

BYLAWS OF THE MEDICAL STAFF
OF
OAKWOOD HOSPITAL & MEDICAL CENTER

October 2015

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PREAMBLE AND PURPOSE

The Practitioners authorized to practice at Oakwood Hospital & Medical Center have organized themselves into a medical staff and hereby adopt the following bylaws for these purposes: (1) to strive to provide continuing quality medical care to Hospital patients, consistent with applicable standards of care; (2) to provide at the Hospital an appropriate educational setting for residents and students in medicine and allied health sciences; (3) to provide the Medical Staff with an appropriate continuing education program, based in part on needs demonstrated through quality improvement activities; (4) to provide a framework for Medical Staff self-government; (5) to provide fair procedures for making recommendations to the Board regarding all requests for Medical Staff appointment and reappointment and Privileges; and (6) to provide a means whereby cooperation and communication may be maintained among Medical Staff Members and among the Medical Staff, the Board and the Administration, recognizing the authority of the Board.

DEFINITION

“Administration” means the Division President and the executives who report to him.

“Allied Health Professional” or “AHP” means a licensed health care professional (other than a Practitioner) who is eligible to apply for Clinical Privileges at the Hospital. AHPs are eligible for the Affiliate Staff, but are not eligible for Medical Staff membership. AHPs consist of physician’s assistants, nurse practitioners, certified nurse midwives, certified registered nurse anesthetists, Member-employed/contracted registered nurses, psychologists, and any other category of professional that may be approved in the future by the Board in consultation with the MEC. AHPs include both individuals who are employed by the Hospital and those who are not.

“Board” means the Board of Trustees of Oakwood Healthcare System.

“Clinical Privileges” or “Privileges” means the authorization granted to a member of the Medical Staff or of the Affiliate Staff, pursuant to the Bylaws, to render specific diagnostic or therapeutic services.

“Dentist” means an individual licensed to practice dentistry in Michigan.

“Division President” means the division president responsible for management of the Hospital.

“Ex-Officio” means service on a body by virtue of an office or position held and, unless otherwise expressly stated, means without voting rights.

“Fair Hearing Plan” means the Medical Staff Policy described in Article VII of these Bylaws.

“Focused Professional Practice Evaluation” means the time-limited evaluation of competence in performing a specific Privilege.

“Hospital” means Oakwood Hospital & Medical Center, which is operated by Oakwood Healthcare System, a division of Oakwood Healthcare, Inc.

“Medical Executive Committee” or “MEC” means the executive committee of the Medical Staff.

“Medical Staff” means all Practitioners who are granted Medical Staff membership by the Board in accordance with these Bylaws.

“Medical Staff Policy” means a policy adopted by the MEC and approved by the Board.

“Member” means a Practitioner granted membership in the Medical Staff in accordance with the Bylaws.

“MSPRC” means the Medical Staff Professional Review Committee.

“New Professional Practice Evaluation” means Focused Professional Practice Evaluation of newly-granted Privilege(s).

“OHS” means Oakwood Healthcare System

“Ongoing Professional Practice Evaluation” means ongoing assessment of the clinical competence and professional behavior of individuals who hold Clinical Privileges at the Hospital.

“Oral Surgeon” means an individual who is licensed to practice dentistry in the Michigan and who holds a specialty certification in oral and maxillofacial surgery issued by the state of Michigan.

“Physician” means an individual who is licensed to practice allopathic or osteopathic medicine in Michigan.

“Podiatrist” means an individual who is licensed to practice podiatric medicine and surgery in Michigan.

“Practitioner” means a Physician, Dentist, or Podiatrist.

“PPEC” means a Professional Practice Evaluation Committee.

“Professional Practice Group” means a single legal entity through which one or more Members engage in professional practice and are compensated for their professional services.

“Rules” mean the Rules and Regulations of the Medical Staff, adopted by the MEC and approved by the Board.

“Special Notice” means written notice that is (a) delivered personally, (b) sent by registered mail or certified mail, return receipt requested, or (c) sent by overnight delivery service, to the person to whom the notice is directed.

The “staff year” is April 1 through March 31.

Terms used in these Bylaws shall be read as the singular or plural, as the context requires. Where the masculine gender is used, the term represents either the masculine or feminine gender. The captions or headings are for convenience only and are not intended to limit or define the scope or effect of any provision of these Bylaws. References to the Chief of Staff, Department Chief and Division President include their respective designee when the named individual is not available.

ARTICLE I - NAME

The name of this organization shall be "The Medical Staff of Oakwood Hospital & Medical Center".

ARTICLE II - MEDICAL STAFF MEMBERSHIP

Section 1 - Nature of Membership

Membership on the Medical Staff of Oakwood Hospital & Medical Center is a privilege which shall be extended only to professionally competent allopathic and osteopathic physicians, dentists, oral/maxillofacial surgeons, podiatrists and other professionals who continuously meet the qualifications, standards and requirements set forth in these Bylaws and in the Rules and Regulations and Medical Staff Policy Manual.

Section 2 - Qualifications for Membership

- A. Basic Qualifications. Only Practitioners who can document their character, health, experience, training, demonstrated current professional competence, judgment, adherence to the ethics of their profession, and ability to work cooperatively with others, such that the Medical Staff and the Board are assured that they will furnish quality care in a manner that promotes a safe, cooperative and professional health care environment, shall be eligible for Medical Staff membership. No Practitioner shall be entitled to Medical Staff membership or to particular Clinical Privileges merely by virtue of being licensed to practice in this or any other state, or being a member of any professional organization, or holding or having held such privileges at another hospital.
- B. Acceptance of membership on the Medical Staff shall constitute the staff member's agreement that he will abide by the appropriate Codes of Ethics of the American Medical Association, American Osteopathic Association, American Podiatric Medical Association, or by codes applicable to other professionals. As a condition of appointment and reappointment, the member of the Staff shall pledge to: (1) provide continuous, competent, humane and efficient patient care, seeking consultation with other professionals where appropriate to do so; (2) delegate in the Staff member's absence the responsibility for care of his patients only to a practitioner who is qualified to undertake this responsibility. Each member shall also strive to maintain the applicable standards and to meet the applicable requirements of the Michigan Department of Community Health, Michigan Department of Human Services, Michigan Department of Licensing and Regulatory Affairs and the Joint Commission on Accreditation of Health Organizations so that the Hospital may warrant full licensure and accreditation at all times.

- C. Medical Staff membership or particular clinical privileges shall not be denied on the basis of any criteria unrelated to the efficient delivery of quality patient care in the hospital, to professional ability and judgment, or to the community need, including but not limited to sex, race, creed, color, sexual orientation and national origin.
- D. Any physician appointed or employed by the Hospital or the Governing Board for any purpose must apply for Medical Staff membership and be accepted before such appointment or employment is binding. Such appointee shall agree to abide by the Bylaws and the Rules and Regulations of the Medical Staff. Physicians will seek appointment to a category of membership that is appropriate to their anticipated level of clinical activity in the Hospital. Upon termination of such physician's appointment or employment by the Hospital, the physician remains a member of the Medical Staff subject to the same rules, regulations, and Bylaws as any other member of the Medical Staff in the particular category of membership.
- E. All newly appointed members of the Medical Staff, except visiting and affiliate, must have established or plan to establish a clinical practice within the primary or secondary service area of the hospital, as defined by the hospital board. The clinical practice plan must address criteria defined in the Medical Staff Policy - Clinical Practice Plan, and includes but is not limited to contributing to the well being of our community, the quality of care rendered to the patients within the hospital and other OHS facilities and to making contributions to or participation in the educational programs sponsored by OHMC.
- F. Health Status. When the Credentials Committee, Executive Committee or Board has reason to question the physical and/or mental health status of the practitioner, the practitioner shall be required to submit to an evaluation of physical and/or mental health status by a physician or physicians designated by the Medical Executive Committee and acceptable to the practitioner as a prerequisite to the maintenance of his current staff appointment or the exercise of previously granted clinical privileges, or to further consideration of his application for medical staff reappointment or for initial medical staff appointment.
- G. All allopathic, osteopathic podiatric and oral/maxillofacial physician members must be board certified by their OHMC-D recognized specialty and/or subspecialty board as outlined in the Medical Staff Policy Manual.
- H. All recent graduates must have completed all of the residency or specialized training required for admission to the examination of such a certifying board and must achieve board certification within five years from the date of initial eligibility as defined by the specialty board. Failure to obtain board

certification within the prescribed time will result in an automatic voluntary resignation from the medical staff.

- I. Once board certified, all allopathic, osteopathic, and podiatric and oral/maxillofacial physicians must maintain board certification. Those with time-limited certification must achieve re-certification in their primary specialty and/or sub-specialty within two years of the expiration date of their current certification certificate except under those extenuating circumstances addressed in the Medical Staff Policy Manual.
- J. All members of the Medical Staff with clinical privileges must provide evidence of professional liability insurance coverage in an amount defined by the hospital board, and consistent with the Medical Staff Policy - Malpractice Insurance.
- K. Staff members or other individuals granted clinical privileges under these Bylaws shall notify the Chief of Staff within 10 working days of any circumstances listed below. As appropriate, the affected Staff member shall provide complete information as to the reasons for the initiation of corrective or disciplinary action.
 - 1. Formal disciplinary action taken against the member by a healthcare facility or governmental agency including reduction, suspension or revocation of privileges, staff membership.
 - 2. Suspension or revocation of the member's license or right to prescribe medication.
 - 3. Serious illness or disability, which could interfere with patient care or patient welfare.
 - 4. Felony charge or conviction.
 - 5. Voluntary changes in licensure status or clinical privileges at other healthcare institutions where the member has clinical privileges, which may adversely impact on clinical privileges at OHMC.
 - 6. Involuntary exclusion from a federal health care program.
- L. Residents or fellows in training in the hospital, functioning under the auspices of their medical education training program, shall not hold membership on the Medical Staff and shall not be granted specific clinical privileges. Rather, they shall be permitted to function clinically in accordance with the written training policies developed by the Medical Education Committee in conjunction with the residency-training program. The policies must delineate the roles, responsibilities and patient care activities of residents and fellows, including but not limited to writing orders, under what circumstances they may do so, and what entries a supervising physician must complete and countersign. The policies must also describe the mechanisms through which residency program directors make decisions about a resident's progressive advancement and independence in delivering patient care.

