifications for its adoption; and/or

b. Schedule a meeting with the petitioners to discuss the issues raised with regard to the policy. The conflict management process set forth in Article XI, Section 11.6 of these Bylaws shall apply.

2.7.5 Any Member of the Active Staff or Associate Staff may call for a Department meeting by presenting a petition signed by twenty-five percent (25%) of the Members of the Department. Upon presentation of such a petition, the Department Chair will schedule a Department meeting to discuss the concerns raised by the petitioners.

2.7.6 The above Sections on Member Rights (2.7.1 through 2.7.5) do not pertain to issues involving individual peer review or performance evaluation (including focused and ongoing professional practice evaluation), formal investigations of professional performance or conduct, denial of requests for appointment or privileges, restriction or conditions placed on appointment or privileges, or any other matter relating to individual membership or privileges. Recourse with regard to these matters is set out in Article X.

2.8 Allied Health Professionals

2.8.1 Category: AHPs are person(s) other than Physicians who are granted Privileges to practice in the Hospital and are directly involved in patient care but are not members of the Medical Staff. Such persons may be employed by Physicians on the Medical Staff, but whether or not so employed, must be under the direct supervision and direction of a Physician, unless permitted by State law and the Hospital's policy to practice independently, and not exceed the limitations of practice set forth by their respective State licensing board.

2.8.2 Qualifications: Only AHPs holding a license, certificate or other official credential as provided under State law, shall be eligible to provide specified services in the Hospital as delineated by the MEC and approved by the Board.

AHP's must:

a. Document their professional experience, background, education, training, demonstrated ability, current competence and physical and mental health status with sufficient adequacy to demonstrate to the Medical Staff and the Board that any patient treated by them will receive quality care and that they are qualified to provide needed services within the Hospital;

b. Establish, on the basis of documented references, that they adhere strictly to the ethics of their respective provisions, work cooperatively with others and are willing to participate in the discharge of AHP Staff responsibilities;

c. Have professional liability insurance in the amount required by these Bylaws;

d. Provide a needed service within the Hospital; and

e. Unless permitted otherwise by law and by the Hospital to practice independently, provide written documentation that a Physician has assumed responsibility for the acts and omissions of the AHP and responsibility for directing and supervising the AHP.

2.8.3 Prerogatives: Upon establishing experience, training and current competence, AHPs, as identified in this Section 2.8, shall have the following prerogatives:

a. To exercise judgment within the AHP's area of competence, providing that a Physician has the ultimate responsibility for patient care except as otherwise specifically permitted;

b. To participate directly, including writing orders to the extent permitted by law, in the management of patients under the supervision or direction of a Physician; and

c. To participate as appropriate in patient care evaluation and other quality assessment and monitoring activities required of the Medical Staff, and to discharge such other Staff functions as may be required from time-to-time.

2.8.4 Conditions of Privileges:

a. AHPs shall be credentialed in the same manner as outlined in Article III of the Medical Staff Bylaws for credentialing of Medical Staff Members. Each AHP shall be assigned to one (1) of the Departments and shall be granted Privileges relevant to the care provided in that Department. The Board in consultation with the MEC shall determine the scope of the activities which each AHP may undertake. Such determinations shall be furnished in writing to the AHP and shall be final and not subject to due process, except as specifically and expressly provided in these Bylaws.

b. Privileges of AHPs must be approved by the Board and may be terminated by the Board or the CEO. Adverse actions or recommendations affecting AHP privileges shall not be afforded the same due process set forth in Article X of these Bylaws. However, the affected AHP shall have the right to request to be heard before the Credentials Committee or Performance Improvement Committee, as applicable, with an opportunity to rebut the basis for termination. Upon receipt of a written request, the Credentials Committee or Performance Improvement Committee shall afford the AHP an opportunity to be heard by the Committee concerning the AHP's grievance. Before the appearance, the AHP shall be informed of the general nature and circumstances giving rise to the action, and the AHP may present information relevant thereto. A record of the appearance shall be made. The Credentials Committee or Performance Improvement Committee shall, after conclusion of the investigation, submit a written decision simultaneously to the MEC and to the AHP.

c. The AHP shall have a right to appeal to the Board any decision rendered by the Credentials Committee or Performance Improvement Committee. Any request for appeal shall be required to be made within fifteen (15) days after the date of the receipt of the Credentials Committee's or Performance Improvement Committee's decision. The written request shall be delivered to the Chief of Staff and shall include a brief statement of the reasons for the appeal. If appellate review is not requested within such period, the AHP shall be deemed to have accepted the action involved which shall thereupon become final and effective immediately upon affirmation by the MEC and the Board. If appellate review is requested the Board shall, within fifteen (15) days after the receipt of such an appeal notice, schedule and arrange for appellate review. The Board shall give the AHP notice of the time, place and date of the appellate review which shall not be less than fifteen (15) days nor more than ninety (90) days from the date of the request for the appellate review. The appeal shall be in writing only, and the AHP's written statement must be submitted at least five (5) days before the review. New evidence and oral testimony will not be permitted. The Board shall thereafter decide the matter by a majority vote of those Board members present during the appellate proceedings. A record of the appellate proceedings shall be maintained.

d. AHP shall at all times have a current contract with an Active or Courtesy Staff member in good standing. AHP Privileges shall automatically terminate upon revocation or suspension of the Privileges of the AHP's supervising Physician, unless another qualified physician indicates his willingness to supervise the AHP and complies with all requirements hereunder for undertaking such supervision. In the event that an AHP's supervising Physician's Privileges are significantly reduced or restricted, the AHP's Privileges shall be reviewed and modified by the Board upon recommendation of the MEC. Such actions shall not be covered by the due process provisions of Article X of these Bylaws. In the case of CRNAs who are supervised by an operating surgeon, the CRNA's privileges shall be unaffected by the termination of a given surgeon's privileges so long as other surgeons remain willing to supervise the CRNA for purposes of their cases.

2.8.5 Responsibilities:

a. Provide his patients with continuous care at the generally recognized professional level of quality;

b. Abide by these Medical Staff Bylaws and other lawful standards, Policies and Rules & Regulations of the Medical Staff, and personnel policies of the Hospital, if applicable;

c. Discharge any committee functions for which he is responsible;

d. Cooperate with members of the Medical Staff, administration, the Board and employees of the Hospital;

e. Adequately prepare and complete in a timely fashion the medical and other required records for which he is responsible;

f. Abide by the ethical principles of his profession and specialty; and

g. Notify the CEO and the Chief of Staff immediately (but in no case later than five (5) days) if:

(1) His professional license in any state is suspended or revoked;

(2) His professional liability insurance is modified or terminated;

(3) He is named as a defendant, or is subject to a final judgment or settlement, in any court proceeding alleging that he committed professional negligence or fraud; or

(4) He ceases to meet any of the standards or requirements set forth herein for continued enjoyment of AHP appointment and/or Privileges;

(5) He becomes ineligible to participate in Medicare, Medicaid, and other federally sponsored healthcare reimbursement programs.

h. Comply with all State and federal requirements for maintaining confidentiality of patient identifying medical information, including the Health Insurance Portability and Accountability Act of 1996, as amended, and its associated regulations, and execute a health information confidentiality agreement with the Hospital.

2.9 Dependent Healthcare Practitioners Not Employed by Hospital.

Other categories of dependent healthcare professionals who are not Hospital employees but who provide patient care services in support of, or under the direction of, a Medical Staff member shall have their qualifications and ongoing competence verified and maintained through a process administered by the Hospital. Categories of Dependent Healthcare Professionals subject to such Hospital processes, policies and procedures shall include, without limitation, medical device or pharmaceutical representatives, operating room nurses and technicians, perfusionists, surgical first assistants, clinical assistants, autotransfusionists, orthotists/prosthetists, registered and practical nurses, dental technicians, lactation consultants, doulas, and medical assistants. Hospital policies and procedures shall govern the actions and patient care services provided by Dependent Healthcare Professionals. These categories of Dependent Healthcare Professionals are not considered AHPs. Although a Medical Staff member may provide employment, sponsorship and supervision of a non-Hospital-employed Dependent Healthcare Professional through the terms of a sponsorship agreement, which shall impose binding responsibilities upon the Medical Staff member, these Bylaws shall not apply to such Dependent Healthcare Professionals.

ARTICLE III
CREDENTIALING AND THE DETERMINATION OF PRIVILEGES

3.1 Appointment and Reappointment of Medical Staff Membership

The following steps describe the process for credentialing (appointment and reappointment) of Medical Staff Members and other Practitioners. Associated details may be found in the Medical Staff Credentials Manual.

