

**BYLAWS OF THE MEDICAL STAFF OF
BEAUMONT HOSPITAL, WAYNE**

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PREAMBLE AND PURPOSE

The Practitioners authorized to practice at Beaumont Hospital, Wayne have organized themselves into a medical staff and hereby adopt the Beaumont Hospital, Wayne 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.

DEFINITIONS

“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, pathology assistants, 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 Beaumont Hospital, Wayne, 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).

“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.

“PPEC” means a Professional Practice Evaluation Committee.

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

“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 Beaumont Hospital, Wayne.”

ARTICLE II – MEDICAL STAFF MEMBERSHIP

2.1 Nature of Membership

Membership on the Medical Staff is a privilege which shall be extended only to professionally competent Practitioners who continuously meet the qualifications, standards and requirements set forth in these Bylaws, the Rules, and Medical Staff Policy.

2.2 Qualifications for Membership

2.2.1 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.

2.2.2. Non-discrimination. All applicants shall be equally considered for Medical Staff membership regardless of race, color, sex, national origin, religion, age or any other basis prohibited by law.

2.2.3 Initial Board Certification. All Physicians, Podiatrists and Oral Surgeons must be board certified by a Hospital-recognized board for the specialty and/or subspecialty that they practice, as specified in Medical Staff Policy. All recent graduates must have completed the entire residency or specialized training required for admission to the examination of such a certifying board and must achieve board certification within five years from initial eligibility as defined by the specialty board. Failure to obtain board certification within the prescribed time will cause the Member to be ineligible for reappointment.

2.2.4 Recertification Once board certified, all Physicians, Podiatrists and Oral Surgeons must maintain board certification in accordance with Medical Staff Policy. Those with time-limited certification must achieve recertification in their primary specialty and/or subspecialty within two years after the expiration date of their current certification, unless an extension is granted under extenuating circumstances pursuant to Medical Staff Policy.

2.2.5 Insurance. All Members with Clinical Privileges must maintain and provide evidence of professional liability insurance in an amount defined by the Board, and consistent with Medical Staff Policy.

2.2.6 Residents and Fellows. Residents and fellows (referred to collectively as “residents”) are not eligible for Medical Staff membership or Clinical Privileges while functioning within the scope of their medical education training program at the Hospital. Instead, they function clinically in accordance with the written training policies established by the Graduate Medical Education Committee, in conjunction with the residency training program, which delineate the roles, responsibilities and patient care activities of residents, including the ability to write patient orders, and requirements for supervising Physician documentation. The policies must also describe the mechanisms for deciding a resident’s advancement and the level of the resident’s independence in delivering patient care. Residents may provide patient

care only under the supervision of a Member with the appropriate credentials, in accordance with applicable Medical Staff and Hospital Policy. When appropriate, the Chief of Staff may appoint resident(s) to serve as non-voting member(s) of Medical Staff committees.

2.2.7 Notice of Status Changes. Applicants and Members shall notify the Chief of Staff in writing within ten business days if any of the following occurs and, upon request, shall provide additional information regarding the matter requested by the Chief of Staff:

2.2.7.1 a voluntary or involuntary lapse, revocation, suspension, probation, or voluntary change in any professional license or right to prescribe medication;

2.2.7.2 an involuntary loss of membership or loss or restriction of privileges at any hospital or other health care facility, or such a loss or restriction that occurs voluntarily while the individual is under investigation relating to professional conduct or competence or to avoid such an investigation;

2.2.7.3 commencement of a formal investigation or filing of charges by any law enforcement or regulatory agency of the United States or any State, or conviction or a no-contest plea to any criminal charges;

2.2.7.4 serious illness or disability, which could interfere with patient care or threaten patient welfare; or

2.2.7.5 involuntary exclusion from a federal health care program.

2.2.8 Hospital Employees. Any Practitioner appointed or employed by the Hospital to provide direct patient care in the Hospital must apply for Medical Staff membership and be accepted before such appointment or employment is binding. Upon termination of such Practitioner's appointment or employment by the Hospital, the Practitioner remains a Member subject to the same Rules, Regulations, and Bylaws as any other Member, provided this principle does not apply to Practitioners who furnish services pursuant to an exclusive contract described in Section 2.7 or are employed in a hospital-based specialty.

2.3 Application for Appointment

2.3.1 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.

2.3.2 Effect of Application. All Members and applicants agree that submission of an application (whether for initial appointment or reappointment) constitutes the following:

2.3.2.1 The Practitioner's agreement to abide by these Bylaws, the Rules, Medical Staff Policy, and Hospital policies applicable to Members.

2.3.2.2 The Practitioner's agreement that the Board's decision on this or any other application or matter concerning his appointment or Privileges is final and binding.

2.3.2.3 The Practitioner's authorization for the Medical Staff, the Hospital, and their agents and representatives to consult with hospitals, medical associations, licensing boards and other organizations and individuals who may have information bearing on the Practitioner's qualifications, and authorization to said individuals and organizations to provide information to representatives of the Medical Staff and Hospital; and the Practitioner's further release of any individuals and organizations, that provide information, from any and all liability for the transmittal without malice of any information bearing on the Practitioner's qualifications, in connection with any such request; and the practitioner's consent to representatives and agents of the Medical Staff and Hospital inspecting all records and documents that may be material to an evaluation of the Practitioner's qualifications.