Section 3 - Application for Appointment

- A. Application Form. All applications for appointment to the Medical Staff shall set forth the applicant's professional qualifications, provide professional references (including peer references), designate the Clinical Privileges desired, provide the applicant's certification regarding his health status, and provide information regarding malpractice experience. The application shall provide information as to whether the applicant has ever been charged, convicted of, or pled no contest or guilty to, a misdemeanor related to professional practice or a felony and information as to whether any of the following has ever been or is in the process of being denied, revoked, suspended, limited, reduced, not renewed or voluntarily relinquished: (i) membership or clinical privileges at any other hospital or health care facility; (ii) specialty board certification or eligibility; (iii) license to practice any profession in any jurisdiction; (iv) Drug Enforcement Administration controlled substance registration; (v) license to prescribe controlled substances in any jurisdiction; or (vi) participation in Medicare or Medicaid. The application shall also contain an acknowledgement that the applicant has received these Bylaws and agrees to be bound by them whether or not he is granted Medical Staff membership or Privileges. If required by Medical Staff Policy, the applicant shall submit a clinical practice plan that addresses the criteria defined in Medical Staff Policy.
- B. All staff members and applicants shall be required to agree that the submission of an application (whether an original application or an application for reappointment) constitutes the following:
1. The applicant or staff member's agreement to abide by these Bylaws and the Rules and Regulations.
 2. The applicant or staff member's agreement that the decision of the Governing Board on this or any other application or proceeding concerning his appointment or privileges shall be final and binding.
 3. The applicant or staff member's authorization for any member of the Administration, the Credentials Committee, the Executive Committee or the Governing Board to consult with any member of the staff or administration of any other Hospital with which the applicant or staff member has been associated concerning his professional ethical qualifications and competence, or to consult with any other person or entity which may have information bearing thereon, to receive and utilize any report or information received in response thereto, and to inspect and copy any and all records made at any such Hospital or other entity which may be material to his qualifications and competence; and the applicant or staff

member's further agreement to release any such other Hospital entity or person, its employees and agents, from any and all liability for the transmittal in good faith and without malice of any information bearing on the applicant or staff member's qualifications and competence, in connection with any such request.

4. The applicant or staff member's agreement to appear upon request before the Credentials Committee, the Executive Committee, the Governing Board or any departmental Chief or committee concerning this application, or any subsequent application for renewal or extension of appointment and privileges, in connection with any proceedings to rescind the applicant or staff member's appointment or to restrict or terminate any privileges which may be granted.
5. The applicant or staff member's agreement to release the Hospital, its agents and employees, and all members of the Governing Board, Administration and Medical Staff from all liability for any statements made or any action taken in good faith and without malice by any person in connection with the consideration of this or any other application, in connection with any proceedings for reappointment, advancement, denial or rescission of appointment, reduction, suspension or termination of privileges, or transfer to any other division of the Medical Staff, pursuant to this or any other application for appointment or reappointment, and in connection with any other form of review of the professional practices of Medical Staff members in the Hospital.
6. The applicant or staff member's agreement to release the Hospital, its agents and employees and all members of the Governing Board, Administration and Medical Staff from all liability for forwarding to any other hospital to which the applicant or staff member may apply for privileges any information concerning his appointment, reappointment, advancement, denial or recession of appointment, his privileges, the extension, reduction, suspension or termination of his privileges, any other form of disciplinary action or his transfer to any other division of the staff.
7. The applicant or staff member's agreement that, in any proceeding in which his physical or mental health is at issue, a request for a hearing shall constitute a waiver in favor of the Hospital, its agents and employees, and all members of its Governing Board, Administration and Medical Staff of any medical or physician-patient privilege relating to such physical or mental condition, whether such privilege is granted by the statutes or case law of the State of Michigan or any other jurisdiction, and a release of any

physician, hospital or other person or entity from any and all liability for the release of information which, except for such waiver, would be privileged and confidential.

8. The Practitioner's agreement to comply with the requirement that a physical examination and medical history be completed and documented for each patient, no more than thirty (30) days before or twenty-four (24) hours after an admission or registration but before surgery or a procedure requiring anesthesia, by an individual who holds Privileges to perform histories and physicals. If the history and physical were performed before admission or registration, an updated examination of the patient must be completed and documented within twenty-four (24) hours after admission or registration but before surgery or a procedure requiring anesthesia, by an individual who holds Privileges to perform histories and physicals. Additional requirements regarding histories and physicals are contained in the Rules.

Section 4 - Procedure for Appointment

- A. Application for Appointment to the Medical Staff shall be presented in writing to the Chief Executive Officer on a form prescribed by the Governing Board, and, after the C.E.O. has verified the applicant's credentials and obtained letters of recommendation, shall be referred to the Credentials Committee and to the Chief of the department in which the applicant is seeking privileges.
- B. The applicant shall be interviewed by the Chief or Vice Chief of the applicable department, who shall submit a written appraisal to the Credentials Committee containing his recommendation concerning the possible appointment and privileges, if any, to be granted.
- C. The Credentials Committee shall investigate the character, health, experience, training, qualifications, academic standing, office location, current professional competence and judgment, and ethical standing of the applicant and shall submit a report of its findings along with a copy of the appraisal of the Chief of the department to the Executive Committee, recommending that the application be accepted, deferred, or rejected. The Credentials Committee may also interview all applicants.
- D. If the Credentials Committee recommends the appointment of the applicant, it shall include a recommendation of specific privileges to be granted to the applicant.
- E. Upon receipt of the report of the Credentials Committee, the Executive

- Committee shall review the report, shall make its own additional investigation, if necessary, and shall thereafter recommend to the Governing Board, through the Chief of Staff or the Chief Executive Officer of the Hospital that the recommendations of the Credentials Committee concerning appointment and privileges be adopted, unless the Executive Committee disagrees with the report of the Credentials Committee, in which case it shall make its own recommendation to the Governing Board and deliver at the same time a copy of the report of the Credentials Committee and a copy of the written appraisal of the Chief of the department. In addition to all other factors considered by the Executive Committee, it may also consider the available bed space in the Hospital and the need for additional staff members with the skills and training of the applicant.
- F. In all cases, the appraisal of the Chief of the department and the recommendations of the Executive and Credentials Committee shall set forth the specific reasons for the rejection or acceptance of the applicant.
 - G. Final authority for all appointments and for the granting of privileges shall be in the Governing Board. The Governing Board either shall adopt the recommendation of the Executive Committee or shall refer it back for further consideration. In the latter event, the Governing Board shall instruct its Secretary to state to the Executive Committee the reasons for such action. The Executive Committee may again make a recommendation to the Governing Board, which shall thereupon adopt or reject the recommendation.
 - H. When final action has been taken by the Governing Board, the Chief Executive Officer of the Hospital shall transmit the decision to the applicant and, if the applicant has been accepted, shall secure his signature to these Bylaws and to the Rules and Regulations promulgated hereunder. Such signature shall constitute his agreement to be governed thereby.
 - I. In the event the applicant has not been accepted at the Board level, the applicant may request a hearing and appellate review pursuant to Article VI and the Fair Hearing Plan.

Section 5 - Assignment of Clinical Privileges

Appointment to the Staff shall also establish specifically the clinical privileges granted each new member. Such privileges will be determined in accordance with the standards set forth in Article IV hereof. These privileges will be reviewed annually and continued, increased, decreased or discontinued based on performance.

Section 6 - Terms of Appointment

- A. All initial appointments and reappointments to the Medical Staff shall be for a period of up to two years.

Section 7 - Procedure for Reappointment

- A. Reappointment Application. Each Member who desires reappointment to the Medical Staff shall submit a timely and complete reappointment application to the Medical Staff Office in accordance with Medical Staff Policy. If a timely and complete reappointment application is not submitted, the Member's Medical Staff Membership and Privileges will expire at the end of the current term of appointment. The reappointment application will require submission of information that will allow a determination of whether the Member meets the ongoing qualifications for Medical Staff membership and for requested Clinical Privileges, including providing reasonable evidence of current ability to perform requested Privileges and information concerning any changes in the Member's qualifications since his last (re)appointment. A Member who does not comply with the board certification requirements stated in Article II, Section 2, if applicable, is not eligible for reappointment.
- B. Reappointment Criteria. The reappointment process will include evaluation of:
 - 1. The Member's professional performance and judgment.
 - 2. The Member's current clinical and technical skills and competence to perform the Privileges requested, as measured in part by the results of the Hospital's performance improvement activities (including the results of Ongoing Professional Practice Evaluation), and as assessed by the applicable Department Chief.
 - 3. Professional ethics and conduct, including compliance with the Bylaws, Rules, Medical Staff Policies (including those relating to medical record documentation) and applicable Hospital policies, and ability to work cooperatively with others at the Hospital.
 - 4. All information supplied in the Member's reappointment application.
- C. Processing Reappointment Applications. Applications for reappointment shall be processed in the same manner as initial applications, using the procedures described in relevant portions of Article II, Section 4 of these Bylaws, except interviews of the applicant are not routinely required. The consequences of failure to complete or follow Bylaw requirements during the reapplication process shall be identical to the consequences of failure to complete or follow requirements during initial application for membership and Clinical Privileges.

Reappointment shall be for a period of up to two years.

- D. MEC Input Required. In no case shall the Board take action on an application for reappointment without first seeking the recommendation of the MEC with respect to the application.
- E. Board Action. The Board shall take final action on applications for reappointment and renewal of Privileges, except that no final action may be taken with respect to any Member as to whom an adverse recommendation or decision has been made who has not either waived or completed the hearing and appellate review process provided for in Article VI, if applicable. The Member shall be bound by the terms of Article II, Section, 3, Paragraph B in connection with all requests for reappointment.

Section 8 - Exclusive Contracts

To improve patient care and promote more efficient Hospital operations, adequacy of coverage, maintenance of standards, more efficient use of facilities, and quality assurance, certain hospital facilities may be used on an exclusive basis in accordance with contracts between the Hospital and professionals selected by the Medical Staff, Hospital and Governing Board. Applications for appointment to staff status under Article II and for clinical privileges under Article III relating to those Hospital facilities and services will be accepted for processing, when the professional is or will be employed or engaged by the professionals holding such exclusive rights to perform services under a contract with the Hospital.

- A. The medical staff shall review and make recommendations to the Governing Board regarding quality of care issues related to exclusive arrangements for physician and/or professional services, prior to any decision being made, in the following situations:
 - 1. the decision to execute an exclusive contract in a previously open department or service;
 - 2. the decision to renew or modify an exclusive contract in a particular department or service;
 - 3. the decision to terminate an exclusive contract in a particular department or service.
- B. A medical staff member providing professional services under a contract with the hospital shall not have medical staff privileges terminated for reasons pertaining to the quality of care provided by the medical staff member without the same rights of hearing and appeal as are available to all members of the medical staff.

C. Except as specified in this section, the termination of privileges following the decision determined to be appropriate by the medical staff to close a department/service pursuant to an exclusive contract or to transfer an exclusive contract shall not be subject to the procedural rights set forth in Article VI.

ARTICLE III - DIVISIONS OF THE MEDICAL STAFF

Section 1 - The Medical Staff

The categories of the Medical Staff shall include the following: Active, Ambulatory, Courtesy, Consulting, Visiting, Affiliate, Emeritus and Honorary.