3.1.1 Individuals interested in appointment to the Medical Staff or Privileges may request from the Hospital or the CVO an application and a list of the eligibility requirements for membership and/or Privileges. Current eligible Members of the Medical Staff will automatically be sent an application for reappointment in a timely fashion.

3.1.2 Upon completion and submission of the application to the CVO, a designated individual will verify the contents and confirm that the applicant is eligible to have the application processed further. If the application shows the applicant is not eligible for membership or Privileges, he will be notified that no further evaluation or action will occur regarding the application.

3.1.3 The Medical Staff Office will process qualified applications in accordance with the Credentialing Manual, and prepare the completed and verified file for review and evaluation by the appropriate Department Chair (or designee). This review will include, without limitation, consideration of the applicant's individual character, individual clinical competence, individual training, individual experience, and individual professional judgment and conduct. The Department Chair will forward a recommendation concerning appointment of the applicant to the Credentials Committee.

3.1.4 The Credentials Committee will review the application and forward its recommendation to the MEC.

3.1.5 The MEC will review the application and forward its recommendation to the Hospital Board regarding membership, Privileges, and if appropriate, Medical Staff category, and Department assignment. The MEC may refer an application back to the Credentials Committee if it feels more information or evaluation of the applicant is necessary.

3.1.6 The Hospital Board will review the application and determine whether to offer the applicant membership and/or Privileges and whether any restrictions or conditions should be attached to an offer of membership or Privileges. Membership will be offered upon action by the Board and membership will become effective upon acceptance of the offer by the applicant.

3.1.7 Applicants may appeal adverse recommendations by the MEC and adverse decisions made by the Board in accordance with provisions in these Bylaws, except in cases where the application is deemed incomplete or minimum criteria for processing is not met or where the due process set forth in Article X is not applicable.

3.2 Granting of Clinical Privileges

The following steps describe the process for granting Privileges to qualified applicants. Associated details may be found in the Medical Staff Credentials Manual and on Medical Staff Delineation of Privileges documents. Practitioners shall be entitled to exercise only those Privileges specifically granted to them by the Hospital Board. The Medical Staff may recommend Privileges for Practitioners who are not members of the Medical Staff, but who hold a license to practice dependently or independently.

3.2.1 Applicants initially applying for Medical Staff membership or for reappointment must complete the appropriate forms to request specific Privileges. Applicants ineligible for Medical Staff membership but eligible for Privileges will complete the appropriate request forms. These forms are available from the Hospital.

3.2.2 Upon completion and submission of the appropriate forms to the Medical Staff Office, a designated individual will confirm that the applicant is eligible to have the requests processed further. Privilege requests that do not demonstrate compliance with eligibility requirements will not be processed further.

3.2.3 Completed Privilege request forms will be forwarded by the Medical Staff Office to the appropriate Department Chair (or designee) for review and evaluation. This review will include, without limitation, consideration of the applicant's individual character, individual clinical competence, individual training, individual experience, and individual professional judgment and conduct.

3.2.4 The Department Chair will forward a recommendation to the Credentials Committee.

3.2.5 The Credentials Committee will review the applicant's requests and the input of the Department Chair and recommend a specific action to the Hospital MEC.

3.2.6 The MEC will review the privileging requests and recommend specific actions on them to the Hospital Board.

3.2.7 The Hospital Board will review the privileging requests and either reject the requests, modify them, or grant the Privileges being sought.

3.2.8 Applicants may appeal adverse recommendations by the MEC and adverse decisions made by the Board in accordance with provisions in these Bylaws and the associated details in the Medical Staff Corrective Action and Fair Hearing Manual.

3.3 Medical Staff Credentials Manual

The Medical Staff delegates to the MEC the authority to adopt associated details elaborating on the credentialing and privileging process. Such associated details are found in the Medical Staff Credentials Manual which will be modified from time to time.

ARTICLE IV
OFFICERS

4.1 Officers of the Medical Staff

The officers of the Medical Staff shall be:

- President
- President-Elect
- Immediate Past President
- Secretary/Treasurer

4.2 Qualifications

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

a. be an appointee to the Active Staff;

b. have no pending adverse recommendation before the Board concerning Medical Staff appointment or Privileges;

c. have constructively participated in Medical Staff activities, including, without limitation, activities such as performance improvement and professional peer review;

d. be willing to discharge faithfully the duties and responsibilities of the position;

e. have experience in a medical staff leadership position, or other involvement in performance improvement functions;

f. be willing to attend continuing education programs relating to Medical Staff leadership and/or credentialing functions prior to or during the term of office;

g. be in compliance with any and all Policies including Conflicts of Interest; and,

h. must have demonstrated an ability to work well with others.

4.3 Selection

The Nominating Committee as outlined in Article VI of these Bylaws shall select nominees for placement on the election ballot for officers. The Immediate Past President will automatically assume this position whenever he leaves the office of President, unless removed for cause. In event there is not an Immediate Past President, the President will appoint an Active Staff Member of the Medical Staff to serve in this capacity.

4.4 Election

4.4.1 Officers of the Medical Staff shall be elected using a secret ballot which may be distributed to eligible voting members of the Medical Staff at a general Medical Staff meeting, by mail, or electronically. The mechanics of distributing ballots and counting votes will be determined by the MEC. Only Members of the Active and Provisional Staff shall be eligible to vote. The winner of an election shall be the individual who receives the greatest number of votes from Active Staff Members who received ballots and voted. Voting by proxy is not permitted.

4.4.2 Officers shall be eligible to assume office once the Board has ratified their election. Such ratification cannot be unreasonably withheld.

4.4.3 Elections for officers will take place in accordance with Medical Staff policy governing the election of Officers, which has been approved by the MEC

4.5 Term

All elected officers shall take office on the first day of the calendar year following the election and will serve a term of two (2) years. All officers may be re-elected. The Immediate Past President will serve until a current President completes his elected term(s) and steps down from that office.

4.6 Duties of Elected Officers

4.6.1 President:

4.6.1.1 The President shall serve as the Chief Administrative Officer and principal elected official on the Medical Staff. As such, he shall be responsible for implementing the general responsibilities of the Medical Staff including, without limitation:

4.6.1.2 Aiding and coordinating Medical Staff activities with the activities and concerns of the Board, Hospital, Nursing, and other patient care services.

4.6.1.3 Accounting to the Board and Medical Staff in conjunction with the MEC and the respective Departments for the quality, efficiency and performance of patient care services within the Hospital.

4.6.1.4 Developing and implementing, in coordination with the Chairs of the respective Departments, continuing education programs, utilization review, performance improvement programs, quality improvement programs, methods for credentials review, delineation of privileges, and monitoring of patient care within Departments.

4.6.1.5 Communicating and representing the concerns and recommendations of the Medical Staff to the Board, the CEO, and other leaders of the Medical Staff.

4.6.1.6 Assuming responsibility for the enforcement of these Bylaws and any Policies, Rules and

Regulations, for implementation of appropriate sanctions where indicated, and for the Medical Staff's compliance with procedural safeguards in all instances where appropriate, as provided under these Bylaws.

4.6.1.7 Calling and presiding at all general and special meetings of the Medical Staff and of the MEC.

4.6.1.8 Serving as chair of the MEC, and as an ex-officio Member of all Medical Staff committees.

4.6.1.9 Appointing the members of all standing, special and multi-disciplinary Medical Staff committees, except the MEC, in consultation with the Chair of each such committee.

4.6.1.10 Serving as an ex-officio Member of the Board.

4.6.1.11 Performing all other functions as may be assigned to the Chief of Staff by these Bylaws, the Medical Staff, the MEC, or the Board.

4.6.2 President-Elect:

The President-Elect shall be a member of the MEC and shall be required to assist the President and to perform such duties as may be assigned to him by the President. In the absence of the President or upon the occurrence of a vacancy in the office of President, the President-Elect shall assume the responsibilities, exercise the authority, and perform the duties assigned to the President until the President returns or that office is filled.

Elect shall serve as the Chair of the Credentials Committee during his term.

4.6.3 Immediate Past Chief of Staff:

The Immediate Past President shall be a member of the MEC and shall serve as an advisor to the President and perform those functions delegated to him by the President.

4.6.4 Secretary/Treasurer

The Secretary/Treasurer shall be a member of the MEC and shall serve as an advisor to the President and perform those functions delegated to him by the President, and be responsible for minutes and administrative activities.