2.3.2.4 The Practitioner's agreement to appear upon request before the Credentials Committee, the MEC, the Department Chief, or the Board concerning this or any other application or any other matter concerning his appointment or Privileges.

2.3.2.5 The Practitioner's agreement to (a) abide by the Code of Ethics of the American Medical Association, the American Osteopathic Association, the American Dental Association, or the American Podiatric Medical Association, as applicable; (b) provide continuous, competent, humane and efficient patient care, including daily care for Hospital inpatients who are under his care, and to seek consultation with other Practitioners where appropriate; (c) provide coverage at all times for the Member's patients who are in the Hospital or who present at the Hospital (either personally or by arranging for another qualified Member who is identified to the Hospital to cover for him); (d) upon request provide inpatient consultations within the scope of the Member's Privileges; (e) participate in the performance of medical staff responsibilities appropriate to his membership category; (f) strive to maintain the applicable standards and to meet the applicable requirements of the Michigan Department of Community Health, the Joint Commission on Accreditation of Healthcare Organizations, and the American Osteopathic Association, so that the Hospital may warrant full licensure and accreditation at all times; and (g) abide by applicable law and regulation relating to professional practice.

2.3.2.6 The Practitioner's release of the Medical Staff, the Hospital, and their agents and representatives from liability for any communication made or any action taken without malice in connection with this or any other application or proceeding concerning his appointment or Privileges; this waiver extends to third parties that furnish information regarding the Practitioner to the Hospital, Medical Staff or their representatives.

2.3.2.7 The Practitioner's release of the Medical Staff, the Hospital, and their agents and representatives from all liability for communicating relevant information regarding the Practitioner, including information regarding adverse action regarding his appointment or Privileges, to any other hospital or health facility or licensing board to which the Practitioner may apply for privileges or licensure.

2.3.2.8 The Practitioner's agreement to submit to an evaluation of his physical and/or mental health if requested by the Credentials Committee, MEC, or the Board based on a determination there is reason to question the Practitioner's health status; the evaluation will be conducted by a physician designated by the requesting body consistent with Medical Staff Policy. Such an evaluation may be a prerequisite to maintaining current appointment or Privileges or to further consideration of an application for appointment, reappointment, or Privileges.

2.3.2.9 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.

2.4 Procedure for Appointment

2.4.1 Credentials Verification. Application for appointment to the Medical Staff shall be presented in writing to the Medical Staff Office on a form prescribed by the Board. An application for appointment is complete when all items specified in Medical Staff Policy have been received. After the Medical Staff Office has verified the applicant's credentials and identity and obtained letters of recommendation and a National Practitioner Data Bank report, a complete application shall be referred to the Credentials Committee and to the Chief of the department in which the applicant is seeking Privileges. As a general rule, complete applications shall be acted on by the MEC and the Board, as described below, within 120 days after the date the application becomes complete.

2.4.2 Applicant's Responsibilities. The applicant is responsible for producing adequate information for a proper evaluation of his qualifications and for resolving any doubts about these qualifications.

2.4.3 Interview. The applicant shall be interviewed by the Chief of the applicable department, who shall submit a written report and recommendation (as defined in Section 2.4.6 below) to the Credentials Committee.

2.4.4. Credentials Committee Action. The Credentials Committee shall review the applicant's qualifications and office location. The Credentials Committee may also interview the applicant. The Credentials Committee shall submit its written report and recommendation, along with the Department Chief's report and recommendation, to the MEC.

2.4.5. MEC Action. Upon receipt of the report of the Credentials Committee, the MEC shall review the reports of the Credentials Committee and Department Chief and other relevant information. The MEC shall submit its written report and recommendation to the Board. If the MEC disagrees with the recommendation of the Credentials Committee, it shall also deliver to the Board a copy of the reports and recommendations of the Credentials Committee and the Department Chief. In addition to all other factors considered by the MEC, it shall consider the availability at the Hospital of adequate facilities and resources to support each Privilege requested by the applicant and may consider the need for additional Members with the skills and training of the applicant.

2.4.6 Reports and Recommendations. As used in this Article, "written report and recommendation" means written recommendations regarding Medical Staff appointment and, if appointment is

recommended, Staff category, Privileges to be granted, and any special conditions to be attached to the appointment, with the reasons for any unfavorable recommendation stated in writing.

2.4.7 Board Action. The Board has final authority for all appointments and for granting Privileges. Privileges are determined in accordance with Article III. The Board shall either (1) adopt the recommendation of the MEC, or (2) refer it back to the MEC for further consideration with a statement of the reason(s) for such action. If an application is referred back, the MEC shall again make a written report and recommendation to the Board, which shall adopt or reject the recommendation for good cause.

2.4.8 Hearing and Appeal. If the MEC makes an adverse recommendation or the Board makes a preliminary adverse decision with respect to an application, the applicant may request hearing and appellate review to the extent available under Article VII and the Fair Hearing Plan. If an applicant who is the subject of an adverse preliminary decision does not make a timely request for a hearing or is not entitled to a hearing, the application is considered to have been withdrawn and shall not receive further consideration. If a decision is unfavorable with respect to scope of Privileges only, an applicant who either does not timely request a hearing or is not entitled to a hearing will be deemed to have requested only those Privileges the Board is willing to grant.