Section 2 - The Active Medical Staff

Qualifications: The Active staff shall consist of those physicians, dentists, oral surgeons and podiatrists each of whom meets the basic qualifications as set forth in Article II, regularly admits patients to or is otherwise regularly involved in the care of patients in the hospital and is professionally based in the community served by the hospital as defined in the Medical Staff Policy Manual.

Prerogatives: Members of the Active staff may:

1. Admit and exercise clinical privileges as granted under Article IV.
2. Vote on all matters presented at general and special meeting of the medical staff, the department, section and committees of which he is a member.
3. Hold office in the staff and in the department, section and committees of which he is a member.
4. May request dual departmental membership if clinical practice encompasses more than one specialty area as outlined in the Policy Manual.

Responsibilities: Each member of the active staff will:

1. Meet the basic responsibilities as outlined in these bylaws and retain responsibility within his area of professional competence for the care and supervision of each patient in the hospital for whom he is providing services or arrange a suitable alternate for such care and supervision.
2. Actively participate in quality management activities required of the staff, in supervising provisional appointees of his department or section, and in discharging such other staff functions as may from time to time be required.
3. Accept appointment to and serve on committees to which the member has been appointed.
4. Satisfy the requirements set forth in these bylaws for attendance at meetings of the department, section and committee of which he is a member.
5. Pay dues and assessments as determined by the medical staff.

Section 3 - The Ambulatory Medical Staff

Qualifications: The Ambulatory staff shall consist of those physicians, dentists, oral surgeons and podiatrists each of whom meets the basic qualifications as set

forth in Article II, who chooses not to personally admit or care for patients in the hospital but who require credentialing through OHMC. Ambulatory members will be professionally based in the community served by the hospital as defined in the Medical Staff Policy Manual and shall be employed by the OHS Ambulatory Division.

Prerogatives: Members of the Ambulatory staff:

1. May not admit and exercise inpatient clinical privileges as granted under Article IV.
2. May not vote on matters presented at general and special meeting of the medical staff or the department, however, may be appointed to committees and may vote at committee meetings.
3. May not hold office in the staff or in the department. May hold office in sections or committees of which he is a member.

Responsibilities: Each member of the ambulatory staff will:

1. Meet the basic responsibilities as outlined in these bylaws and retain responsibility within his area of professional competence for the ambulatory care and supervision of each patient for whom he is providing services.
2. Participate in quality management activities required of the staff and discharge such other staff functions as may from time to time be required.
3. Accept appointment to and serve on committees to which the member has been appointed.
4. Not be required to attend departmental meetings but is expected to attend meetings of those committee(s) of which he is a member.
5. Pay dues and assessments as determined by the medical staff.

Section 4 - The Courtesy Medical Staff

Qualifications: The Courtesy staff shall consist of those physicians, dentists, oral surgeons and podiatrists each of whom meets the basic qualifications as set forth in Article II, who wishes to attend occasional private patients in the Hospital, but who do not otherwise participate actively in the work of the Hospital. Courtesy members will be professionally based in the community served by the hospital as defined in the Medical Staff Policy Manual.

Prerogatives: Members of the Courtesy staff:

1. May admit and exercise inpatient clinical privileges as granted under Article IV for a limited number of patients. Should a Courtesy member's clinical activity fall below or above the designated limits, he will be required to request modification of his membership status, either to Active status or to Ambulatory status. Courtesy members with no clinical activity and no basis for ambulatory membership status will be ineligible to apply for reappointment. Minimum and maximum numbers

- of cases and procedures will be defined periodically by the clinical departments with the approval of the Medical Executive Committee.
2. May not vote on matters presented at general and special meeting of the medical staff or the department. However, may be appointed to committees and may vote at such committee meetings.
 3. May not hold office in the staff or in the department. May hold office in sections or committees of which he is a member.

Responsibilities: Each member of the courtesy staff will:

1. Meet the basic responsibilities as outlined in these bylaws and retain responsibility within his area of professional competence for the care and supervision of each patient in the hospital for whom he is providing services or arrange a suitable alternate for such care and supervision.
2. Participate in quality management activities required of the staff and discharge such other staff functions as may from time to time be required.
3. Accept appointment to and serve on committees to which the member has been appointed.
4. Not be required to attend departmental meetings but is expected to attend meetings of those committee(s) of which he is a member.
5. Pay dues and assessments as determined by the medical staff.

Section 5- The Consulting Medical Staff

Qualifications: The Consulting staff shall consist of those physicians, dentists, oral surgeons and podiatrists who are held in high regard in the medical community and are recognized as experts in their respective field, who also meet the basic qualifications as set forth in Article II. The Credentials Committee may propose the granting of this special category of membership only upon recommendation of the respective Department Chief, Chief of Staff, or Medical Executive Committee.

Prerogatives: Members of the Consulting staff may:

1. On the request of a patient's attending staff member, see patients, write orders and provide consultative care as requested and indicated by the patient's condition. May perform clinical procedures as approved in Article II, in conjunction with attending physician.
2. Attend meetings of the staff and the department. May not vote on matters presented at general and special meeting of the medical staff or the department, however, may be appointed to committees and may vote at such committee meetings.
3. May not hold office in the staff or in the department. May hold office in sections or committees of which he is a member.

Responsibilities: Each member of the Consulting staff will:

1. Meet the basic responsibilities as outlined in these bylaws and retain

- responsibility within his area of professional competence for the care and supervision of each patient in the hospital for whom he is providing services, or arrange a suitable alternate for such care and supervision.
2. Participate in quality management activities required of the staff and discharge such other staff functions as may from time to time be required.
 3. Accept appointment to and serve on committees to which the member has been appointed.
 4. Not be required to attend departmental meetings but is expected to attend meetings of those committee(s) of which he is a member.
 5. Pay dues and assessments as determined by the medical staff

Section 6 - The Visiting Staff

Qualifications: The Visiting Staff Shall consist of those physicians, dentists, oral surgeons and podiatrists each of whom meets the basic qualifications as set forth in Article II, who are professionally based in the community served by the hospital as defined in the Medical Staff Policy Manual and who choose not to personally admit or care for patients in the hospital. They shall be in private practice. Members of the Visiting staff are encouraged to visit their patients.

Prerogatives: Members of the Visiting Staff may:

1. Review the clinical chart
2. Not admit patients or exercise any clinical privileges
3. Use the hospital medical library and dining rooms
4. Are not required to attend Staff meetings
5. May not vote at general or special meetings of the medical staff, departments or sections.
6. May not hold office on the staff or one of its departments, sections or committees.
7. Pay dues and assessments as determined by the MEC.
8. Visiting Staff members must complete a formal application process to join the Medical Staff in any other category of membership.

Responsibilities:

None

Section 7 - The Affiliate Staff

Qualifications: The Affiliate staff shall consist of those physicians who meet the basic qualification for membership as outline in Article II, Section 2A, and are employed by the hospital as physicians providing moonlighting services. In addition, the affiliate staff shall include physician assistants, nurse practitioners, nurse midwife, physician employed/contracted registered nurse and psychologists as detailed in the Medical Staff Policy Manual. Affiliate privileges are of a limited tenure. Staff membership automatically ceases when

employment ends. They shall perform duties as defined in the delineation of privileges and approved by the appropriate medical staff department chief.

Prerogatives: Members of the Affiliate staff:

1. May not admit patients or be the attending physician of record.
2. Must abide by departmental and staff rules and regulations
3. Will be subject to any and all disciplinary actions provided by the Affiliate Staff Policy.
4. Will only have those hearing rights as set forth in the Affiliate Staff Policy.
5. May not attend general, department, committee and special meetings of the medical staff.
6. Pay dues and assessments as determined by the MEC.
7. Must complete a formal application process to join the medical staff in any other category of membership and cannot hold membership and/or privileges in more than one staff category at the same time.

Section 8 - The Emeritus Medical Staff

Qualifications: The Emeritus Staff shall consist of those members who have reached the age of 65, who may request transfer to Emeritus status. Those requesting transfer to Emeritus Staff will have served a minimum of 10 consecutive years as a member of the Active, Courtesy or Consulting Staff.

Prerogatives: Members of the Emeritus Staff:

1. Shall retain the rights and privileges of his prior staff appointment if current competence is demonstrated.
2. If current competence is not demonstrated, member can be Emeritus without clinical privileges.
3. May not vote or hold elective office in the Staff or a department.
4. May attend meetings of the staff and the department. May not vote on matters presented at general and special meeting of the medical staff or the department.
5. May not hold office in the staff or in the department. May hold office in sections or committees of which he is a member.

Responsibilities: Each member of the Emeritus staff will:

1. Meet the basic responsibilities as outlined in these bylaws and retain responsibility within his area of professional competence for the care and supervision of each patient in the hospital for whom he is providing services or arrange a suitable alternative for such care and supervision.
2. Participate in quality management activities required of the staff and discharge such other staff functions as may from time to time be required.
3. Not be required to attend departmental meetings but is expected to

- attend meetings of those committee(s) of which he is a member.
4. Not pay dues or assessments

Section 9 - The Honorary Medical Staff

Qualifications: The Honorary Staff shall consist of those physician members who have served, at one point, as an Active Staff Member at OHMC, and contributed to the growth and mission of the hospital and who wish to retain their Medical Staff membership but who do not wish to admit and/or treat patients in the hospital.

Prerogatives: Members of the Honorary Staff:

1. May attend meetings of the staff and the department. May not vote on matters presented at general and special meeting of the medical staff or the department
2. May serve as consultants (with no vote) at committee meetings
3. May attend CME programs and use the Medical library.
4. May not hold office in the staff, the department or committees of which he is a member.
5. May not admit or treat patients in the hospital.
6. Shall not pay dues or assessments.