4.7 Removal

4.7.1 Officers of the Medical Staff may be removed by an affirmative vote of two-thirds (2/3) of the Active present and voting at any general or special meeting, subject to the approval of the Board, in circumstances where such removal is necessary to protect the interests of the Hospital. Each of the following conditions constitutes cause for removal of an officer from office:

4.7.1.1 Failure to comply with or support enforcement of these Medical Staff Bylaws, Policies and Rules and Regulations;
4.7.1.2 Failure to perform the required duties of the office;
4.7.1.3 Failure to adhere to professional ethics;
4.7.1.4 Abuse of office;
4.7.1.5 Conduct unbecoming a Medical Staff member and officer; and
4.7.1.6 Failure to continuously satisfy the criteria set forth in Article IV, Section 4.2 of these Bylaws.

4.7.2 At least ten (10) days prior to the initiation of any removal action, the officer shall be given special notice of the date of the meeting at which action is to be considered. The officer shall be afforded an opportunity to speak to the Medical Staff prior to a vote on removal.

4.7.3 Automatic removal will occur (without need for a vote) in the event any of the following affects the officer in question:

4.7.3.1 Loss or suspension of the officer's medical license in the State of Florida;
4.7.3.2 Ineligibility of membership to the Active Staff;
4.7.3.3 Recommendation by the MEC to the Board for the imposition of corrective action or the acceptance of such recommendation by the Board, limited to summary suspension or recommendation for suspension or revocation.

4.7.4 Where the President is removed from that position, he shall be ineligible to hold the office of Immediate Past President.

4.8 Vacancies

If the President is temporarily unable to fulfill the responsibilities of the office, the President-Elect shall assume these responsibilities until the President can resume those duties. When a vacancy occurs in the President office, the President-Elect will assume this position for the remainder of the existing term. The MEC shall appoint a President-Elect to complete the term whenever this position is vacated. If the Immediate Past resigns or is not eligible to hold this position, the President shall appoint another former President to fulfill the remainder of the term or it shall remain vacant until the current President becomes available to carry out the role.

ARTICLE V
CLINICAL DEPARTMENTS AND SERVICES

5.1 Designation of Clinical Departments

The Medical Staff shall be divided into the following Departments:

1. Medicine Department
2. Surgery Department
3. Maternal/Child Department
4. Family Practice

The Board, with input from the MEC, may create additional Medical Staff clinical departments where this would improve the effectiveness of the Medical Staff in carrying out its responsibilities.

The following areas of clinical service will be treated as part of the indicated departments; Pathology and Anesthesiology – Surgery Department; Radiology (including Radiation Oncology) and Emergency Medicine – Medicine Department. A Chief and Vice Chief shall be appointed by the contracted group providing these services,

5.2 Organization of Clinical Departments

Each Department shall be organized as an organizational division of the Medical Staff and shall have a qualified Chair that has the authority, duties, and responsibilities set forth in these Bylaws. Each Department is accountable to the oversight and authority of the MEC and the Board.

5.3 Functions of Departments

5.3.1 *Review and Evaluation Activities*

Each Department's primary responsibility shall be to implement and conduct specific review and evaluation activities that contribute to the preservation and improvement of the quality and efficiency of patient care provided by Medical Staff members of the Department. These may include discussion of information relevant to the care and treatment of patients served by Medical Staff members of the Department along with the detailed consideration of relevant cases including, without limitation, operative and other procedure review, medical record review, infection control review, pharmacy and therapeutic review, blood utilization review, efficiency of clinical practice patterns, significant departures from established patterns of clinical practice, quality review reports, patient safety initiatives, and medical assessment and treatment of patients within the Department and the Hospital.

5.3.2. *Additional Activities*

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

5.3.3 *Member Accountability*

Members and other Practitioners assigned to the Department are accountable to the Department Chair and must be responsive to requests for information, participation in departmental activities, participation in general meetings, participation in mandatory special meetings, and compliance with Hospital, Medical Staff, and Department Policies.

5.4 Department Chair

5.4.1 *Qualifications*

Each Department Chair shall be:

5.4.1.1 A Member of the Active Staff;

5.4.1.2 Board certified by a specialty board recognized by the American Board of Medical Specialties (ABMS) or American Osteopathic Association (AOA) or found to have comparable competency by actions of the Credentials Committee and MEC;

5.4.1.3 Qualified by experience within the Department and by administrative ability to supervise the functions of the Department; and

5.4.1.4 Willing and able to discharge the functions of the Department Chair.

5.4.2 *Selection*

5.4.2.1 Each Department Chair shall be elected by a plurality of the votes cast by Members of the Department on the Active Staff. Department Chairs shall be selected using a secret ballot which may be distributed to eligible voting Members of the Medical Staff by mail, or electronically. The mechanics of distributing ballots and counting votes will be determined by the MEC. Only Members of the Active and Provisional Staff in the Department shall be eligible to vote. The winner of an election shall be the Member who receives the greatest number of votes from Active Staff Members who received ballots and voted. Voting by proxy is not permitted.

5.4.2.2 Department Chairs shall be eligible to assume office once the Board has ratified their election. Such ratification cannot be unreasonably withheld.

5.4.2.3 Elections for Chairs will take place in October of even numbered years as scheduled by the Hospital under procedures approved by the MEC. Reference Medical Staff Election of Officers policy for procedures.

5.4.2.4 If there is a vacancy prior to completion of a Chair's term, an election will take place at the next scheduled meeting of the Department to select an interim-Chair to complete the unfilled term. Elections will be organized and conducted by the Hospital in a manner satisfactory to the MEC.

5.4.2.5 Any Member of the Department may be placed by request on the ballot unless he does not meet the qualifications in Article V, Section 5.4.a above. A Member must give assent to be placed on the ballot.

5.4.3 *Term*

5.4.3.1 Each Department Chair shall take office on the 1st day of the calendar year and shall serve a

term of two (2) years.

5.4.3.2 A Department Chair may be elected for successive terms, unless otherwise provided by the MEC or Board.

5.5 Removal of the Department Chairmen

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

5.6 Functions of the Department Chair

Responsibilities:

Each Department Chair shall have responsibility for the organization and administration of the Department including, without limitation:

5.6.1 All clinically related activities of the Department;

5.6.2 All administratively related activities of the Department (including presiding at all meetings of the Department), unless otherwise provided for by the Hospital;

5.6.3 Continuing surveillance of the professional performance of all individuals in the Department who have delineated clinical Privileges;

5.6.4 Recommending to the Medical Staff the criteria for Privileges that are relevant to the care provided in the Department;

5.6.5 Recommending Privileges for each Member or Practitioner of the Department;

5.6.6 Assessing and recommending to the relevant Hospital authority off-site sources for needed patient care services not provided by the Department or the organization.

5.6.7 The integration of the Department or service into the primary functions of the organization;

5.6.8 The coordination and integration of interdepartmental and intradepartmental services;

5.6.9 The development and implementation of policies and procedures that guide and support the provision of services in the Department;

5.6.10 The recommendations for a sufficient number of qualified and competent persons to provide care or service;

5.6.11 Advising on the qualifications and competence of Department or service personnel who are not licensed independent practitioners and who provide patient care services;

5.6.12 The continuous assessment and improvement of the quality of care and services provided;

5.6.13 The maintenance of quality control programs, as appropriate;

5.6.14 Assist in the orientation and maintenance of continuing education of all persons in the Department or service; and

5.6.15 Recommending space and other resources needed by the Department or service.

5.7 Clinical Services

5.7.1 The MEC may recognize any group of Members and/or Practitioners interested in forming an optional clinical service. Such a clinical service shall be completely optional and shall exist to perform any of the following:

1. Provide a forum for discussion for clinicians in a particular specialty or interdisciplinary group of specialties.
2. Offer continuing medical education and discussion of patient care issues.
3. Sponsor "grand rounds", morbidity and mortality (M&M) conferences, or clinico-pathologic conferences (CPCs).
4. Provide a vehicle for discussion of policies and procedures or equipment needs in a specialty or service line area.
5. Create an opportunity for networking and collegial interaction among Practitioners with common interests.
6. Develop recommendations for submission to the MEC.
7. Participate in the development of criteria for clinical Privileges when requested for input by the Credentials Committee or MEC.
8. Participate in the development of clinical protocols when asked by the MEC or an appropriate Medical Staff Committee.
9. Discuss a specific issue at the request of a Medical Staff Committee.

5.7.2 Clinical services are not required to hold regular meetings, keep minutes or track attendance, and have no regularly assigned responsibilities. A written report is required only when a clinical service wishes to make a formal recommendation to the MEC, another Medical Staff Committee, or to the Hospital's administrative team.