2.4.9 Omission/Misrepresentation. Any material omission or misrepresentation by an applicant in materials submitted in connection with his application may be grounds for immediate return of the application to the applicant by the MEC which shall be deemed a withdrawal of the application.

2.4.10 Reapplication. A Practitioner whose application for Medical Staff membership is denied shall not be eligible to reapply to the Medical Staff for a period of one year unless the Board specifies otherwise.

2.5 Terms of Appointment

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

2.6 Procedure for Reappointment

2.6.1 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 Section 2.2.3 and 2.2.4, if applicable, is not eligible for reappointment.

2.6.2 Reappointment Criteria. The reappointment process will include evaluation of:

2.6.2.1 The Member's professional performance and judgment.

2.6.2.2 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.

2.6.2.3 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.

2.6.2.4 All information supplied in the Member's reappointment application.

2.6.3 Processing Reappointment Applications. Applications for reappointment shall be processed in the same manner as initial applications, using the procedures described in relevant portions of Section 2.4 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.

2.6.4 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.

2.6.5 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 VII, if applicable. The Member shall be bound by the terms of Section 2.3.2 in connection with all requests for reappointment.

2.7 Exclusive Contracts

2.7.1 Use of 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 and services may be used on an exclusive basis in accordance with contracts between the Hospital and Practitioners selected by the Medical Staff, Hospital and Board. Applications for appointment to the Medical Staff under Article II and for Clinical Privileges under Article III relating to those Hospital facilities and services will be accepted for processing only when the Practitioner is or will be employed or engaged by the Practitioners or entity that holds such exclusive rights to perform services under a contract with the Hospital.

2.7.2 Medical Staff Review. The MEC, acting on behalf of the Medical Staff, shall review and make recommendations to the Board regarding quality of care issues, including clinical service standards, related to exclusive arrangements for Practitioner services (including services of Limited Staff), prior to any decision being made, in the following situations:

2.7.2.1 the decision to execute an exclusive contract in a previously open department or service;

2.7.2.2 the decision to renew or modify an exclusive contract in a particular department or service;

2.7.2.3 the decision to terminate an exclusive contract in a particular department or service.

2.7.3 Privileges of Contracted Practitioners. A Member providing professional services under a contract with the Hospital shall not have Privileges terminated for reasons pertaining to the quality of care provided by the Member without the same rights of hearing and appeal as are available to other Members.

2.7.4 Effect of Exclusive Contract. Termination or denial of Privileges as a result of one of the decisions listed in, and reviewed in accordance with, Section 2.7.2 above shall not be subject to the procedural rights set forth in Article VII.

2.8 Leave of Absence

2.8.1 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.

2.8.2 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 VII.

2.8.3 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 Section 2.6. 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 III – CLINICAL PRIVILEGES

3.1 Criteria for Determining Clinical Privileges

3.1.1 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 Section 3.4 through 3.6.

3.1.2 Criteria. Requests for Privileges shall be evaluated on the basis of the factors and categories of information listed in Sections 2.2 and 2.6.2. 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.

3.1.3 Dentists. The scope and extent of surgical Privileges to be granted to a Dentist (including an Oral Surgeon) shall be specifically delineated and granted in the same manner as all other surgical Privileges. An oral surgery patient may be admitted by an Oral Surgeon Member who has admitting Privileges. A Medical Staff Member or Limited Staff member who has history and physical Privileges shall perform the required history and physical exam of a dental or oral surgery patient. In all cases a Physician Member shall be responsible for the care of any medical problem that is present at the time of admission or that arises during hospitalization, and shall be identified in the medical record by the Oral Surgeon/Dentist at the time of admission.

3.1.4 Podiatrists. Podiatrist Members shall be assigned to the Department of Surgery. Podiatrists shall be limited to the diagnosis and treatment of diseases, injuries, defects and preventive care of the foot and ankle, as specified for each Podiatrist Member in his delineation of Privileges. A podiatric patient may be admitted by a Podiatrist Member who has admitting Privileges. A Medical Staff Member or Limited Staff member who has history and physical Privileges shall perform the required history and physical exam of a podiatric patient. In all cases a Physician Member shall be responsible for the care of any medical problem that is present at the time of admission or that arises during hospitalization, and shall be identified in the medical record by the Podiatrist at the time of admission.

3.1.5 Limited Staff. The scope and extent of Privileges to be granted to a member of the Limited Staff shall be specifically delineated and granted in accordance with Article V. Limited Staff may not be granted admitting Privileges. Limited Staff may participate in the care of patients admitted by a Member, including performance of histories and physicals, only in accordance with the scope of Privileges granted to the Limited Staff member.

3.2 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.

3.3 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.

3.4 Emergency Privileges

In case of emergency, any Member attending the patient, to the degree permitted by his license and regardless of service or Staff category, 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.

3.5 Temporary Privileges

A Practitioner may be granted temporary Privileges by the Division President, with the concurrence of the Chief of Staff. Practitioners who hold temporary Privileges are not Members. Temporary Privileges shall be granted only (a) when the information available reasonably supports a favorable determination regarding the requesting Practitioner's qualifications, competence and judgment to exercise the Privileges requested, (b) after the Practitioner has provided evidence of professional liability insurance in an amount consistent with Medical Staff Policy, and (c) after the Practitioner's license has been verified. Temporary Privileges must be for a specified time period, consistent with the time limits stated in this Section.