ARTICLE IV - CLINICAL PRIVILEGES

Section 1 - Criteria for Determining Clinical Privileges

- A. Privileges Are Required. Each Member shall exercise only those Clinical Privileges granted to him by the Board upon recommendation of the Credentials Committee and MEC, except as otherwise permitted by Article IV, Section 2.
- B. Criteria. Requests for Privileges shall be evaluated on the basis of the factors and categories of information listed in Article II. Requests for Clinical Privileges shall also be evaluated in light of observed clinical performance and judgment, current competence to exercise such Privileges, and the results of quality review evaluation and monitoring activities, including relevant Practitioner-specific data as compared to aggregate data and morbidity and mortality data, when available. Privilege determinations shall also take into account pertinent information concerning clinical performance obtained from other sources, especially from other institutions and health care settings where the Practitioner has exercised clinical privileges. The Practitioner has the burden of establishing his qualifications and competency in the Clinical Privileges he requests, in accordance with Medical Staff Policy.
- C. Privilege Modification. A Member may request an increase in Privileges during the term of his appointment by submitting a written request in accordance with Medical Staff Policy. Any such request will be processed using substantially the same procedures as for a request for reappointment.
- D. New Professional Practice Evaluation Privileges granted to initial applicants and additional Privileges granted to a Member in connection with reappointment or a mid-appointment request for additional Privileges shall be subject to New Professional Practice Evaluation as provided in Medical Staff Policy.
- E. Dentists and Podiatrists
 - 1. Privileges granted to dentists shall be based on their character, health, training, experience, academic standing and demonstrated current professional competence and judgment, and ethical standing. The scope and extent of surgical privileges to be granted to each (oral-maxillofacial surgeons, other dental specialties and dentists) shall be specifically delineated and granted in the same manner as all other surgical privileges. Patients of oral maxillofacial surgeons shall be directly admitted to the hospital under the name of that particular oral maxillofacial surgeon. All oral maxillofacial and dental patients shall receive the same medical appraisal and clearance as patients admitted

to other services, either prior to admission or at the time of admission before any surgical procedure. A physician member of the Medical Staff shall be responsible for the care of any medical problem that may arise during the hospitalization and/or procedure and his name shall be entered on the medical record at the time of admission by the dentist. Consultation with a physician member of the Medical Staff shall be required whenever medical complications are present.

2. Privileges granted to podiatrists shall be based on their character, health, training, experience, and academic standing and demonstrated current professional competence and judgment, and ethical standing. Podiatrists shall be assigned to the Section of Podiatry in the Department of Orthopedics. Podiatrists shall be limited to the diagnosis, surgical and adjunctive treatment of diseases, injuries, defects and preventive care of the foot and ankle as specified for each individual in his delineation of privileges. Either prior to admission, or at the time of admission before any surgical procedure, the podiatrist shall ensure that a physician member of the Medical Staff conducts an adequate medical evaluation of the patient. A physician member of the Medical Staff shall be responsible for the care of any medical problem that may arise during the hospitalization and/or procedure and his name shall be entered on the medical record at the time of admission by the podiatrist. Consultation with a physician member of the Medical Staff shall be required whenever medical complications are present

F. Limited License Health Professionals

Privileges granted to other limited health professionals shall be based on their character, health, training, experience, licensure or certification, academic standing and demonstrated current professional competence and judgment, and ethical standing. The scope and extent of privileges to be granted to each health professional shall be specifically delineated in the same manner as all other privileges. No patient shall be admitted to the Hospital solely under the care of such other health professional, but each patient shall be admitted by a physician member of the Medical Staff who shall be responsible for the care of any medical problem that may be present at the time of admission or that may arise during hospitalization. All patients so admitted shall receive the same basic medical appraisal as all other patients. A recommendation by or on behalf of the medical staff to not grant privileges as a limited health professional, or to suspend, terminate, or to discontinue such privileges, or such a decision by the Board, shall not give rise to any procedural rights set forth in the Bylaws, unless otherwise specifically provided in the Medical Staff Policy Manual.

Section 2 – Temporary, Emergency and Disaster Privileges

A. Temporary Privileges. A licensed physician may be granted temporary privileges (specified in writing and signed by the licensee and the Chief of the Department) upon the concurrence of the Administration of the Hospital, the Chief of the Department, the Chairman of the Credentials Committee, one other member of the Credentials Committee and the Chief of Staff (or in the latter's absence, the Vice Chief of Staff). Such privileges shall be granted for no more than one hundred twenty (120) days duration. Temporary privileges shall be granted only when the information available reasonably supports a favorable determination regarding the requesting practitioner's qualification, ability and judgment to exercise the privileges requested, and only after the practitioner has provided evidence of professional liability insurance in an amount consistent with Medical Staff policy. Such persons shall be subject to the supervision of the Chief of the Department or his designate. Such privileges may be summarily revoked, without prior notice and without the right to a hearing, by the Administration of the Hospital, the Chief of the Department, or the Chief of Staff. Temporary privileges may be granted in the following circumstances:

1. Pendency of Application. After an application for staff appointment has been approved by the Credentials Committee, a request for specific temporary privileges has been received from the applicant, and in accordance with the conditions specified in Article II of the Bylaws, an appropriately licensed applicant may be granted temporary privileges during the pendency of the application. In exercising such privileges, the applicant shall act under the supervision of the Department Chief or his designee to which the applicant is assigned.
2. Temporary Consulting Privileges. These privileges may be granted to a licensed physician, dentist, oral/maxillofacial surgeon, or podiatrist who is not a member of the Medical Staff who may be called upon to offer a medical opinion or provide care for one or more specific patients at the request of the patient's attending medical staff member. Temporary consulting staff privileges shall be granted on a case-by-case basis by the Chief of Staff on the recommendation of the Chair of the Credentials Committee and the appropriate departmental chief. Temporary consulting privileges automatically terminate at the end of the consultation or care provided to the specific patient.
3. Locum Tenens. Upon receipt of a written request from an active member of the medical staff, an appropriately licensed practitioner who is serving as locum tenens for a member of the medical staff, may without applying for membership on staff, be granted temporary privileges for no more than one hundred twenty (120) days duration.

- B. **Emergency Privileges.** In case of emergency, any Medical Staff member attending the patient, to the degree permitted by his license and training and regardless of service or staff status, shall be expected to do and to be assisted by Hospital personnel in doing everything possible to save the life of the patient, including the calling of such consultation as may be necessary and available. For the purpose of this section, an “emergency” is defined as a condition in which serious, permanent harm may result to the patient or as a condition in which the life of the patient is in immediate danger and any undue delay in administering treatment might add to that danger. When the emergency situation no longer exists, such Medical Staff member must either request the privileges necessary to continue treatment or arrange for the patient to be assigned to an appropriate member of the staff. If such privileges are either denied or not requested, the patient shall be assigned to an appropriate member of the staff.
- C. **Disaster Privileges.** In the event of a disaster requiring activation of the emergency management plan and exceeding the ability of the professional resources of the Hospital to meet immediate patient needs, the hospital Incident Commander, or designee, will first consider utilizing physician and allied health medical staff members with privileges at any OHS facility, since primary source verification will have already been completed for these practitioners. The hospital Incident Commander, or designee, may then implement a modified credentialing and privileging process for eligible licensed volunteer practitioners present and able to assist in the care of patients. Any grant of temporary disaster privileges shall be consistent with the Medical Staff Policy for “Credentialing Practitioners in a Disaster” (“Policy”). “Disaster” for purposes of this section means an emergency situation created by natural causes (e.g., tornado, earthquake, thunderstorm or snow storm) or other causes (e.g., bomb, explosion, fire, mass shooting, biologic or chemical event) resulting in a significant number of injured or ill patients being received by the Hospital and an evident risk that persons may not receive timely professional treatment.

ARTICLE V - RESCISSION OF APPOINTMENT AND REDUCTION,
RESTRICTION OR SUSPENSION OF PRIVILEGES

Scope

The following procedures apply only to Active, Ambulatory, Consulting, Courtesy and Emeritus Staff Members. Medical Staff membership and prerogatives for Visiting and Honorary Medical Staff Members are subject to the discretion of the MEC and the Board, without hearing or appeal.

Section 1 - Non-Summary Procedure:

- A. If, after completing a review in accordance with Medical Staff Policy, the MSPRC issues a written report recommending that a Medical Staff Member's appointment be rescinded or his Privileges be reduced, restricted or suspended, the MSPRC's report shall be delivered to the MEC.
- B. After timely review of the MSPRC's report, the MEC shall make a preliminary determination. If the determination could result in the reduction, restriction or suspension of Clinical Privileges or in rescission of the Staff Member's appointment, the affected Member will be notified in writing and granted an opportunity to appear before the MEC at its next regular session to discuss, explain or refute the charges, but this appearance will in no way constitute a hearing. If the Staff Member appears, such appearance will be completed before final action is taken by the MEC. A record of such an appearance will be kept.
- C. The MEC may accept, reject or modify the recommendation of the MSPRC. The MEC's response to the MSPRC report may include, without limitation, issuing a letter of warning, admonition or reprimand; imposing terms of probation, consultation requirements or other conditions on the Staff Member's appointment, which do not materially restrict exercise of Privileges; or recommending to the Board reduction, restriction or suspension of Clinical Privileges or rescission of Medical Staff membership. The Chief of Staff shall inform the Board of the nature of the MSPRC's report and the MEC's action.
- D. Any recommendation by the MEC for reduction, restriction or suspension of Clinical Privileges or for rescission of Medical Staff membership, or a preliminary decision by the Board to take one of those actions, shall entitle the Staff Member to request a hearing and appellate review to the extent provided in these Bylaws.

Section 2 - Summary Suspension

- A. Imposition. The following individuals and bodies have the authority to

suspend or restrict summarily all or any portion of the Privileges of a Member or impose supervision upon a Member upon determining that failure to take immediate action may result in an imminent danger to the health of an individual: the Board, the MEC, the Chief of Staff, or the Chief of the department to which the Member is assigned. The Chief of Staff shall promptly notify the suspended Member of the suspension.

- B. Interim Nature. Summary action shall be deemed an interim precautionary step in a professional review activity until it has been reviewed by the MEC pursuant to Section 6.3.3. Summary action is a non-disciplinary measure taken to protect an individual against potential harm, pending review of the matter by the MEC.
- C. Review of Summary Action. The MSPRC shall immediately investigate the circumstances that led to the suspension, including offering the suspended Member an opportunity to meet with the MSPRC or its representative, which will in no way constitute a hearing. The MSPRC shall report to the MEC in writing its recommendations regarding the suspension and regarding the Member's future status, within the later of fourteen days from the suspension or the next regular meeting of the MEC following imposition of the suspension. The MEC shall review the MSPRC's report at its next regular meeting following receipt of the report. Following review of the MSPRC's report, the MEC may continue the suspension, lift a suspension imposed by any party other than the Board, or recommend that the Board lift a Board-imposed suspension. The MEC shall also in all cases recommend to the Board the future status of the Member's Medical Staff membership and Privileges. The suspended Member shall be entitled to hearing and appeal rights to the extent provided in the Bylaws.
- D. Patient Care. The Chief of Staff, the Chief of the Department and the Administration shall make adequate provision for the care of any patient in the Hospital under the care of the suspended Member.

Section 3 - Automatic Suspension

- A. License. All Privileges of a Member shall be automatically suspended if his professional license is suspended or revoked by the State of Michigan. The Chief of Staff shall enforce such automatic suspension.
- B. Delinquent Medical Records. In accordance with the Rules, Privileges are automatically suspended for failure to complete medical records within the periods prescribed by the Rules.
- C. Loss of Malpractice Insurance. In accordance with Medical Staff Policy, Privileges are automatically suspended if a Member has an interruption in malpractice insurance coverage that is longer than the period permitted by Medical Staff Policy.