ARTICLE VI
MEDICAL STAFF COMMITTEES AND LIAISONS

6.1 Types of Committees

There shall be an Executive Committee of the Medical Staff (referred to in these Bylaws as the Medical Executive Committee or MEC) and such other standing and special committees of the Medical Staff accountable to the MEC as may be established in these Bylaws or created by the Chief of Staff or MEC to accomplish Medical Staff functions.

Current standing committees are the MEC, Bylaws, Cancer Care, Credentials, Joint Advisory, Medical Education/OMT/Library, Utilization, and Peer Review Committees. The Nominating Committee is a special committee formed every two (2) years to carry out the responsibilities listed in Section 6.5 below. Special committees are generally time limited and/or ad hoc in nature to address specific matters which may occur episodically or on a recurring basis with relative infrequency.

6.2 Committee Chair

6.2.1 Selection: With the exception of the MEC, Credentials, and Departmental committees, the Chair of each standing or special committee shall be appointed by the Chief of Staff, subject to the approval of the MEC. The President shall serve as Chair of the MEC. The President-Elect shall serve as Chair of the Credentials Committee.

6.2.2 Term: Unless specified otherwise in these Bylaws, each committee Chair shall be appointed to a term of two (2) years.

6.3 Membership and Appointment

6.3.1 *Eligibility*

6.3.1.1 Members of the Active Staff shall be eligible for appointment to any standing or special committee of the Medical Staff established to perform one or more of the functions required by these Bylaws.

6.3.1.2 Members of the Provisional Staff shall be eligible for appointment to any standing or special committee of the Medical Staff established to perform one or more of the functions required by these Bylaws, with the exception of the Nominating Committee and MEC.

6.3.1.3 Where specified in these Bylaws, or where the MEC deems it appropriate to the functions of a committee of the Medical Staff, members of the Courtesy Staff or Honorary Staff category and representatives from various services of the Hospital, including, without limitation, Administration, Laboratory, Nursing, Information Management and Pharmacy Services, shall be eligible for appointment to specific committees of the Medical Staff.

6.3.2 *Selection*

Unless otherwise provided in these Bylaws, Medical Staff members of any Medical Staff committees, other than the MEC, shall be appointed by the President in consultation with the Chair of that committee. Members of the Medical Staff committees representing non-Medical Staff Hospital services shall be appointed by the Chief Executive Officer or designee.

6.3.3 *Chief Executive Officer*

Unless otherwise provided in these Bylaws, the CEO or his designee shall serve as an ex-officio member, without a vote, of all Medical Staff committees.

6.3.4. *Voting*

Only Medical Staff members in the Active or Provisional Staff may vote on Medical Staff committees, unless specified otherwise in these Bylaws or Medical Staff policies or manuals.

6.3.5 *Term*

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

6.4 Medical Executive Committee

6.4.1 *Membership*

All Active or Provisional Members of the organized Medical Staff, of any discipline or specialty, are eligible for membership on the MEC Medical Staff membership.

6.4.2 *Composition*

The MEC shall consist of not more than Sixteen (16) voting Members as follows:

- President
- President-Elect
- Immediate Past-President
- Secretary / Treasurer
- The Chairs of the Departments
- Not more than four (4) members of the Active or Provisional Staff elected at-large by the Medical Staff

membership

The following individuals will be ex-officio members of the MEC:

- Hospital Chief Executive Officer
- Hospital Chief Operating Officer
- Hospital Chief Financial Officer
- Hospital Chief Nursing Officer
- Hospital Chief Medical Officer
- Hospital Medical Staff Services Professional
- Hospital Director of Performance Improvement
- Risk Manager

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

6.4.3 Election and Appointment of MEC Members

Election and appointment of At-Large staff members shall take place as stated in the Election of Officers of the Medical Staff policy.

6.4.4 Removal from the MEC

Officers and Chairs serving on the MEC will lose their membership if removed from their position as an officer, Department or committee Chair as described elsewhere in these Bylaws. At-Large and appointed members of the MEC may be removed by an affirmative vote of two-thirds (2/3) of the MEC membership. Grounds for removal include:

- Failure to meet the attendance requirements for MEC members;
- Disruptive conduct at MEC meetings; and
- Failure to carry out assigned duties as an MEC member.

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

- Termination or suspension of the member's license to practice in the State of Florida;
- Loss of membership on the Active Staff;
- The MEC recommends to the Board that the member be subject to Corrective Action.

6.4.5 Quorum

A quorum for MEC shall consist of at least fifty percent (50%) of the current voting Members of the committee in attendance in person or via telephonic or electronic conferencing.

6.4.6 Responsibilities

6.4.6.1 The MEC shall represent the Medical Staff, assume responsibility for the effectiveness of all medical activities of the Medical Staff, act on matters of concern and importance to the Medical Staff and act at all times as the authorized delegate of the Medical Staff in regard to general and specific functions of the Medical Staff.

6.4.6.2 The MEC is empowered to act for the Medical Staff in intervals between general Medical Staff meetings.

6.4.6.3 The MEC receives and acts on reports and recommendations from Medical Staff committees, Departments, Clinical Services, Hospital committees, consultants, and other relevant individuals.

6.4.6.4 The MEC consults with Hospital administrators on quality-related aspects of contracts for patient care service with entities outside the Hospital.

6.4.6.5 The MEC shall refer investigations in accordance with these Bylaws and the associated detail in the Corrective Action and Fair Hearing Manual to the Medical Staff Quality Improvement Committee and review the results of such investigation before making recommendations to the Board to terminate, limit, or restrict a Member's membership or a Physician's Privileges.

6.4.6.6 The MEC is responsible for making Medical Staff recommendations directly to the Governing Body for its approval. Such recommendations pertain to at least the following:

(a) The Medical Staff's structure;

(b) The mechanism used to review credentials and to delineate individual clinical Privileges;

(c) Recommendations of individuals for Medical Staff Membership;

(d) Recommendations for delineated clinical Privileges for each eligible individual;

(e) The participation of the Medical Staff in organization performance improvement activities;

(f) The mechanism by which Medical Staff membership may be terminated;

(g) The mechanism for fair-hearing procedures; and

(h) The MEC's review of and actions on reports of Medical Staff committees, Departments, and other assigned activity groups.

6.4.6.7 In addition to its other duties, the MEC is also ultimately responsible for:

(a) Coordination of the activities and general policies of the various Departments.

(b) Follow-up and appropriate disposition of all reports dealing with the various Medical Staff functions.

(c) Ensuring medical records are maintained describing the condition, treatment, and progress of patient in sufficient completeness to assure transferable comprehension of the case at any time.

(d) Clinical evaluation of the quality of medical care provided to all categories of patients on the basis of documented evidence.

(e) Review of hospital admissions with respect to need for admission, length of stay, discharge practices and evaluation of the services ordered and provided.

(f) Surveillance of hospital infection potentials and cases and the promotion of a preventive and corrective program designed to minimize these hazards.

(g) Surveillance of pharmacy and therapeutic policies and practices within the institution.

(h) Ensuring that Hospital tests are ordered only by the attending physician, or by another licensed health professional if that licensed health professional is acting within his scope of practice as defined by applicable laws and rules of the agency. Nothing herein shall be construed to expand or restrict such laws and rules pertaining to the practice of the various health professions.

6.4.7 Meetings

The MEC shall meet monthly at least ten (10) times per year and shall maintain a permanent record of all proceedings and actions at its meetings. The President or designee will preside at all meetings of the MEC.

6.4.8 Call of Special Meeting

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

6.4.9 Notice

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

6.5 Nominating Committee

6.5.1 *Composition*

The Nominating Committee shall consist of:

6.5.1.1 Immediate Past President who will serve as Chair. If the Immediate Past President is not available, then the President will appoint a member from the MEC to service in this capacity.

6.5.1.2 Three additional members of the Active Staff appointed by the President. The President will give consideration to appointing other past Medical Staff officers to the committee. Members of the Nominating Committee cannot request nomination to run in a current election.

6.5.1.3 The Chief Medical Officer of the Hospital in a non-voting capacity

6.5.1.4 The CEO or designee in a non-voting capacity.

6.5.2 *Responsibilities*

The Nominating Committee shall be responsible for identifying nominees for officers of the Medical Staff and At-Large MEC members when elections are held for these positions.

6.5.3*Procedures*

6.5.3.1. Refer to Medical Staff Election of Officers Policy for procedures.

6.6 Medical Staff Quality Improvement Committee

6.6.1 *Composition*

The Medical Staff Quality Improvement Committee shall consist of:

6.6.1.1 At least four (4) members of the Medical Staff appointed to two (2) year terms by the President. The President will designate one member to serve as Chair of the Committee. In selecting members the President will look for Practitioners who represent a diversity of specialties, have experience in peer review and/or performance improvement activities, have participated in peer review or performance improvement education, and/or have prior experience on the committee or a similar peer review committee. The Chair and Medical Staff members who serve on the Committee are subject to the approval of the MEC.