3.5.1 Types of Temporary Privileges. Temporary Privileges may be granted in the following circumstances:

3.5.1.1 Pendency of Application. After a complete application for Staff appointment has been approved by the Credentials Committee and a request for specific temporary Privileges has been received from the applicant, the applicant may be granted temporary Privileges during the pendency of the application or for up to 120 days, whichever is shorter.

3.5.1.2 Temporary Consulting Privileges. Upon the request of a Member, temporary Privileges may be granted to a qualified Practitioner who is not a Member and has not applied for Medical Staff membership when the special skills of that Practitioner would be beneficial to specific Hospital patient(s) who is/are under the care of the requesting Member and are not readily available from any other Member. Temporary consulting Privileges automatically terminate at the end of the consultation or care provided to the named patient(s).

3.5.1.3 Locum Tenens. Upon receipt of a written request from an Active Member, an appropriately licensed Practitioner who is serving as locum tenens for the requesting Member while the requesting Member is absent from his practice may, without applying for Medical Staff membership, be granted temporary Privileges for up to one hundred twenty (120) days during the requesting Member's absence and limited to services to the requesting Member's patients.

3.5.2 Supervision. Practitioners granted temporary Privileges shall be subject to the supervision of the Chief of the Department to which assigned and shall comply with these Bylaws and other documents that apply to Members. Temporary Privileges may be summarily revoked by the Division President, the Department Chief, or the Chief of Staff. Denial or termination of temporary Privileges does not trigger hearing or appeal rights.

3.6 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 Chief of Staff, in consultation with the Hospital Incident Commander (as defined in the Hospital's emergency management plan), will first consider utilizing Practitioners and Allied Health Professionals with Privileges at any Beaumont Healthcare System hospital, since primary source verification will have already been completed for these Practitioners and AHPs. The Chief of Staff, in consultation with the Hospital Incident Commander, may then implement a modified credentialing and privileging process for eligible volunteer Practitioners and/or AHPs present and able to assist in the care of patients and grant temporary disaster Privileges to qualified volunteers, provided any grant of temporary disaster Privileges must consistent with Medical Staff Policy.

ARTICLE IV – MEDICAL STAFF CATEGORIES

4.1 Categories

The Medical Staff shall be divided into the following categories: Active, Affiliate, Consulting, Emeritus, Honorary, and Ambulatory. Each Member shall be assigned to a specific category.

4.2 Active Staff

4.2.1 Qualifications. The Active Staff category consists of Members who meet the qualifications set forth in Article II, satisfy minimum clinical activity requirements defined in Medical Staff Policy, and are professionally based in the community served by the Hospital as defined in Medical Staff Policy.

4.2.2 Prerogatives. Each Member of the Active Staff may:

4.2.2.1 Privileges. Exercise such Clinical Privileges, including admitting Privileges, as are granted under Article III.

4.2.2.2 Meetings/Voting. Attend and vote on all matters presented at meetings of the Medical Staff, and the department, section and committees of which he is a member.

4.2.2.3 Office. Hold office in the Medical Staff and in the department, section and committees of which he is a member.

4.2.3 Responsibilities. Each Member of the Active Staff shall:

4.2.3.1 Basic Responsibilities. Meet the basic responsibilities outlined in these Bylaws and be responsible within the scope of his Clinical Privileges for the care and supervision of each patient in the Hospital for whom he is providing care.

4.2.3.2 Quality Improvement. Actively participate in the quality improvement activities of the Medical Staff, in monitoring the professional performance of Practitioners at the Hospital, and in such other Medical Staff functions as may from time to time be assigned.

4.2.3.3 Committees. Accept appointment to and serve on committees to which appointed.

4.2.3.4 Meetings. Satisfy the requirements set forth in these Bylaws for attendance at meetings of the Medical Staff, and the department, section and committees of which he is a member.

4.2.3.5 Dues. Pay dues and assessments as determined by the Medical Staff

4.3 Emeritus Staff

4.3.1 Qualifications. The Emeritus Staff category consists of Members who have reached the age of 65, been Members of a dues-paying category of the Medical Staff for at least 10 years, and request transfer to Emeritus status.

4.3.2 Prerogatives. Each Member of the Emeritus Staff may:

4.3.2.1 Privileges. Exercise such Clinical Privileges, including admitting Privileges, as are granted to him under Article. III. Transfer to the Emeritus category shall have no automatic effect

on the Member's Privileges. Alternatively, a Member may be Emeritus without Clinical Privileges.

4.3.2.2 Meetings/Voting. Attend meetings of the Medical Staff, and the department and section of which he is a member, but may not vote, except on committees of which he is a member.

4.3.2.3 Office. Not hold Medical Staff or department office, but may hold office in the section or committees of which he is a member.

4.3.3 Responsibilities. Each Member of the Emeritus Staff shall:

4.3.3.1 Basic Responsibilities. Meet the basic responsibilities outlined in these Bylaws and be responsible within the scope of his Clinical Privileges for the care and supervision of each patient in the Hospital for whom he is providing care.