- D. Notice. If a Member's Privileges are automatically suspended, the Medical Staff Office shall notify the Member of the suspension in writing, after notifying the Chief of Staff.

Section 4 - Leave of Absence

- A. Leave Status. A Member in good standing may request a leave of absence from the Medical Staff for up to 36 months by submitting a written request to the Chief of Staff, stating the proposed duration and reason(s) for the leave. The MEC will recommend to the Board that the request be granted or denied, and the Board will take final action on the request. Conditions and/or limitations may be imposed on a leave of absence. All records for which the Member is responsible shall be timely completed. Members on leave of absence may not exercise Privileges, vote, hold office, or serve on committees, and will not be required to attend meetings or pay dues.
- B. Reinstatement. At least 90 days prior to expiration of the leave of absence, or at any earlier time, the Member may request reinstatement of Privileges by submitting a written notice to that effect to the Chief of Staff. The Member shall also submit a written summary of the Member's relevant activities during the leave. If the leave of absence is related to illness, the Member shall submit a letter from the Member's attending Physician stating that the Member is physically and mentally able safely to resume full professional practice. A request for reinstatement shall be submitted and processed in the manner specified for reappointment to the Medical Staff. Failure to make a timely request for reinstatement or to provide a requested summary of activities or other requested information shall result in automatic non-disciplinary termination of Medical Staff membership; the Practitioner may later apply for Medical Staff membership and will be treated as a new applicant. A Member whose request for reinstatement from a leave of absence is denied by the Board shall be entitled to the hearing and appeal rights provided by Article VI.
- C. Expiration of Appointment. If a Member's term of appointment will expire during a leave of absence, the Member may apply for reappointment during the leave in accordance with Article II, Section 6. The Board may condition reappointment on the Member submitting, at the time of requested reinstatement, acceptable evidence of the Member's ability to perform the Privileges granted or satisfying other specified requirements. Reappointment of a Member while on leave of absence does not guarantee that the Member's request for reinstatement from leave of absence will be granted. If a Member on leave of absence does not submit a timely application for reappointment, Medical Staff membership will expire; the Practitioner may later apply for Medical Staff membership and will be treated as a new applicant.

ARTICLE VI - HEARING AND APPELLATE REVIEW PROCEDURE

Active, Ambulatory, Consulting, Courtesy and Emeritus Staff Members as well as applicants for appointment to the Medical Staff, who are subject to an Adverse Recommendation or Action (as defined in the Medical Staff Fair Hearing Plan ("Plan")) shall be entitled to the hearing and appellate process set forth in this Article. Capitalized terms used in this Article are defined either in these Bylaws or in the Plan. As further explained in the Plan, the hearing and appellate process includes the following:

- A. Notice of Adverse Recommendation or Action. A Practitioner against whom an Adverse Recommendation or Action has been taken shall promptly be given notice of such Adverse Recommendation or Action, his or her right to request a hearing in the manner described in the Plan, and a summary of his or her rights at the hearing.
- B. Request for Hearing. A Practitioner shall have thirty (30) days following his or her receipt of a notice pursuant to Article VI, Paragraph A to request a hearing in the manner described in the Plan.
- C. Scheduling and Notice of Hearing. Upon receipt of a timely request for hearing and appointment of the Hearing Panel in the manner provided for in Article VI, Paragraph B and scheduling of the hearing, the Division President shall send the Practitioner a Notice of Hearing, the contents of which are specified in the Plan.
- D. Hearing Procedure. The hearing shall be held before the Hearing Panel appointed in accordance with Article VI, Paragraph E. During a hearing, the Practitioner shall have the right to: (1) representation by an attorney or other person of the Practitioner's choice; (2) call, examine, and cross-examine witnesses; and (3) present evidence determined by the presiding officer to be relevant. Upon completion of the hearing, the Practitioner shall have the right to: (1) receive the written recommendation of the Hearing Panel; and (2) timely notice of all subsequent MEC and Board actions with respect to the Adverse Recommendation or Action that prompted the hearing.
- E. Composition of Hearing Panel. The hearing shall be conducted by a Hearing Panel appointed jointly by the Chief of Staff and the Division President. The Hearing Panel shall be composed of three (3) members, at least two (2) of whom shall be Members of the Medical Staff and satisfy the additional criteria stated in the Plan.
- F. Notice of Action by Board. Upon receipt of the Hearing Panel's report, a Notice of Board Review shall be sent to the Practitioner and, if applicable, to the MEC. The Notice of Board Review shall inform the parties of their rights to provide written statements and request oral argument, as described in the

Plan.

- G. Board Review Body. The Board as a whole may conduct the Board Review, or it may delegate this function to a standing or special committee of the Board.
- H. Final Action of the Board. After the Board's receipt of the Hearing Panel's report, the Board shall consider the matter (including findings of the Board Review Body, if any) and affirm, modify, or reverse the original Adverse Recommendation or Action. The decision of the Board will be deemed final, subject to no further appeal. The action of the Board and the basis therefore will be promptly communicated to the Practitioner and to the MEC.
- I. Visiting and Honorary Staff. Visiting and Honorary Staff shall have no hearing and appellate right in the event of loss of membership or prerogatives, but may request an informal audience with the MEC, the granting of which is within the MEC's discretion.
- J. Plan Consistency with Bylaws, Laws, and Regulations. Reference in the Bylaws to this Article shall be also be deemed to refer to the Plan. In case of any conflict between this Article and the Plan, this Article shall control. The Plan, which is a Medical Staff Policy, shall be consistent with the Health Care Quality Improvement Act and any other applicable laws and regulations affecting medical staff fair hearings.

ARTICLE VII - CLINICAL DEPARTMENTS

Section 1 - Departments

There shall be the following departments of the Medical Staff, with such divisions of each as the Executive Committee may establish.

- A. The Department of Medicine
- B. The Department of Surgery
- C. The Department of Obstetrics and Gynecology
- D. The Department of Eye, Ear, Nose and Throat
- E. The Department of Radiology
- F. The Department of Pathology
- G. The Department of Family Medicine
- H. The Department of Pediatrics
- I. The Department of Psychiatry
- J. The Department of Orthopedics
- K. The Department of Anesthesia
- L. The Department of Emergency Medicine

Section 2 - Organization of Departments

- A. The officers of each department shall be a Chief, Vice Chief and Secretary. Their term of office shall be three (3) years.
- B. The Chief shall be responsible to the Chief of Staff for the functioning of his department. The same person shall not serve as Chief of the same department for longer than two consecutive three-year terms, after which an interval of at least three years must expire before he shall again be eligible for that office. However, this limitation shall not apply to the hospital-based departments of Radiology, Pathology, Emergency and Anesthesia. The members of the department shall be responsible to their Chief and through him to the Chief of the Medical Staff. The Department Chief shall be a member of the Executive Committee.
- C. The Chief of the Department shall be an active member of the department for at least three (3) years and shall be Board Certified in their specialty. Board Certification exemption may be granted per the Board Certification policy.
- D. The Department Chief shall be responsible to the Chief of Staff and the MEC for the functioning of the department. The members of the department shall be responsible to the Chief, and through him to the Chief of Staff. The Department Chief shall be responsible for the following activities within the department:

- Serve as a member of the MEC
 - Preside at meetings of the department.
 - Report to the MEC and the Chief of Staff regarding all department professional and administrative activities.
 - Oversee clinically related activities of the department.
 - Oversee administratively related activities of the department, unless otherwise provided by the Hospital.
 - Conduct continuing surveillance of the professional performance of all individuals in the department who have Clinical Privileges.
 - Recommend to the MEC the criteria for Clinical Privileges that are relevant to the care provided in the department.
 - Recommend Clinical Privileges for each Member of the Department and each Affiliate Staff member assigned to the department.
 - Take appropriate action when important problems in patient care or clinical performance or opportunities to improve care are identified.
 - Appoint such committees as are necessary or appropriate to conduct department functions and their chairs.
 - Formulate recommendations for departmental rules and regulations for the proper operation of the department, subject to required approvals.
 - Assess and recommend to the relevant Hospital authority off-site sources for needed patient care, treatment, and services not provided by the department or the Hospital.
 - Integrate the department into the primary functions of the Hospital.
 - Coordinate and integrate interdepartmental and intradepartmental services.
 - Develop and implement policies and procedures that guide and support the provision of care, treatment, and services.
 - Recommend a sufficient number of qualified and competent persons to provide care, treatment, and service.
 - Determine the qualifications and competence of department or service personnel who are not licensed independent practitioners and who provide patient care, treatment, and services.
 - Conduct continuous assessment and improvement of the quality of care, treatment, and services.
 - Maintain quality improvement programs, as appropriate.
 - Provide for the orientation and continuing education of all persons in the department.
 - Recommend space and other resources needed by the department.
 - Implement Medical Staff Bylaws and Rules, and actions taken by the MEC and pursuant to the Medical Staff Article of the Hospital Bylaws.
- E. The Vice Chief of each department shall perform such duties as are delegated to him by the Chief of the Department. He shall act with full authority and responsibility in the absence of the Chief. The Vice Chief shall immediately succeed to the office of Chief if for any reason the Chief should resign or be removed.

- F. The Secretary of each department shall keep accurate minutes of all meetings of the department.
- G. Removal of the Chief of a department during his term of office shall be initiated by a two-thirds majority vote of all Active Staff members of the department, but no such removal shall be effective unless and until it has been ratified by the Executive Committee and by the Governing Board.

Section 3 - Functions of the Departments

- A. Privilege Criteria. Each department shall develop criteria for the granting of specific Clinical Privileges in that department, subject to approval by the MEC and Board. If similar procedures or clinical services are furnished in more than one department, the chiefs of those departments shall consult with one another and assure that the departments develop consistent criteria for granting substantially the same Clinical Privileges. The Credentials Committee will oversee the consistency of Privilege criteria, and, if necessary, settle any disputes between departments regarding this subject.

Section 4 - Election of Officers in Departments

- A. The Chiefs of Anesthesia, Pathology, Radiology and Emergency Services shall be appointed by the Governing Board after consultation with the Executive Committee.
- B. The Department of Psychiatry, Family Medicine, Eye, Ear, Nose and Throat, Pediatrics and Orthopedics shall elect officers in the year following the elections in the Departments of Surgery, Medicine and Obstetrics and Gynecology. Elections shall be held in January by the following procedure:
 - 1. The Department Chief shall establish a nominating committee, consisting of no less than three or more than five department members. The Chief shall appoint two members, the other members volunteering to serve. The nominating committee shall then recruit department members to run for office. Department members may also submit their names to the committee as candidates with endorsement of five other department members. The nominating committee will determine qualified candidates for all elected positions: Chief, Vice Chief, Secretary and Delegates. Members of the nominating committee may not run for elective office during that election. The name of the qualified nominee receiving the highest number of votes, when a majority of the department votes in person or by absentee ballots, shall be forwarded to the Executive Committee.