6.6.1.2The President-Elect as an ex-officio member.

6.6.1.3 CEO or designee as an ex-officio non-voting member.

6.6.1.4 Performance Improvement/Quality representatives on the Hospital staff who support the Medical Staff peer review and performance improvement activities.

6.6.2 *Responsibilities*

The Medical Staff Quality Improvement Committee is responsible to the MEC and Board for the overall operation of Medical Staff peer review and performance improvement activities and for collaborating with Hospital administration as needed to improve quality of care, treatment and services and patient safety. These responsibilities of the Committee include, without limitation:

6.6.2.1 Instituting activities for measuring, assessing, and improving processes that primarily depend on the actions of one or more Privileged Practitioners;

6.6.2.2 Providing on-going measurement, assessment, and improvement of the:

(a) medical assessment and treatment of patients;

(b) use of medications;

(c) use of blood and blood components;

(d) use of operative and other procedures;

(e) efficiency of clinical practice patterns;

(f) significant departures from established patterns of clinical practice;

(g) education of patients and families;

(h) coordination of care with other Practitioners and Hospital personnel, as relevant to the care, treatment, and service of an individual patient;

(i) accurate, timely and legible completion of patients' medical records; and

(j) compliance with insurer, accrediting agency, and governmental performance expectations, such as core measures, national patient safety goals, and others as identified from time to time by the Hospital.

6.6.2.3 Review of sentinel event data and patient safety data collected by the Hospital staff.

6.6.2.4 Establishment of peer review policies and protocols for implementation by clinical Departments to assure reliability and consistency across specialties; and coordinate interdisciplinary approaches to peer review.

6.6.2.5 Review of Ongoing Professional Practice Evaluation data to identify trends or problems with the performance of an individual Practitioner and to work with Medical Staff leaders to address clinical or conduct deficiencies in a satisfactory manner.

6.6.2.6 Draw conclusions, make recommendations, take action and follow-up based upon the assigned responsibilities and duties.

6.6.2.7 Assess the compliance of Practitioners with expectations for professional conduct, including compliance with Policies on professional conduct.

6.6.2.8 Report to the MEC any significant performance trends or recommendations for suspension or other adverse action against a Practitioner's Membership or Privileges.

6.6.2.9 Upon referral by the MEC, review of Focused Professional Practice Evaluation (FPPE) relating

to quality of care issues;

1. Upon referral by the MEC, review of Ongoing Professional Practice Evaluation (OPPE), deviating from service;

2. Upon notification of a summary suspension by the Hospital CEO or Chief of Staff, commencing and conducting of an investigation;

3. Upon notification by the Hospital CEO or Chief of Staff for recommendation to deny, terminate, or modify Privileges and/or Medical Staff Membership commencing and conducting of an investigation;

4. Request from any MEC for commencing and conducting an investigation relating to professional conduct or professional competency; and

5. Any other matter upon request of the MEC.

6.6.3 *Meetings*

The Medical Staff Quality Improvement Committee shall meet monthly or at least ten (10) times per year. Committee action will be reported to the MEC.

6.6.4 *Quality Improvement Procedures*

Quality Improvement recommendations will be reported to the MEC. The MEC shall act in its own discretion to accept, modify or reject recommendations of the Quality Improvement Committee and shall not be bound by any recommendation made by the Quality Improvement Committee.

6.7 Medical Staff Representation on Hospital Committees:

In order to further carry out the functions of the Medical Staff and to provide Medical Staff input where appropriate, the President may appoint Members to Hospital Committees. Operational Hospital Committees to which Medical Staff members may be assigned include, but are not limited to: Bioethics, Cancer Care, Disaster/Security, Hospital Quality, Infection Control, Medical Education/OMT/Library, Patient Safety, Pharmacy & Therapeutics, Safety, Special Care, Peer Review, Tissue/Transfusion, and Utilization Management. When Medical Staff members sit on a Hospital committee the minutes of that committee shall be available to the MEC. It shall be the responsibility of the Medical Staff member(s) sitting on a Hospital committee, to bring to the attention of the MEC or a Medical Staff officer any matter brought before such committee that requires the attention of the Medical Staff leadership.

6.8 Medical Staff Liaisons

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

6.9 Special or Ad Hoc Committees

The President or MEC may appoint special or ad hoc committees to address specific issues or concerns on behalf of the Medical Staff. In establishing such committees, there will be a notation made in the minutes of the MEC enumerating the committee's purpose and charge, and timeframes for its work, and the duration of its appointment. Such committees will report to and be accountable to the MEC.

ARTICLE VII
GENERAL AND SPECIAL MEDICAL STAFF MEETINGS

7.1 General Medical Staff Meetings

There shall be at least two (2) general meetings of the Medical Staff held each year Written notice of the meeting shall be sent in a manner determined by the Medical Staff Office to all Medical Staff members. The MEC shall determine the time and place at which the general meeting shall be held. The President or MEC may call additional general meetings for any reason they deem appropriate, including to promote communication with the Medical Staff, provide a forum for discussion on matters of Medical Staff interest, review quality and safety data and concerns, present educational programs, or address proposed changes to these Bylaws.

7.2 Special Meetings of the Medical Staff

7.2.1 *Call of Special Meeting*

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

7.2.2 *Notice*

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

7.3 Attendance at Meetings

Members of the Medical Staff are encouraged to attend Medical Staff meetings.

7.4 Quorum

Those Active Staff members present and eligible to vote shall constitute a quorum at any meeting, unless otherwise specified in these Bylaws.

7.5 Minutes

Minutes of each general and special meeting of the Medical Staff shall be prepared and shall include a record of the attendance of members and any votes taken on matters presented at the meeting. The minutes shall be signed by the presiding officer and maintained in a permanent file in the Medical Staff office. Minutes shall be made available to any Medical Staff Member upon request.

7.6 Conduct of Meetings

Meetings of the Medical Staff and meetings of committees and Departments (as described in Article VIII) will be run in a manner determined by the Chair or designee who shall preside. Compliance with rules of parliamentary procedure is not required.

ARTICLE VIII
COMMITTEE AND DEPARTMENT MEETINGS

8.1 Regular Meetings

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

8.2 Special Meetings

A special meeting of any committee or Department may be called by or at the request of the Chair thereof, by the President, or by written request signed by twenty-five (25%) percent of the current members of the committee or Department, but not by fewer than two (2) such members.

8.3 Notice of Meetings

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

8.4 Quorum

A quorum for the MEC is outlined in Article VI, Section 6.4.5. For all other committees and Departments, unless otherwise specified in these Bylaws, a quorum will be those Members present and eligible to vote, but not fewer than two (2) members.

8.5 Manner of Action

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

8.6 Minutes

Minutes of regular committees and any special meetings shall be prepared, including a record of the Members in attendance and the results of any votes taken at the meeting. The minutes shall be signed by the presiding officer and copies thereof shall be submitted to the attendees for approval. All minutes shall be made available to the MEC. Each committee and Department shall make available a permanent record of the minutes of each meeting.

8.7 Attendance Requirements

Members of the MEC and Credentials, Committees are expected to attend at least fifty percent (50%) of committee meetings held each year. Failure to attend at least fifty-percent (50%) of the meetings will make the Member eligible for removal by action of the Chief of Staff with ratification by the MEC.

8.8 Mandatory Special Appearance Requirement

Whenever suspected deviation from standard clinical or professional practice is identified, the Practitioner may be required to attend a meeting of a standing or ad hoc committee considering the matter. The Practitioner will be given special notice of the conference, including the date, time and place, a statement of the issue involved, and a statement that the Practitioner's appearance is mandatory. Failure to attend a meeting when asked, unless excused by the President upon showing good cause, shall be considered an immediate and voluntary relinquishment of Privileges. The Practitioner is required to provide for patient coverage during any scheduled mandatory appearance.