4.3.3.2 Quality Improvement. Actively participate in quality improvement activities of the Medical Staff and in such other Medical Staff functions as may from time to time be assigned.

4.3.3.3 Committees. Not be required to serve on committee.

4.3.3.4 Meetings. Attend meetings of those committee(s) of which he agrees to be a member, but is not otherwise required to attend meetings.

4.3.3.5 Dues. Not pay dues or assessments.

4.4 Consulting Staff

4.4.1 Qualifications. The Consulting Staff category consists of Members who are held in high regard in the medical community and are recognized as experts in their respective field, and who also meet the qualifications set forth in Article II.

4.4.2 Prerogatives. Each Member of the Consulting Staff may:

4.4.2.1 Privileges. Be granted Privileges under Article III to see patients, write orders and provide consultative care at the request of the Member who is attending the patient, and/or Privileges to perform clinical procedures in conjunction with the Member who is attending the patient.

4.4.2.2 Meetings/Voting. Attend meetings of the Medical Staff, and the department and section of which he is a member, but may not vote, except on committees of which he is a member.

4.4.2.3 Office. Not hold Medical Staff or department office, but may hold office in the section or committees of which he is a member.

4.4.3 Responsibilities. Each Member of the Consulting Staff shall:

4.4.3.1 Basic Responsibilities. Meet the basic responsibilities outlined in these Bylaws and be responsible within the scope of his Clinical Privileges for the care and supervision of each patient in the Hospital for whom he is providing services.

4.4.3.2 Quality Improvement. Participate in quality improvement activities of the Medical Staff and discharge such other Medical Staff functions as may from time to time be assigned.

4.4.3.3 Committees. Not required to serve on committees.

4.4.3.4 Meetings. Attend meetings of those committee(s) of which he agrees to be a member, but is not otherwise required to attend meetings.

4.4.3.5 Dues. Pay dues and assessments as determined by the Medical Staff.

4.5 Affiliate Staff

4.5.1 Qualifications. The Affiliate Staff category consists of those Members who meet the qualifications set forth in Article II, who wish to attend occasional patients in the Hospital, but who do not wish to participate actively in the work of the Hospital. Affiliate Members shall be professionally based in the community served by the Hospital as defined in Medical Staff Policy.

4.5.2 Prerogatives. Each Member of the Affiliate Staff may:

4.5.2.1 Privileges. Exercise such Clinical Privileges, including admitting Privileges, as are granted under Article III for a limited number of patients. Minimum and maximum clinical activity for Affiliate Staff shall be defined in Medical Staff Policy. An Affiliate Staff Member who performs less than the minimum activity volume or who exceeds the maximum activity volume will not be eligible for reappointment to the Affiliate category except as expressly provided in Medical Staff Policy.

4.5.2.2 Meetings/Voting. Attend meetings of the Medical Staff, and the department and section of which he is a member, but may not vote, except on committees of which he is a member.

4.5.2.3 Office. Not hold Medical Staff or department office, but may hold office in the section or committees of which he is a member.

4.5.3 Responsibilities. Each Member of the Affiliate Staff shall:

4.5.3.1 Basic Responsibilities. Meet the basic responsibilities outlined in these Bylaws and be responsible within the scope of his Clinical Privileges for the care and supervision of each patient in the Hospital for whom he is providing care.

4.5.3.2 Quality Improvement. Participate in quality improvement activities of the Medical Staff and discharge such other Medical Staff functions as may from time to time be assigned.

4.5.3.3 Committees. Accept appointment to and serve on committees to which appointed.

4.5.3.4 Meetings. Attend meetings of those committee(s) of which he is a member, but is not otherwise required to attend meetings.

4.5.3.5 Dues. Pay dues and assessments as determined by the Medical Staff.

4.6 Honorary Staff

4.6.1 Qualifications. The Honorary Staff category consists of Members who were at one time in the Active Staff category, contributed to the growth and mission of the Hospital, and wish to retain their Medical Staff membership, but who do not wish to admit and/or treat patients in the Hospital.

4.6.2 Prerogatives. A Member of the Honorary Staff:

4.6.2.1 Privileges. Is not eligible for any Clinical Privileges, including admitting Privileges.

4.6.2.2 Meetings/Voting. May attend meetings of the Medical Staff, and the department and section of which he is a member, but may not vote.

4.6.2.3 Office. May not hold Medical Staff, department, section or committee office.

4.6.2.4 Hospital Facilities. May use the Hospital medical library and dining rooms and attend CME programs at the Hospital.

4.6.3 Responsibilities. None, except to comply with any policy applicable to his use of Hospital facilities. Honorary Staff Members are not required to serve on committees, but may (with Member's agreement) serve as a non-voting consultant to a Medical Staff committee.

4.7 Ambulatory Staff

4.7.1 Qualifications. The Ambulatory Staff category consists of Members who meet the qualifications set forth in Article II, who do not wish to admit or care for patients in the Hospital. Ambulatory Members shall be professionally based in the community served by the Hospital as defined in Medical Staff Policy.

4.7.2 Prerogatives. A Member of the Ambulatory Staff:

4.7.2.1 Privileges. Is not eligible for Clinical Privileges, including admitting Privileges, except Privileges to practice at the ambulatory facility(s) at which the Member is employed.