2. The same procedure shall be followed to elect a Vice Chief, a Secretary and delegates.
 3. No more than one member of the same professional practice group may be nominated for the same office.
 4. The Executive Committee shall review the nominees and shall forward their names with its recommendations through the Administration to the Governing Board, which shall appoint the Chief and Vice Chief for each department or the Governing Board shall refer the list back to the department for additional nominees stating their reason for such action.
 5. The above appointed and elected officers shall take office on April 1st, after the Annual Meeting.
 6. The Executive Committee may call a special election to fill the vacancy of Chief and/or Vice Chief. Such special election shall follow the procedure outlined above in headings 1,2 and 3.
- C. All departmental officers shall hold office only for the time for which they were elected.

ARTICLE VIII - OFFICERS

Section 1 - Officers

The officers of the Medical Staff shall be the Chief of Staff and the Vice Chief of Staff.

Section 2 - Election of Officers

- A. Nominations. The Nominating Committee shall select at least two Active Medical Staff Members as nominees for each Medical Staff office, unless the Committee can identify only one qualified member who is willing to be nominated. The nominations shall be submitted to the MEC by the Chairman of the Nominating Committee, before the December MEC meeting, solely for verification of eligibility for nomination. The MEC shall neither add to, nor delete from, the nominations so submitted by the Nominating Committee, unless the nominee is determined to be ineligible. If a nominee is deleted, the Nominating Committee shall provide another nominee if possible. The nominations of the Nominating Committee, if approved by the MEC, shall be published to the Staff by the Nominating Committee no later than one week after the December MEC meeting. Nominations in addition to those of the Nominating Committee may be made by petition of any five Active Staff Members. Such petition(s) shall be submitted to the MEC before the January MEC meeting, solely for verification of eligibility for nomination. The MEC shall neither add to, nor delete from, the nominations so petitioned, unless the candidate is determined to be ineligible.
- B. Election. The election of Medical Staff officers shall be conducted by mail or electronic ballot. In an election year, within one week following the January MEC meeting, the Medical Staff Office shall mail or email a ballot to each Member of the Active Medical Staff listing the names of candidates for each office in alphabetical order; write-in candidates are not permitted. Mailed ballots shall be mailed to the Medical Staff Member's last office address on record, with a postage paid return envelope. Emailed ballots shall be sent to the Medical Staff Member's last email address on record. The ballot shall be accompanied by notice that the completed ballot must be received no later than 5:00 pm the Friday immediately before the February MEC meeting to be counted. The returned ballots shall be kept in a secure place and unopened until counted and tabulated by a majority of the Bylaws Committee the day of the February MEC meeting. The MEC shall adopt a policy regarding tabulation of email ballots, if used. The results of the ballot count and tabulation shall immediately be made known to the Chief of Staff who shall inform the MEC and the winning and losing candidates.
- C. Voting Procedures. The results of the initial ballot shall be binding if, by 5:00 pm the Friday before the February MEC meeting, at least a majority of the

Active Medical Staff has voted. The candidate who receives a majority of the votes cast for an office shall be elected, subject to Board approval. If no candidate receives a majority of the votes cast for an office, a second ballot shall be distributed to choose between the two candidates who received the highest number of votes. If a second election is required, either because a majority of the Active Staff did not vote in the first election or because a single candidate did not receive a majority of the votes cast, written notice of the second election shall be posted on the bulletin board in the Medical Staff Lounge at least 72 hours before the second ballots are mailed or emailed. The second ballots shall be mailed or emailed no later than seven (7) days after the results of the first election have been tabulated, and in the same manner as the first election, with notice that returned ballots must be received no later than 5:00 pm the Friday before the March MEC meeting. The results of the second ballot shall be binding even if less than a majority of Active Staff Members vote. The winning candidates shall take office on April 1.

- D. Vacancies. A vacancy in the office of Chief of Staff shall be filled by the Vice Chief of Staff. A vacancy in the office of Vice Chief of Staff shall be filled by special election if one year or more remains in the term and otherwise filled by MEC appointment, subject to Board approval.

Section 3 - Qualifications of Officers

Officers must be members of the Active Medical Staff at the time of nomination and election and must remain members in good standing during their term of office. To be eligible for nomination, the candidate must (1) be an active member of the Medical Staff for at least three years; (2) be board certified in their field of practice; (3) have participated in Medical Staff affairs, as evidenced by active committee membership; and (4) not participate concurrently as an elected medical staff leader in any other health care institution. In addition, candidates should have demonstrated good leadership and communication skills and have a willingness to participate in physician leadership continuing education programs.

Section 4 - Duties of Officers

- A. The Chief of Staff shall serve as Chief Administrative Officer of the Staff and maintain liaison among the Medical Staff, the Administration, and the Governing Board.
1. He shall call and preside at all General Staff meetings.
 2. He shall call and preside at all Executive Committee meetings.

3. He shall be an ex-officio member, without vote, of all Medical Staff committees of which he is not a full member, except the Nominating Committee, of which he shall not be a member.
 4. He may attend all the Regular Meetings of the Governing Board and shall report to the Board on matters of concern to the Medical Staff.
 5. He shall be responsible for the functioning of the clinical organization of the Hospital and shall supervise the review of the clinical work in all departments and committees.
 6. He shall appoint the Medical Staff members of all committees, Standing, Ad Hoc or Special.
 7. He shall be responsible for the enforcement of all Bylaws and Rules and Regulations and he must implement all disciplinary action against all Staff members, according to the procedures set forth in these Bylaws.
 8. He shall require that all procedural safeguards accorded to each staff member be followed in all cases of proceedings to rescind a Medical Staff appointment or to reduce, restrict or suspend clinical privileges.
 9. He shall be responsible for the educational activities of the staff, working in conjunction with the Director of Medical Education.
 10. He shall be responsible in conjunction with the Executive Committee for the implementation of policies of the Medical Staff and the Governing Board.
 11. He shall act in coordination with the Administration and Governing Board in all matters of mutual concern within the Hospital.
 12. He shall be spokesman for the Medical Staff in its external professional and public relations.
- B. The Vice Chief
1. He shall perform duties delegated to him by the Chief of Staff.
 2. He shall attend all meetings of the Executive Committee.

3. He shall preside and function with the full authority and responsibility of the Chief of Staff in the Chief's absence.
4. If the Chief of Staff is removed or shall resign, he shall be succeeded immediately for the balance of his term in office by the Vice Chief.
5. When the office of the Vice Chief of Staff is vacated for any reason, the Executive Committee shall call a special election to fill such vacancy. Such special election shall be held one week after publication of the list of two or more nominees. The nominations for Vice Chief of Staff shall be made by those members of the Executive Committee who are also members of the Medical Staff. Such elected Vice Chief, subject to the approval of the Governing Board, shall take office immediately and serve the remainder of the term.
6. He shall keep minutes of all General Staff meetings.
7. He shall call meetings on the order of the Chief of Staff.
8. He shall attend to all correspondence and shall perform such other duties as ordinarily pertain to his office.
9. He shall function as the Secretary/Treasurer of the Medical Staff.
10. He shall function as an ex-officio member of all committees of the Medical Staff, except the Nominating Committee, of which he shall not be a member.
11. The Vice Chief of the Medical Staff shall be the representative of Oakwood Hospital to the American Medical Association Hospital Section provided he is a member of the AMA or willing to become a member. Should the Vice Chief not be a member of the AMA and not willing to join than a member of the Executive Committee who is a member of the AMA or is willing to join shall be elected by the Executive Committee to be the representative of Oakwood Hospital to the AMA Hospital Section.
12. The Vice Chief shall be the Chairman of the Quality Assurance Committee.

Section 5 - Removal of Officers

- A. Any elected Medical Staff Officer may be removed from office (I) by a two-thirds majority vote of the members of the Active Staff eligible to vote; or (II) initiated by the Governing Board. Removal of any staff officer by a two-thirds majority vote of the members of the Active Staff shall not be effective until approved by the Governing Board. Medical Staff Officers may be removed for (1) failure to perform the duties of the position in a timely and appropriate manner; (2) failure to continuously satisfy the qualifications for the position; (3) physical or mental disability that renders the officer incapable of performing the essential functions of the position with reasonable accommodation; or (4) conduct damaging to the best interest of the Medical Staff or Hospital.

- B. If the process of removal of a Medical Staff Officer is initiated by the Governing Board, the Officer must be given written notice of the specific deficiencies forming the basis for removal from office and a reasonable opportunity to correct the same. If the deficiencies are not corrected, removal of the Officer shall not be effective until the Officer has been provided with a hearing before a joint committee of the Governing Board and Medical Staff. The conclusion of the hearing shall be binding.

ARTICLE IX - COMMITTEES

Section 1 - Designation and Structure

The Medical Staff committees described in this Article are established to perform the functions of the Medical Staff. All committee members and chairs shall be appointed by the Chief of Staff and are subject to removal by the Chief of Staff, unless otherwise expressly provided in these Bylaws. The Chief of Staff shall also appoint the Medical Staff's representatives to Hospital committees. The Division President shall be an Ex-Officio member of each Medical Staff standing committee (excluding the Nominating Committee) of which the Division President is not a full member. (See Article XI – Meetings, Section 5 – Committee Meetings regarding committee scheduling, quorum and record-keeping requirements.)

Section 2 – Medical Executive Committee

A. Composition. The Medical Executive Committee shall consist of:

1. Chief of Staff (who shall be chairman and vote only in the event of a tie),
2. Vice Chief of Staff (who, when presiding in place of the Chief of Staff, shall vote only in the event of a tie),
3. Chiefs of each department (the department vice chief shall attend and vote in the absence of the chief),
4. one additional Member for each 50 or fewer Active Members in a department with more than 50 Active Members, elected for a three-year term by their department in accordance with the procedures in Section 8.3 of these Bylaws (Section 8.3 provisions regarding removal and vacancies also apply), provided no more than one MEC member may be elected under this paragraph from the same section of a multi-section department,
5. the following Ex-Officio Committee members: the Division President, OHS Chief Medical Officer, Director of Medical Education or designee, Chief Nursing Officer or designee, and (with approval of a majority of the voting members of the MEC) Physicians with OHS leadership responsibilities who are designated by the Chief of Staff.
6. Notwithstanding any other provision of these Bylaws, no more than one person from the same Professional Practice Group may serve simultaneously as a voting member of the MEC, except two persons from a Professional Practice Group that includes more than fifty Active Staff Members may serve simultaneously as voting members of the MEC. The

Administrative Director, Medical Affairs shall serve as Secretary of the Medical Executive Committee.