ARTICLE IX
CONFIDENTIALITY, IMMUNITY, AUTHORIZATIONS AND RELEASES

9.1 Authorizations and Releases

Each applicant, Practitioner or Member shall, when requested by the Hospital, execute general and specific releases and provide documents when requested by the President, Chair of the Credentials or

Performance Improvement Committee, the Hospital CEO or their respective designees, to accomplish the provisions of this Article. Failure to execute such releases or provide requested documentation shall result in an application for appointment, reappointment, and/or clinical Privileges being deemed voluntarily withdrawn, and it shall not be further processed. By submitting an application for Medical Staff appointment or reappointment, or for by applying for or exercising Privileges or providing specified patient care services within the Hospital, all applicants, Practitioners or Members shall comply with, and without limitation, the following:

a. Authorize representatives of the Hospital and of the Medical Staff to solicit, procure, provide, and/or act upon information bearing on or reasonably believed to bear upon his professional abilities and qualifications;

b. Agree to be bound by the provisions of these Bylaws, Policies, Principles of Partnership, and Rules and Regulations regardless of whether membership or Privileges are granted or subsequently restricted;

c. Acknowledge that the provisions of this Article are express conditions to an application for, or acceptance of, Medical Staff Membership, and the continuation of such Membership and/or the exercise of Privileges or provision of specified patient care services at the Hospital;

d. Agree to release from legal liability and hold harmless the Hospital and Medical Staff, and any representative of the Hospital or Medical Staff who acts to carry out Medical Staff or Hospital Policies or functions, including all persons engaged in peer review. In addition, all Practitioners agree that their sole remedy for any corrective action or peer review action taken or recommended by the MEC for failure to comply with these Bylaws, Policies or Rules and Regulations, will be the right to seek legal or equitable relief only after they have exhausted all the administrative remedies in these Bylaws; and

e. Agree to release from legal liability and hold harmless any individual who or entity which provides information (including peer review information) regarding the Practitioner to the Hospital or its representatives.

9.2 Confidentiality

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

9.3 Immunity from Liability

9.3.1 *For Actions Taken*

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

9.3.2 *Providing Information*

Representatives of the Hospital, the Medical Staff and any third party shall have absolute release from any and all liability in any judicial proceeding for damages or other relief by reason

of providing information, including otherwise privileged or confidential information, to a representative of the Hospital or of the Medical Staff or to any other hospital, organization or health professionals, or other health-related organizations, concerning Practitioners who are or have been an applicant to or Member of the Medical Staff or who did or does exercise Privileges or provide specified services at this Hospital.

9.4 Activities and Information Covered

9.4.1 *Activities*

The provisions of this Article shall apply to acts, communications, reports, recommendations, or disclosures in connection with this or any other health-related institution's or organization's activities concerning, but not limited to:

1) Applications for appointment, Privileges or specified services;

2) Periodic reappraisals for reappointment, Privileges or specified services;

3) Disciplinary measures, including warnings and reprimands;

4) Corrective actions;

5) Hearings and appellate reviews;

6) Performance improvement activities including the creation and dissemination of performance profiles;

7) Peer review activities, including external peer review;

8) Utilization and claims reviews; and

9) Other Hospital, Department or committee activities related to monitoring and maintaining of quality patient care and appropriate professional conduct

9.4.2 *Information*

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

9.5 Cumulative Effect

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

ARTICLE X
CORRECTIVE ACTION AND FAIR HEARING

10.1 Investigations

a. When reliable information indicates that a Physician may have exhibited acts, demeanor, or conduct, reasonably likely to be:

1. detrimental to patient safety or to the delivery of quality patient care within the Hospital;

2. unethical or illegal;

3. contrary to the Medical Staff Bylaws or Rules and Regulations;

4. harassing or intimidating to Hospital employees, Medical Staff colleagues, patients or their families;

5. disruptive of Hospital or Medical Staff operations;

6. below applicable professional standards for competency or as established by the Medical Staff; or

7. harmful to the reputation of the Hospital and/or Medical Staff,

a request for an investigation or action against such Physician may be initiated by the Board, Chief of Staff, MEC, Hospital Chief Medical Officer, or the Hospital CEO, and such request must be submitted to the MEC.

b. If the MEC concludes an investigation is warranted, it shall direct an investigation to be undertaken by the Medical Staff Quality Improvement Committee or its designated subcommittee. In the event the Board believes the MEC has incorrectly determined an investigation unnecessary, it may request the Medical Staff Quality Improvement Committee directly to undertake an investigation.

c. The investigation shall proceed in a prompt manner and a written report of the investigation findings will be submitted to the MEC as soon as practicable. The MEC will determine if it is complete and sufficient for the MEC to make a determination whether Corrective Action should be recommended.

The Medical Staff delegates to the MEC the authority to adopt associated detail elaborating on investigations. Such associated detail is located in the Corrective Action and Fair Hearing Manual.

10.2 Imposition of Adverse Actions.

10.2.1 *Temporary Suspension ("Precautionary Suspension") of Privileges Procedures*

10.2.1.1 The Chief of Staff, a Department Chair, the CMO of the Hospital, the Hospital CEO or the Board shall each have the authority to temporarily suspend all or any portion of a Physician's Privileges whenever it perceives a reasonable possibility that failure to do so may pose danger to the health and/or safety of any individual or to the orderly operations of the Hospital. Such a suspension will not become effective until it is agreed to by one other individual (and one must be the CEO) having the authority to suspend. This suspension will take place immediately and the Chief of Staff and the Hospital CEO or his designee will promptly inform the affected Physician. This temporary suspension shall be considered a "precautionary suspension."

10.2.1.2 The Physician will be afforded an interview with the MEC if such request is made within five (5) days of notification of the precautionary suspension. The imposition of the suspension will be affirmed by the MEC no later than fourteen (14) days of the precautionary suspension. The Physician shall be entitled to request a fair hearing if the suspension exceeds fourteen (14) days.

10.2.1.3 Immediately upon the imposition of a precautionary suspension, the appropriate department chief, or if unavailable, the Chief of Staff, shall assign to another individual with appropriate clinical privileges responsibility for the care of the suspended individual's patients still in the hospital. The assignment shall be effective until such time as the patients are discharged. The wishes of the patient shall be considered in this assignment.

The Medical Staff delegates to the MEC the authority to adopt associated detail elaborating on precautionary suspension. Such associated detail is located in the Corrective Action and Fair Hearing Manual.

10.2.2 *Automatic Suspensions/Relinquishments/Limitations and Voluntary Resignations /Relinquishments*

Automatic suspensions and limitations on Medical Staff membership and Privileges, and voluntary resignations/relinquishments of Medical Staff membership and Privileges, are those that occur for administrative reasons relating to failure to meet eligibility requirements of membership or compliance with requirements for Medical Staff membership or Privileges found in these Bylaws, Policies and Rules and Regulations. The following reasons will result in either automatic suspension/limitations on Medical Staff membership or Privileges, or voluntary resignations/relinquishments of Medical Staff membership and Privileges:

- Revocation or suspension of license
- Conviction/indictment of a felony
- Suspension for failure to complete medical records
- Failure to attend specially noticed committee or department meetings when requested unless good cause is shown
- Revocation or suspension of DEA registration number or Florida Pharmacy Board registration
- Failure to maintain professional liability insurance
- Exclusion from federal or state insurance programs or conviction for insurance fraud
- Failure to participate in an evaluation or assessment
- Failure to notify Hospital of disciplinary or final malpractice actions
- Failure to return from leave of absence

The reasons listed above are not based on determinations of competence or unprofessional conduct and are not considered professional review actions, and are not entitled to any procedural due process rights. The Medical Staff delegates to the MEC the authority to adopt associated detail elaborating on automatic suspension, limitations and voluntary relinquishment of Privileges. Such associated detail is located in the Corrective Action and Fair Hearing Manual.

10.3 Fair Hearing and Appeal

The following steps describe the process for fair hearing and appeal. The Medical Staff delegates to the MEC the authority to adopt associated detail elaborating on the fair hearing and appeal process. Such associated detail is located in the Corrective Action and Fair Hearing Manual.

10.3.1 *Grounds for a Hearing*

A recommendation by the MEC for adverse actions or their imposition, if based on a determination of professional competency or professional conduct, shall constitute grounds for a hearing. The Physician, with respect to whom an adverse action shall have been recommended, shall promptly be given notice thereof by the Chief of Staff. The Physician shall have thirty (30) days following the date of receipt of such notice within which to request a hearing by means of written notice delivered either in person or by certified or registered mail to the Hospital CEO and the Chief of Staff.

10.3.2 *Notice of Hearing*

Upon receipt of a timely request for a hearing by a Physician, the Hospital CEO shall inform the Chief of Staff, MEC and Board. Within thirty (30) days after receipt of such request the CEO shall schedule and arrange for a hearing and provide notice to the Physician. The hearing date shall be not less than thirty (30) days nor more than sixty (60) days from the date of receipt of the request for a hearing, unless the parties mutually agree to an earlier dates. If the date is already set, the parties may mutually agree to any change in the hearing date except that neither party may change the date more than once.