4.7.2.2 Meetings/Voting. May attend meetings of the Medical Staff, and the department and section of which he is a member, but may not vote, except on committees of which he is a member.

4.7.2.3 Office. May not hold Medical Staff, department, section, or, committee office.

4.7.3 Responsibilities. Each member of the Ambulatory Staff shall:

4.7.3.1 Basic Responsibilities. Meet the basic responsibilities outlined in these Bylaws and be responsible within the scope of his Clinical Privileges for the ambulatory care and supervision of each patient for whom he is providing care. Non-employed Ambulatory Medical Staff members must complete a formal application process to join the Medical Staff in any other category of membership.

4.7.3.2 Quality Improvement. Participate in quality improvement activities of the Medical Staff and discharge such other Medical Staff functions as may from time to time be assigned.

4.7.3.3 Committees. Accept appointment to and serve on committees to which appointed.

4.7.3.4 Meetings. Attend meetings of those committee(s) of which he is a member, but is not otherwise required to attend meetings.

4.7.3.5 Dues. Pay dues and assessments as determined by the Medical Staff.

ARTICLE V – LIMITED STAFF

5.1 Qualifications

The following are eligible for Limited Staff membership: (a) those Physicians who meet the basic qualifications set forth in Section 2.2.1 and are employed by the Hospital as physicians providing moonlighting services (“House Physicians”) and (b) physician assistants, nurse practitioners, certified nurse midwives, certified registered nurse anesthetists, physician employed/contracted registered nurses, and psychologists, as detailed in Medical Staff Policy. Limited Staff are not Members of the Medical Staff, but function at the Hospital under the supervision of a designated Physician or Podiatrist Member. Limited Staff must possess a license to practice their profession in Michigan, and shall apply for, and may be granted, Clinical Privileges in accordance with Medical Staff Policy. Limited Staff shall perform duties as defined in their respective delineations of Privileges and approved by the appropriate Medical Staff department chief. The Privileges granted to a Limited Staff member may not exceed those of the Member who supervises the AHP. The Board, upon recommendation of the MEC, has the authority to grant Limited Staff membership and Clinical Privileges. The Hospital may grant Clinical Privileges that are less extensive than the scope of activities a Limited Staff member is licensed to perform. A Physician may not simultaneously be a member of the Limited Staff and the Medical Staff.

5.2 Prerogatives

Members of the Limited Staff:

- 5.2.1 May not admit patients or be the attending physician of record.
- 5.2.2 Will be subject to any and all disciplinary actions provided by Medical Staff Policy.
- 5.2.3 Will only have those hearing rights as set forth in Medical Staff Policy.
- 5.2.4 May not attend general, department, committee and special meetings of the Medical Staff.

5.3 Responsibilities

Each member of the Limited Staff shall:

- 5.3.1 Basic Responsibilities. Comply with these Bylaws, the Rules, rules of department(s) to which they are assigned, and any policies of the Medical Staff and the Hospital intended to govern their activities.
- 5.3.2 Quality Improvement. Participate in Medical Staff quality improvement activities upon request.

5.4 Termination of Limited Staff Membership

A Limited Staff member’s membership and Clinical Privileges may be suspended, revoked, or not renewed in accordance with Medical Staff Policy. In addition, if (a) the designated supervising Member ceases to be a member of the Medical Staff, (b) the supervising arrangement (such as, collaboration agreement or employment) between the Limited Staff member and the designated supervising Member terminates, or (c) the Limited Staff member ceases to be an employee of the Hospital, if applicable, then the membership and Clinical Privileges of the Limited Staff member shall terminate automatically without hearing rights.

ARTICLE VI – RESCISSION OF APPOINTMENT AND REDUCTION, RESTRICTION OR SUSPENSION OF PRIVILEGES

6.1 Scope

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

6.2 Non-Summary Procedure:

6.2.1 The MSPRC investigates instances in which a Staff Member is suspected of violating the Bylaws, Rules and Regulations of the Medical Staff or of the Hospital, or rendering deficient care. 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.

6.2.2 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.

6.2.3 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.

6.2.4 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.

6.3 Summary Suspension

6.3.1 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.

6.3.2 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.

6.3.3 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.

6.3.4 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.

6.4 Automatic Suspension

6.4.1 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.

6.4.2 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.

6.4.3 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.

6.4.4 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.

ARTICLE VII – HEARING AND APPELLATE REVIEW PROCEDURE

Active, Ambulatory, Consulting, Affiliate 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:

7.1.1 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.

7.1.2 Request for Hearing. A Practitioner shall have thirty (30) days following his or her receipt of a notice pursuant to Section 7.1.1 to request a hearing in the manner described in the Plan.

7.1.3 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 Section 7.2 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.

7.1.4 Hearing Procedure. The hearing shall be held before the Hearing Panel appointed in accordance with Section 7.2. 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.

7.2 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.

7.3 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.

7.4 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.

7.7 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.

7.8 Honorary Staff

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.

7.9 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 VIII - DEPARTMENTS

8.1 Departments

There shall be departments of the Medical Staff as the MEC may establish.