B. Duties. The Medical Executive Committee shall:

1. Receive, coordinate and act upon (including making recommendations to the Board, when appropriate) the reports and recommendations of the departments, Medical Staff committees, and any other activity group that reports to the MEC, and coordinate policies proposed by these sources.
2. Implement and monitor compliance with the Bylaws, Rules and Medical Staff Policy.
3. Make recommendations to the Board regarding each application for appointment and reappointment to the Medical Staff and each request for Privileges, including Medical Staff category, department assignments and delineated Privileges.
4. Take all reasonable steps to insure professional ethical conduct and competent clinical performance by all individuals with Privileges including requesting evaluations, initiating investigations, and recommending limitation or termination of Medical Staff membership or Privileges when appropriate.
5. Account to the Board for the quality and efficiency of medical care provided to patients in the Hospital.
6. Recommend action to the Division President and Board on matters affecting the Medical Staff and provide liaison among the Medical Staff, Division President and Board.
7. Inform the Medical Staff regarding the actions of the MEC, the requirements of applicable accreditation organizations, and the Hospital's accreditation status.
8. Act on behalf of the Medical Staff between general Medical Staff Meetings. This provision shall not grant the MEC the authority to take any action specifically reserved in the Bylaws to the Medical Staff as a whole (e.g. Bylaw revisions).

C. Meetings. The MEC shall meet at least ten times per year.

D. Modification of Duties and Powers. The duties and powers delegated to the Executive Committee pursuant to these Bylaws may be modified by amending these Bylaws in accordance with Article XIII.

Section 3 – Bylaws Committees

- A. Composition. The Bylaws Committee shall consist of Members of the Medical Staff.
- B. Duties. The Committee shall review these Bylaws at least every two years and at the request of the MEC or the Board. All proposed amendments to the Bylaws shall be referred to the Bylaws Committee for review and recommendation. The Committee shall submit its recommendations to the MEC.
- C. Meetings. The Committee shall meet as needed.

Section 4 – Credentials Committee

- A. Composition. The Credentials Committee shall consist of Active Staff Members who are representative of the major specialties that practice at the Hospital.
- B. Duties. The Credentials Committee shall:
 - 1. Review and evaluate the credentials of all applicants for initial Medical Staff membership and/or Privileges or renewal thereof and make recommendations to the MEC regarding appointment, reappointment, delineated Privileges, Staff category and department. The Committee may interview applicants.
 - 2. Develop, in conjunction with department and section chiefs, criteria for granting Privileges, to submit to the MEC and Board for approval and use in the credentialing and privileging process.
- C. Meetings. The Committee shall meet ten times per year.

Section 5 – Graduate Medical Education Committee

- A. Composition. The Graduate Medical Education Committee (“GMEC”) shall consist of the Director of each Graduate Medical Education (“GME”) program at the Hospital, a resident from each program who is nominated by his peers, and the Director of Medical Education who shall chair the GMEC. The chair, with approval of the Chief of Staff, may designate and remove additional GMEC members from those clinical and administrative departments or services that interface with the GME programs.
- B. Duties. The GMEC shall:
 - 1. be responsible for all GME programs sponsored by or affiliated with the Hospital, including monitoring and advising on all aspects of GME at the Hospital;

2. establish (subject to MEC and Board approval, where applicable) and implement policies that affect all GME programs regarding the quality of education and the work environment for residents in each program at the Hospital, in compliance with all Accreditation Council for Graduate Medical Education (“ACGME”) and American Osteopathic Association (“AOA”) standards;
3. work to maintain and improve GME program quality;
4. maintain appropriate oversight and liaison with GME program directors and other institutions participating in affiliated programs;
5. comply with all ACGME and AOA Institutional Requirements relating to the GMEC’s responsibilities, conduct regular reviews of all GME programs at the Hospital for compliance with ACGME and AOA requirements, and submit the results of all formal internal and external reviews to the MEC and the Division President;
6. be accountable to, and report at least annually to, the MEC and the Board regarding resident performance, resident participation in patient safety and quality of care education, the accreditation status of the GME programs, and shall ensure that Medical Staff members who are medical education faculty members (employed, independent contractors, volunteer faculty or otherwise), or who have residents engaged in patient care (directly, indirectly, or by virtue of an MEC approved protocol), demonstrate compliance with applicable residency review citations related to GME programs;
7. work with the MEC to assure that all Members who supervise residents possess Clinical Privileges commensurate with the supervising activities and comply with all applicable ACGME, AOA and Hospital policies.

C. Meetings. The GMEC shall meet at least ten times per year.

Section 6 – Infection Control Committee

The OHS Infection Control Committee shall consist of Medical Staff Members and Hospital personnel from each of the OHS hospitals who have special knowledge, skills or interest in the problem of hospital-acquired infections. The Committee shall oversee the Hospital’s infection control program, which includes surveillance of inadvertent hospital infections as well as the promotion of a preventive and corrective program designed to minimize such hazards and implementation of effective infection control corrective action plans as needed. The Committee shall meet at least ten times per year. The Infection Control Committee is an OHS committee and, as such, establishes and implements similar and consistent policies and procedures at each OHS site.

Section 7 – Medical Relations Committee

The Medical Relations Committee may be convened as needed to address specific issues related to the Hospital, including conflicts between the Medical Staff and Administration and/or Board. The Medical Relations Committee shall be composed of equal representation from the Board and the Medical Staff. The Chief of Staff, the Vice Chief of Staff and two members of the MEC selected by the Chief of Staff and approved by the MEC shall be members of the Medical Relations Committee. Other Medical Staff Members may be invited by the Committee to attend certain meetings because of their knowledge of or participation in a matter under discussion by the Committee.

Section 8 – Nominating Committee

Each department shall elect by ballot, in person or by mail, a nominee from their department for the Nominating Committee. The Nominating Committee shall be elected by the Medical Staff at the regularly scheduled Medical Staff meeting prior to the election of Medical Staff officers. Individuals nominated for election to the Nominating Committee need not be present at the meeting but must have accepted the nomination prior to the election of the Nominating Committee. Each Active Staff Member shall have five votes and may cast no more than one vote for any one nominee. The five nominees who receive the highest number of votes shall constitute the Nominating Committee. If two or more persons are tied for fifth place, a run-off election shall immediately be held between/among the candidates who tied, and the candidate who receives the greatest number of votes in the run-off shall be elected. The nominee who received the greatest number of votes on the first ballot shall be the Chairman. The Committee shall perform the duties described in Article VIII, Section 2 – Election of Officers.

Section 9 - Quality and Peer Review Committees

A. Medical Staff Professional Review Committee

1. Composition. The Medical Staff Professional Review Committee (MSPRC) shall consist of Medical Staff Members in a variety of specialties.
2. Duties. The Committee shall oversee the activities of the Professional Practice Evaluation Committees, carry out Focused Professional Practice Evaluation functions, and review and make recommendations to the MEC regarding cases referred to it, all as described in Medical Staff Policy relating to professional practice evaluation.

B. Professional Practice Evaluation Committees

1. Composition. Professional Practice Evaluation Committees (PPECs) shall be established and their members appointed in accordance with Medical Staff Policy. The PPECs shall consist of Medical Staff Members.
2. Duties. The PPECs shall carry out Ongoing Professional Practice Evaluation and New Professional Practice Evaluation and, at the request of the MSPRC, shall participate in Focused Professional Practice Evaluation, all as described in Medical Staff Policy relating to professional practice evaluation. The PPECs report to the MSPRC.

C. Quality Improvement Council

1. Composition. The Quality Improvement Council (Council) is a joint committee of the Medical Staff and Hospital. The Vice Chief of Staff chairs the Council. The Council consists of Medical Staff Members appointed by the Chief of Staff, and various Hospital representatives.
2. Duties. The Council develops the Hospital's clinical quality plan, in conjunction with the Hospital's quality management staff, and recommends the plan to the MEC for approval, consults on service excellence standards, oversees clinical quality and patient safety activities, determines and sets clinical standards for all Hospital services, and oversees coordination of clinical care at the Hospital. The Council reports to the MEC.
3. Council Subcommittees. The following subcommittees report to the Council. The Chief of Staff appoints the Medical Staff members of the subcommittees.
 - a) Cancer Committee: The Cancer Committee is a multi-disciplinary committee that consists of Members of relevant Medical Staff departments, including at least surgery, medical oncology, diagnostic radiology, radiation oncology, and pathology, and a pain control/palliative care Physician. The Committee also includes the Cancer Liaison Physician and the Cancer Registrar, and representatives of Administration, Nursing, Social Services, and Quality Assurance. The Committee is chaired by a Physician. The Committee is responsible for goal setting for, as well as planning, initiating, implementing, evaluating and improving, all cancer-related activities in the Hospital. The Committee shall oversee policies relating to tumor patients, including providing consultative services, evaluating the quality of patient care, conducting educational programs and supervising the cancer data collection function. The Committee shall meet at

least quarterly and provide written reports to the Quality Council and the MEC.

- b) Health Information Management Committee: The Health Information Management Committee consists of Medical Staff Members representing various departments and the Health Information Management Administrator. The Committee shall oversee and provide guidance to ensure that all medical records satisfy applicable standards and policies and that regulatory requirements for Health Information Management are satisfied.
- c) Operating Room Committee: The Operating Room Committee shall consist of Medical Staff Members in appropriate specialties. A majority of the voting members of the Committee shall be from the Department of Surgery, including a variety of surgical specialties. The Committee shall oversee and give guidance on the efficient and effective functioning of the operating rooms including implementing Medical Staff Policy regarding use of the operating rooms.
- d) Pharmacy Management Committee: The Pharmacy Management Committee shall consist of at least six Medical Staff Members and one member each from pharmacy, nutritional services, nursing services and infection control. The Committee shall be responsible for the development of all drug utilization policies and procedures within the Hospital to improve patient care and minimize the potential for hazard including drug errors. The Committee will also review, recommend and monitor utilization and safety of all nutritional supplements.

Section 10 - Special Committees

The Chief of Staff may, with the approval of the MEC, form and appoint the members of Special Committees which he determines to be necessary or advisable. The purpose and duties of Special Committees shall be defined and shall not overlap with the authority and duties of any other Committee. Special Committees shall confine their activities to their assigned duties and shall be dissolved by the Chief of Staff upon completion of the activity for which they were appointed.