10.3.3 *Appointment of Hearing Panel, Presiding Officer, Hearing Officer*

10.3.3.1 The Chief of Staff, after consultation with the Hospital CEO, shall submit to the MEC nominations for no fewer than three (3) proposed Hearing Panel Members, one alternate Panel Member and for a Presiding Officer or a Hearing Officer. The MEC shall consider such nominations for members of the Hearing Panel and for the Presiding Officer or Hearing Officer.

From such nominations, the MEC shall appoint a Hearing Panel consisting of no fewer than three (3) Panel Members, one (1) alternate Panel Member and a Presiding Officer or a Hearing Officer. The Presiding Officer will not have voting privileges on the panel.

10.3.3.2 Voting members of the Hearing Panel shall be licensed physicians who are Medical Staff Members at the Hospital and who shall not have previously participated in the deliberations involving the matter. However, knowledge of the matter involved shall not preclude a person from serving as a member of the Hearing Panel. No member of the Hearing Panel may be a direct competitor of the Physician under review.

10.3.3.3 The MEC may appoint a single Hearing Officer in lieu of a Hearing Panel where the issue triggering the hearing involves alleged unprofessional conduct rather than professional competency.

The Medical Staff delegates to the MEC the authority to adopt associated detail elaborating on the composition and responsibilities of the members of the Hearing Panel, Presiding Officer and Hearing Officer. Such associated detail is located in the Corrective Action and Fair Hearing Manual.

10.3.4 Hearing Procedures

10.3.4.1 The personal presence of the Physician who requested the hearing shall be required.

10.3.4.2 The Presiding Officer has the discretion to limit the role of legal counsel for either side during the hearing. However, this limitation does not deprive the Physician or Hospital of the right to utilize legal counsel in preparation for the hearing and such counsel may be present at the hearing, advise his client, and participate in resolving procedural matters.

10.3.4.3 The Presiding Officer shall ensure that all participants in the hearing have a reasonable opportunity to be heard and to present appropriate oral and documentary evidence subject to reasonable limits on the number of witnesses and duration of direct and cross examination, applicable to both sides, as may be necessary to avoid cumulative or irrelevant testimony or to prevent abuse of the hearing process. The Presiding Officer shall be entitled to determine the order of procedure during the hearing and shall have the authority to set reasonable time limits on the duration of the hearing, testimony of witnesses, or arguments by parties.

10.3.4.4 During the hearing, each party shall have the right to:

- Call and examine witnesses
- Introduce exhibits
- Cross-examine any witness on any matter relevant to the issues
- Impeach any witness
- Rebut any evidence

10.3.4.5 The body whose action or decision prompted the hearing (either the MEC or the Governing Board) shall have the burden to come forward initially with evidence in support of its action, proposed action, or decision. Thereafter, the burden shall shift to the Physician who requested the hearing to come forward with evidence in support of his case. In all cases in which a hearing is conducted, after all evidence has been submitted by both parties, the Hearing Panel shall rule against the Physician who requested the hearing unless it finds that such person has proven, by a preponderance of the evidence, that the factual allegations against the Physician are untrue in total or substantial part, or unless it concludes, based on its findings of fact, that the action of the entity whose decision prompted the hearing was arbitrary, unreasonable, or appears to be unfounded or unsupported by credible evidence.

10.3.4.6 Within thirty (30) days after the conclusion of the hearing, the Hearing Panel shall make a detailed written report signed by each Hearing Panel Member, which sets forth separately each charge against the Physician, a summary of the evidence that supports or rebuts such charges, its findings on each fact at issue, and recommendations based on such findings with respect to the matter. This report, together with the hearing record and all other documentation considered

by it, will then be forwarded to the MEC. The Performance Improvement Committee shall forward this report, along with all other documentation considered by the Hearing Panel, to the body whose decision prompted the hearing if not the MEC.

10.3.4.7 Within fifteen (15) days after receipt of the report of the Hearing Panel, the MEC shall consider the same and affirm, modify or reverse its previous recommendation, decision or proposed decision in the matter. The MEC shall indicate its action in writing, and shall transmit a copy of its written recommendation together with the hearing record, the report of the Hearing Panel, and all other relevant documentation, to the Board. The Physician requesting the hearing shall be provided the Hearing Panel's recommendation by special notice and the decision of the MEC to accept and affirm the Hearing Panel's recommendation, modify or reverse its previous recommendation.

10.3.4.8 The notice of the action taken shall be provided to the Performance Improvement Committee, Chief of Staff, Hospital CEO, and by special notice to the affected Physician.

10.3.5 Appeal Procedures

10.3.5.1 Within ten (10) days after receipt of the notice given, if the action of the MEC continues to be adverse to the Physician, he may request in writing an appellate review by the Board. Such request shall be delivered to the Hospital CEO/designee either in person or by certified or registered mail. The written request for an appeal shall also include a brief statement of the reasons for the appeal. The grounds for appeal shall be limited to the following:

- There was a substantial failure to comply with this Article X and associated details in the Medical Staff Bylaws/Corrective Action and Fair Hearing Manual so as to deny basic procedural fairness or reasonable due process;
- The MEC's recommendations were made arbitrarily, capriciously, or with prejudice; or
- The recommendation of the MEC and/or Hearing Panel was not supported by the hearing record.

10.3.5.2 In the event of any appeal to the Board, the Board shall, within thirty (30) days after the receipt of such notice of appeal, schedule and arrange for an appellate review. The Board shall provide the Physician special notice of the time, place and date of the appellate review. The date of the appellate review shall be not less than fourteen (14) days nor more than sixty (60) days from the date of the receipt of the request for appellate review is made by a Physician. If the Physician is still under a suspension which is then in effect, the appellate review shall be held as soon as the arrangements may reasonably be made. The time for appellate review may be extended by the Board of the Hospital for good cause.

10.3.5.3 The Board, or the Committee of the Board, shall conduct an appellate review of the hearing record, the report of the Hearing Panel or Hearing Officer, the final recommendation of the MEC, and all other relevant documentation. The Board, or the Committee of the Board, may or may not allow oral or written arguments from the Physician and MEC as part of the appeal.

10.3.5.4 Upon completion of an appellate review, the Board or the Committee of the Board, may affirm, modify or reverse the action which is the subject of the appeal, or refer the matter back to the MEC for further review and recommendation.

10.3.5.5 If at any time after receipt of special notice of an adverse recommendation, action or result, the Physician fails to make a required request or appearance or otherwise fails to proceed with a fair hearing, he shall be deemed to have consented to such adverse recommendation, action, or result and to have voluntarily waived all rights to which he might otherwise have been entitled under these Medical Staff Bylaws then in effect.

10.4 Corrective Action and Fair Hearing Manual

The Medical Staff delegates to the MEC the authority to adopt associated details elaborating on the

corrective action and fair hearing process in this Article X. Such associated detail is located in the Corrective Action and Fair Hearing Manual which will be modified from time to time.

ARTICLE XI
GENERAL PROVISIONS

11.1 Medical Staff Ancillary Manuals, Rules, Regulations, and Policies

Subject to the procedures identified below, the MEC is delegated the authority to adopt new or change existing Ancillary Manuals, Rules, Regulations, or Policies, as may be necessary to more specifically implement the general principles found within these Bylaws and to carry out the responsibilities and functions of the Medical Staff and implement its operations.

a. *MEC's Consideration of New or Amended Ancillary Manuals, Rules, Regulations, or Policies*

Any proposed new or changed Ancillary Manual, Rule or Regulation under consideration by the MEC shall first be distributed to the Members of the Medical Staff for review and comment before the MEC may adopt it. The MEC may also, in its discretion, distribute a proposed new or changed Policy under its consideration to the Members of the Medical Staff for a courtesy review and comment before adoption.

b. *Medical Staff Proposal of New or Amended Ancillary Manuals, Rules, Regulations, or Policies*

The Medical Staff may propose new or changed Ancillary Manuals, Rules, Regulations, or Policies by first generating a written petition in support of such proposal signed by at least twenty five percent (25%) of the voting Members of the Medical Staff, second presenting such proposal to the MEC for review and comment, and third obtaining a majority vote of the voting Members of the Medical Staff in favor of such proposal. Any such new or changed Ancillary Manual, Rule, Regulation or Policy proposed by the Medical Staff shall be presented to the Board for approval along with any comments from the MEC.

c. *Board Approval and Communication to the Medical Staff*

Any new or changed Ancillary Manual, Rule, Regulation, or Policy adopted by the MEC or proposed by the Medical Staff shall become effective only after approval by the Board. Any new or changed Ancillary Manual, Rule, Regulation, or Policy approved by the Board shall be promptly communicated to the Medical Staff.