8.2 Department Officers

8.2.1 Officers. The officers of each department shall be a Chief and Vice Chief.

8.2.2 Term of Office. Department officers shall serve for a three-year term. An individual may not serve as chief of the same department for more than two consecutive three-year terms, except a vice chief who fills a vacancy in the office of chief may be elected as chief for up to two additional consecutive three-year terms. Each officer serves until his successor is selected. These term limitations shall not apply to departments that are staffed by exclusive contract.

8.2.3 Officer Qualifications. Department officers shall be Active Members of the department for at least five years and must maintain Active Staff membership, and shall be board certified in the specialty(s) they practice or affirmatively establish comparable competence in said specialty(s) through the credentialing process. If the MEC determines that a department officer ceases to satisfy one of these qualifications for office, the office becomes vacant.

8.2.4 Conflicting Positions. An individual may not simultaneously serve in more than one elected medical staff or department office at any Beaumont-affiliated hospital; except an individual may serve simultaneously as (a) a department officer at one Beaumont hospital and as a member-at-large of the medical executive committee at the same or another Beaumont hospital or (b) an officer of the same department at two Beaumont hospitals if one or both department(s) has 10 or fewer Active Members. An individual who serves as an elected medical staff or department officer, including a member-at-large of the medical executive committee, at a non-Beaumont hospital may not serve as a medical staff or department officer at this Hospital.

8.2.5 Department Chief's Duties. 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:

8.2.5.1 Serve as a member of the MEC.

8.2.5.2 Preside at meetings of the department.

8.2.5.3 Report to the MEC and the Chief of Staff regarding all department professional and administrative activities.

8.2.5.4 Oversee clinically related activities of the department.

8.2.5.5 Oversee administratively related activities of the department, unless otherwise provided by the Hospital.

8.2.5.6 Conduct continuing surveillance of the professional performance of all individuals in the department who have Clinical Privileges.

8.2.5.7 Recommend to the MEC the criteria for Clinical Privileges that are relevant to the care provided in the department.

8.2.5.8 Recommend Clinical Privileges for each Member of the Department and each Limited Staff member assigned to the department.

8.2.5.9 Take appropriate action when important problems in patient care or clinical performance or opportunities to improve care are identified.

8.2.5.10 Appoint such committees as are necessary or appropriate to conduct department functions and their chairs.

8.2.5.11 Formulate recommendations for departmental rules and regulations for the proper operation of the department, subject to required approvals.

8.2.5.12 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.

8.2.5.13 Integrate the department into the primary functions of the Hospital.

8.2.5.14 Coordinate and integrate interdepartmental and intradepartmental services.

8.2.5.15 Develop and implement policies and procedures that guide and support the provision of care, treatment, and services.

8.2.5.16 Recommend a sufficient number of qualified and competent persons to provide care, treatment, and service.

8.2.5.17 Determine the qualifications and competence of department or service personnel who are not licensed independent practitioners and who provide patient care, treatment, and services.

8.2.5.18 Conduct continuous assessment and improvement of the quality of care, treatment, and services.

8.2.5.19 Maintain quality improvement programs, as appropriate.

8.2.5.20 Provide for the orientation and continuing education of all persons in the department.

8.2.5.21 Recommend space and other resources needed by the department.

8.2.5.22 Implement Medical Staff Bylaws and Rules, and actions taken by the MEC and pursuant to the Medical Staff Article of the Hospital Bylaws.

8.2.6 Vice Chief's Duties. 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 the Chief should resign or be removed.

8.3 Election of Department Officers

8.3.1 Contract Departments. The chiefs of departments that are staffed by exclusive contract shall be appointed by, and are subject to removal by, the Board after consultation with the MEC. The vice chiefs

of such departments shall be selected in accordance with the exclusive contract. The remaining sections of this part apply to the chiefs of all non-contract departments.

8.3.2 Nomination. The terms of department chiefs shall be staggered so that the terms of approximately one-third of the chiefs expire each year, in accordance with a schedule established by the MEC. The department chief shall determine whether (a) the department will elect a nominating committee or (b) all Active Staff Members in the department will serve as the nominating committee. At least two qualified Active Members of the department shall be nominated for the offices of department chief and vice chief, unless the nominating body can identify only one qualified Member who is willing to be nominated. No more than one person from the same Professional Practice Group may be nominated by the nominating body for the same office. The nominations shall be published to department Members by the department chief no later than December 15 preceding the election (either by mail, email or by posting in the Medical Staff Lounge). Additional nominations may be made by petition of any five Active Staff Members in the department. Such petition(s) shall be submitted to the department chief no later than January 15.

8.3.3 Election. The election and voting procedures described in Sections 9.2.2 and 9.2.3 shall apply to elections of department officers, except the ballots shall be distributed to each Member of the Active Staff in the department during the last two weeks of January of an election year.

8.3.4 Vacancies. A vacancy in the office of department chief shall be filled by the vice chief. A vacancy in the office of department vice chief 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.

8.3.5 Removal of an Officer. Any elected department officer may be removed from office for (1) failure to perform the duties of the position in a timely and appropriate manner; (2) physical or mental disability that renders the officer incapable of performing the essential functions of the position with reasonable accommodation; or (3) conduct damaging to the best interests of the Medical Staff or Hospital. Removal of a department officer may be initiated by a petition signed by at least twenty percent (20%) of the Active Staff Members in the department and submitted to the Chief of Staff. The vote of two-thirds of the Active Staff Members in the department (at a meeting or by mail or email ballot) is required to remove an officer, but no such removal shall be effective unless and until it has been ratified by the MEC and by the Board.