ARTICLE X - PROFESSIONAL PRACTICE REVIEW FUNCTIONS

Section 1 - Medical Staff-Related Activities

- A. The Medical Staff is organized to provide ongoing review of the professional practices of the Hospital, for the purposes of striving to reduce morbidity and mortality and improve the care of patients in the Hospital. Such review includes the quality and necessity of care provided and the preventability of complications and deaths.
- B. The professional practice review activities of the Medical Staff are performed in part by the MEC, Credentials Committee, Quality Improvement Council and its subcommittees, MSPRC and PPECs. Special committees of the Medical Staff, hearing and appeal bodies serving under the Fair Hearing Plan, the Medical Relations Committee, and the OHS Infection Control Committee also perform professional practice review functions.
- C. Professional practice review functions are also performed in the various departments of the Medical Staff including from time-to-time, by each department as a committee of the whole reviewing its clinical work.
- D. The officers of the Medical Staff and the Administration perform professional practice review functions and coordinate the work of all other individuals and committees assigned such functions.
- E. Employees of the Hospital also are assigned and perform professional practice review functions by providing information, records, data and knowledge to, gathering information for, and otherwise assisting individuals and committees in the performance of their professional practice review functions.

Section 2 - Board Authority and Functions

- A. All professional practice review functions are carried out under the direction and authority of the Board which itself carries out professional practice review functions such as receiving and acting on the reports and recommendations of all other committees and individuals assigned such functions.

- B. The (1) Medical Staff Bylaws, Rules, and Medical Staff Policy, and (2) the Board Bylaws shall not conflict.

Section 3 - Confidentiality of Information

- A. In all professional practice review activities of the Hospital (including quality assurance and improvement activities), the records, data and knowledge collected for or by individuals or committees assigned a review function are confidential and shall be used exclusively for the purposes listed in Article X, Section 1 above, shall not be public records, and shall not be available for court subpoena. Such records, data and knowledge shall be entitled to all protection offered by any applicable law or regulation including Sections 20175, 21513 and 21515 of the Michigan Public Health Code, Act 270 of the Public Acts of 1967, and Section 1143(a) of the Michigan Mental Health Code, as amended.
- B. When a Member is the subject of professional practice review, he will be given an opportunity to review and respond to the data and information being reviewed. Such access will be granted in accordance with Medical Staff Policy, is part of the professional practice review, and therefore is not a breach of the confidentiality described above. A Member who receives information pursuant to this Section shall maintain its confidentiality and use the information only as permitted by this Article. Nothing in this Section shall be construed to require information about one Member to be provided to another.
- C. Inasmuch as effective professional practice review, including evaluation of the qualifications of Members and applicants to exercise specific Privileges, must be based on free and candid discussions, any breach of the confidentiality of professional practice review information is contrary to the standards of conduct for this Medical Staff and will be deemed disruptive to the operation of the Hospital. If it is determined that such a breach has occurred, the MEC may undertake such corrective action as it deems appropriate.

ARTICLE XI - MEETINGS

Section 1 - Regular Meetings of the Medical Staff

- A. Regular Meetings of the Medical Staff shall be held twice annually during the first quarter and third quarter of the calendar year. The meeting held during the first quarter shall be designated the Annual Meeting. At the Annual Meeting, the Medical Staff shall hear the Annual Reports of all retiring officers and committees and in an election year, officers shall be installed for their ensuing terms. Business sessions of the staff shall be conducted by members of the Active Staff. Notice of the time, date and place of such meetings shall be posted on the bulletin board in the Physician's Lounge at least fourteen (14) days prior to the meeting.

- B. The agenda at the Regular Meetings of the Active Staff shall be:
 - 1. Call to Order
 - 2. Acceptance of the Minutes of the last regular and all Special Meetings.
 - 3. Treasurer's Report
 - 4. Unfinished Business
 - 5. Communications
 - 6. Reports from the Departmental Meetings
 - 7. Reports of the Medical Committees
 - 8. Report from the Executive Committee
 - 9. Election of Officers (Annual Meeting)
 - 10. New Business
 - 11. Report of the Administration
 - 12. Report of the Chief of Staff
 - 13. Adjournment

- C. 1. One hundred (100) Active Medical Staff members or twenty-five percent (25%) of the Active Medical Staff, whichever is first, shall

constitute a quorum for the conduct of business at the Regular Medical Staff meetings.

2. If a quorum is not achieved at the Regular Medical Staff meetings, business will be conducted by mail.

Section 2 - Special Meetings of the Medical Staff

Special Meetings of the Medical Staff may be called at any time by the President of the Governing Board or the Chief of Staff. They shall be called at the request of the Governing Board, the Executive Committee, or upon written request of any five (5) members of the Active medical Staff. At any Special Meeting no business shall be transacted except that stated in the notice calling the meeting. Notice of the Special Meeting shall be posted on the Medical Staff bulletin board at least forty-eight hours before the time set for the meeting.

- A. The Agenda of a Special Meeting shall be:
 1. Reading of the notice calling the meeting
 2. Transaction of the business for which the meeting was called
 3. Adjournment
- B. A quorum shall be constituted by twenty-five percent (or more) of the total Active Staff membership.

Section 3 - Departmental Meetings

Each department shall meet as often as necessary. The Chief of the Department shall call a meeting when he/she determines a need to address issues important to the Department, and shall report thereon to the Medical Executive Committee. Records of these meetings shall be kept and become part of the records of the Medical Staff and be available for inspection. Notice of the time, date and place of each such meeting shall be posted.

- A. The Agenda for the departmental staff meetings shall be:
 1. Call to Order
 2. Reading of the Minutes of the last regular and all Special Meetings
 3. Unfinished Business
 4. Communications

5. Reports of Standing and Special Business Committees
6. New Business
7. Statistical reports of the discharges from the various services from the Medical Record Department
8. Review of patients in the Hospital, with special reference to diagnosis, treatment, and delayed recovery; selected cases discharged since the last conference, with special consideration of selected deaths; unimproved cases, infections, complications, errors in diagnosis and results of treatments; and analysis of clinical reports from the various committees. Such discussion will be prompted also by special cases reported by the Departmental Quality Assurance Committee.
9. Reports of Standing and Special Medical Committees
10. Discussion and recommendation for the improvement of the professional work of the Hospital.
11. Adjournment

Section 4 - Attendance at Medical Staff and Department Meetings

- A. Members of the Active Medical Staff shall attend at least 50% of the General Medical Staff meetings. Absences from the scheduled meetings without acceptable excuse(s), such as sickness or absence from the community, may be considered as grounds for dismissal from the Active Medical Staff. Excuses must be submitted in writing to the Executive Committee.
- B. Attendance at the Departmental Meetings is not mandatory. Members are encouraged to attend.

Section 5 - Committee Meetings

- A. Committees shall meet as specified in the Bylaws and otherwise at the discretion of the Chairman, the Chief of Staff, the Governing Board, or on request of three or more members of the committee. Each committee member shall be notified at least fourteen (14) days before a meeting.

For exceptional reasons, a meeting may be called on 48-hour notice to all members.

1. Attendance at committee meetings shall be recorded.
 2. Records of attendance shall be forwarded to the Credentials Committee.
 3. Unexcused absences without the permission of the Chairman totaling more than 50% of Regular Meetings may be grounds for rescission of appointment, or restriction or suspension of privileges by the Executive Committee.
- B. Forty-percent (or more) of the membership of a committee shall constitute a quorum for the transaction of business.
- C. Ex-officio members have all the rights and privileges as all other members but shall not be allowed to vote or be counted toward determining a quorum.
- D. Minutes of committee meetings shall be kept and permanently filed. When possible, such minutes should be submitted to the Medical Staff Office not less than seven (7) days prior to the next scheduled Executive Committee meeting.
- E. Within any committee of which physicians (and/or oral surgeons) are members and the business of the committee directly involves the practice of medicine (and/or oral surgery), non-physician members (and non-oral surgeon members) of the committee shall be present as consultants only. Consultants do not vote. The decision as to whether any business of a committee directly involves the practice of medicine (and/or oral surgery) is to be made by the physicians (and dental surgeons) of the committee.
- F. It is the prerogative of the Chairman of any Medical Staff Committee to excuse any non-physician members from the committee during consideration of sensitive matters relative to individual physician-patient care.

ARTICLE XII - RULES AND REGULATIONS

The MEC shall have the power to adopt, change and repeal such Rules and Medical Staff Policies not inconsistent with these Bylaws, as it may from time to time deem advisable for the proper conduct of the work of the Medical Staff and various committees thereof, effective upon Board approval. Neither the MEC nor the Board may unilaterally amend the Rules or Medical Staff Policies. This Article shall not prevent the Medical Staff from adopting, changing, or repealing Rules and Medical Staff Policies that are consistent with these Bylaws, effective upon Board approval. The procedures for giving notice of proposed Rules and Medical Staff Policies and amendments thereto shall be addressed in a Medical Staff Policy.

ARTICLE XIII - AMENDMENTS

Proposals to amend these Bylaws in any respect may be initiated by the Governing Board, the Chief Executive Officer of the Hospital or any member of the Active Medical Staff.

Section 1 - Proposals by the Medical Staff

If any such proposal is made by a member of the Active Medical Staff, the procedure thereon shall be as follows:

- A. He shall submit same in writing, signed by himself and at least five (5) other members of the Active Medical Staff, to the Vice Chief at least thirty (30) days prior to a Regular Meeting of the Medical Staff or a Special Meeting called for that purpose. The proposed amendment shall then be published to the Medical Staff by the posting of same in the Physician's Lounge of the Hospital and by the Vice Chief mailing a copy of same to each member of the Active Medical Staff.
- B. Prior to the meeting of the Active Medical Staff, the Executive Committee shall consider the proposed amendment and shall prepare a written report of its recommendation in connection therewith for presentation at the meeting of the Active Medical Staff. At this meeting, the proposed amendment will be presented and the report of the Executive Committee pertaining thereto will be given. Amendment to the proposed amendment may be made upon recommendation of the Executive Committee. After discussion, the proposed amendment shall thereupon be submitted to vote by secret ballot, and the affirmative vote of at least 2/3 of the Active Staff members present and voting shall be required to approve the proposed amendment.
- C. Upon affirmative action by the members of the Active Medical Staff in the

aforesaid manner, the proposed amendment, together with the report of the Executive Committee, will be submitted to the Chief Executive Officer of the Hospital for transmittal to and consideration by the Governing Board of the Hospital.

Section 2 - Proposals by Governing Board or Chief Executive Officer

If any such proposal is made by the Governing Board of the Hospital or by the Chief Executive Officer of the Hospital, the same shall be submitted to the Active Medical Staff for consideration and recommendation before its final adoption, by delivering the same to the Vice Chief of the Medical Staff at least thirty (30) days prior to the annual or any Special Meeting of the Active Medical Staff. The subsequent procedure with respect thereto after its receipt by the Vice Chief shall be as provided in Section 1 above.

Section 3 - Adoption

After completion of the foregoing procedure, a proposed change in these Bylaws may be finally adopted or rejected by the Governing Board of the Hospital at its next or any subsequent meetings by the majority vote of the members of that Board who are present at a meeting at which a quorum thereof is present.