11.2 Payment of Fees and Dues

All Practitioners and Members of the Medical Staff are required to pay an initial and reappointment application fee, in amounts determined by the MEC and ratified by the Board, for privileges and/or membership appointments. All Practitioners and Members of the Medical Staff may further be required to pay annual dues, in amounts determined by the MEC and ratified by the Board, for Department and Membership category assignments. The MEC may waive or excuse individuals from paying fees or dues if a hardship warrants it.

11.3 Conflict of Interest

All members of the Medical Staff are required to abide by any Conflict of Interest policies adopted by the MEC and approved by the Board. Members shall disclose any conflict of interest, as defined by the MEC or Board, or potential conflict of interest in any transaction, occurrence or circumstance which exists or may arise with respect to his participation on any committee or in his activities in Medical Staff affairs, including in departmental activities and in the review of cases. Where such a conflict of interest exists or may arise, the member shall not participate in the activity, or as appropriate, shall abstain from voting, unless the circumstances clearly warrant otherwise. If the member does not voluntarily remove himself from participation in the activity, or voting as the case may be, the Chief of Staff shall remove such member.

11.4 Joint Conference

Whenever the Board's proposed decision will be contrary to the MEC's recommendation, the Board shall submit the matter to a Joint Conference of an equal number of Medical Staff and Board members for review and recommendation before making its final decision and giving notice of final decision. Individuals participating in a Joint Conference will be appointed by the Chief of Staff and Chair of the Board. The MEC or the Board may also request the convening of a Joint Conference to discuss any matter of controversy or concern that would benefit from enhanced dialogue between Medical Staff and Board leaders.

11.5 Histories and Physicals

Any Medical Staff Member holding Privileges at the Hospital must complete a physical examination and medical history for each patient no more than thirty (30) days before or twenty-four (24) hours after admission or registration. A history and physical must be completed prior to any surgery or procedure requiring anesthesia services. The MEC may, at its discretion, specify in Medical Staff Policies additional Privileged Practitioners who may perform these required histories and physicals in accordance with state law and Hospital Policy.

11.6. Conflict Management Process/Communication to Board

The Medical Staff can require that the conflict management process in this Article be followed in the event twenty five percent (25%) of the voting Members of the Medical Staff sign a petition, stating the basis for the disagreement, or otherwise evidence disagreement with any action taken by the MEC, including, without limitation, any amendment to these Bylaws, the Ancillary Manuals, Rules and Regulations, Policies and procedures pursuant to the following process:

11.6.1 The petition, along with the list of all petitioners, shall be sent to the MEC. Within thirty (30) days of receipt of the petition, a meeting between representatives of the MEC, appointed by the Chief of Staff, and the petitioners shall be scheduled. The parties shall act in good faith and take all reasonable steps to resolve the disagreement.

11.6.1.1 If the conflict is resolved, the proposed resolution shall be submitted to the voting Members of the Medical Staff. If approved by the voting Members, the proposal shall be forwarded to the Board for its review and consideration. If approved by the Board, the decision shall be final. If not approved by the Board, the MEC and/or the petitioners shall have the option to request a Joint Conference pursuant to Article XI, Section 11.4.

11.6.1.2 If the parties fail to reach resolution or if the voting Members of the Medical Staff do not approve any proposed resolution, the petition shall be forwarded to the Board for its review and consideration. The decision of the Board shall be final.

11.6.2 Any individual Member of the Medical Staff may communicate directly with the Board on any Rules and Regulations or Policies adopted by the Medical Staff or MEC. Such communication shall be sent to the CEO of the Hospital who shall forward it to the Chair of the Board and to the Chief of Staff who shall forward it to the MEC. The Chair of the Board shall determine the manner and method of responding to any individual Member communicating to the Board in this manner.

ARTICLE XII
ADOPTION AND AMENDMENT OF MEDICAL STAFF BYLAWS

12.1 Formulating and Reviewing Bylaws Amendments

The Medical Staff shall have the responsibility to formulate, review at least biennially, and recommend to the Board any Medical Staff Bylaws, including amendments thereto, which shall be effective when approved by the Board. Neither the Board nor the Medical Staff shall unilaterally amend the Medical Staff Bylaws. All medical staff members and individuals holding privileges are bound by the Medical Staff Bylaws, as amended from time to time, at the time any such amendments are approved and adopted.

Prior versions of the Bylaws, since amended, are to have no force and effect.

12.2 Methods of Adoption and Amendment to Bylaws

Unless any amendments to these Bylaws are being proposed directly to the Board by the Medical Staff, all proposed amendments to these Medical Staff Bylaws whether originated by the MEC, another standing committee or the Board must be reviewed and discussed by an ad hoc Bylaws committee appointed by the MEC prior to its formal adoption by the MEC. The MEC will consider input from the Bylaws committee and discuss the proposed amendment(s) prior to an MEC vote. The MEC may establish a fixed date for input from the ad hoc Bylaws committee.

Any amendment proposed directly by the Medical Staff shall first be sent to the MEC for its review and discussion prior to submission to the Board. The MEC shall submit any proposed amendments from the Medical Staff to the Board for its review and adoption, even if not approved by the MEC.

In the event the Medical Staff or the MEC do not approve of an amendment, either has the option to pursue the conflict management process set forth in Article XI., Section 11.6 above. Any amendment shall only be effective pending the outcome of the conflict management process.

The MEC shall vote on proposed amendments at a regular meeting, or at a special meeting called for such purpose. Following an affirmative majority vote by the MEC, all Active and Provisional members of the Medical Staff shall receive a description of the proposed Bylaws amendment(s) at least thirty (30) days in advance of a meeting of the Medical Staff where the amendment will be discussed. Within thirty (30) days following their discussion at a meeting of the Medical Staff, the Active Members of the Medical Staff will be asked to vote on the proposed amendment to these Bylaws. This vote may be conducted via printed or electronic ballot in a manner determined by the MEC. Ballots marked in favor of amendment(s) or those that are not returned will be considered affirmative votes in support of the MEC recommendations for amendment(s). To be adopted, the proposed Bylaws amendment(s) must be affirmed by a majority of the Members of the Medical Staff in the Active and Provisional Staff category and subsequently ratified by the Board.

12.3 Provisional and Urgent Amendments

The MEC shall be delegated with the authority to provisionally adopt such amendments to these Bylaws, the Ancillary Manuals, Rules and Regulations, and Policies that are, in the MEC's judgment, technical or legal modifications to comply with law or clarifications, consist of reorganization or renumbering of material, or are needed due to punctuation, spelling, or other errors of grammar or expression, without any prior approval of the Medical Staff, and the Board shall provisionally approve such amendment. In such cases the entire Medical Staff will be notified by the MEC. Copies of any notice or materials requiring urgent amendment, if not otherwise confidential, will be submitted along with the written notice. The Medical Staff shall have the opportunity for retrospective review of and comment on the provisional amendment. If there is no conflict between the Medical Staff and the MEC, the provisional amendment will remain in effect. If there is conflict over the provisional amendment, the process for conflict management set forth in Article XI, Section 11.6 shall be implemented. If necessary, a revised amendment will be submitted to the Board for its review and consideration. Such amendments must be ratified by the Board.

If the urgent change involves an amendment to the Ancillary Manuals, Rules and Regulations or Polices on matters already delegated by the Medical Staff to the MEC, the approval process in this section shall not apply but a copy of the change must be sent to all Members of the Medical Staff.

12.4 Effective Date

These Bylaws shall be effective. All officers elected prior to the adoption and effective date of these Bylaws shall take office on the first day of 2011 and will serve for a period of two years. All Department Chairs elected prior to the adoption and effective date of these Bylaws shall take office on the first day of 2011 and shall hold office in accordance with Section 5.4 of these Bylaws, provided, however, in the event a Department prior to the effective date of these Bylaws is no longer in effect, such former Department Chair shall continue to be a member of the MEC as a section representative member until

such time as elections occur. At-Large MEC members elected prior to the effective date of these Bylaws shall serve until the next election as set forth in Section 6.4.3.

Adopted by
Medical Staff: June 18, 2012
Hospital Board: August 21, 2012

CERTIFICATION OF ADOPTION AND APPROVAL:

MEDICAL STAFF
Approved by the Medical Staff of Wellington Regional Medical Center on June 18, 2012.

By: _____ Date: 8.21.12
Chief of Staff

BOARD OF GOVERNORS
Approved and adopted by the Board of Governors of Wellington Regional Medical Center on August 21, 2012.

By: _____ Date: 8.22.12
Board of Governors, Chairperson