8.4 Department Functions

8.4.1 Meetings. Each department shall meet as often as necessary, as determined by the department chief, but at least quarterly.

8.4.2 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.

ARTICLE IX – MEDICAL STAFF OFFICERS

9.1 Officers

9.1.1 Officers. The officers of the Medical Staff shall be the Chief of Staff, the Vice Chief of Staff, and the Secretary/Treasurer.

9.1.2 Term of Office. Medical Staff officers shall serve for a three-year term. An individual may not serve in the same Medical Staff office for more than two three-year terms (either consecutive or non-consecutive), except that a vice chief of staff who fills a vacancy in the office of chief may be elected as chief of staff for up to two additional three-year terms. Each officer serves until his successor is selected.

9.1.3 Officer Qualifications. Medical Staff officers shall (a) be Active Members of the Medical Staff for at least five years, (b) maintain Active Staff membership, and (c) be board certified in the specialty(s) they practice or affirmatively establish comparable competence in said specialty(s) through the credentialing process. If the MEC determines that a Medical Staff officer ceases to satisfy one of these qualifications for office, the office becomes vacant. All nominees for Medical Staff office must also have participated in Medical Staff affairs, as evidenced by active participation on committees, and shall have demonstrated good leadership and communication skills and be willing to participate in physician leadership continuing education programs.

9.2 Election of Medical Staff Officers

9.2.1 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.

9.2.2 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 Nominating 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.

9.2.3 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.

9.2.4 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. A vacancy in the office of Secretary/Treasurer shall be filled by MEC appointment.

9.2.5 Removal

9.2.5.1 Grounds for Removal. Any elected Medical Staff officer may be removed from office pursuant to Section 9.2.5.2 or 9.2.5.3 for (1) failure to perform the duties of the position in a timely and appropriate manner; (2) physical or mental disability that renders the officer incapable of performing the essential functions of the position with reasonable accommodation; or (3) conduct damaging to the best interests of the Medical Staff or Hospital.

9.2.5.2 Removal by Board. If removal of a Medical Staff officer is initiated by the Board, the officer must be given written notice of the specific deficiencies that are the basis for removal from office and a reasonable opportunity to correct the deficiencies. If the deficiencies are not corrected, removal of the officer shall not be effective until the officer has been provided with a hearing before the Medical Relations Committee. The conclusion of the hearing shall be binding.

9.2.5.3 Removal by Medical Staff. Removal of a Medical Staff officer may be initiated by a petition signed by at least twenty-percent (20%) of the Active Staff Members submitted to the MEC. The vote of two-thirds of the Active Staff Members (at a meeting or by mail or email ballot) is required to remove an officer, but no such removal shall be effective unless and until it has been ratified by the Board.

9.3 Duties of Chief of Staff

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 Body. The Chief of Staff shall perform the following:

9.3.1 He shall call and preside at all General Staff meetings.

9.3.2 He shall call and preside at all MEC meetings and vote in case of a tie.

9.3.3 He shall be an Ex-Officio member of all Medical Staff committees of which he is not otherwise a member, except the Nominating Committee, of which he shall not be a member.

9.3.4 He shall be a member of the Board and shall attend the meetings of the Board and Board committees to which he is assigned, and shall report to the Board on matters of concern to the Medical Staff.

9.3.5 He shall be responsible for the functioning of the clinical organization of the Hospital and shall supervise review of the clinical work in all departments and committees.

9.3.6 Except where otherwise provided elsewhere in these Bylaws, he shall appoint the Medical Staff members of all Medical Staff committees.

9.3.7 He shall be responsible for the enforcement of all Bylaws and Rules and he must implement all disciplinary action against all Medical Staff Members and Limited Staff, according to the procedures set forth in these Bylaws.

9.3.8 He shall require that all procedural safeguards accorded to each Staff Member be followed in all cases of proceedings to terminate a Medical Staff appointment or to reduce, restrict or suspend Clinical Privileges.

9.3.9 He shall be responsible for the educational activities of the Staff.

9.3.10 He shall be responsible in conjunction with the MEC for the implementation of policies of the Medical Staff and the Board.

9.3.11 He shall act in coordination with the Administration and Board in all matters of mutual concern within the Hospital.

9.3.12 He shall be spokesman for the Medical Staff in its external professional and public relations.

9.4 Duties of Vice Chief of Staff

The Vice Chief of the Medical Staff shall perform the following:

9.4.1 He shall perform duties delegated to him by the Chief of Staff.

9.4.2 He shall attend all meetings of the MEC.

9.4.3 He shall preside and function with the full authority and responsibility of the Chief of Staff in the Chief's absence.

9.4.4 If the Chief of Staff is removed or resigns, the Chief of Staff shall be succeeded immediately for the balance of his term by the Vice Chief.

9.4.5 He shall call meetings on the order of the Chief of Staff.

9.4.6 He shall function as an Ex-Officio member of all committees of the Medical Staff of which he is not otherwise a member, except the Nominating Committee, of which he shall not be a member.

9.4.7 He shall co-chair the Quality Improvement Council.

9.5 Duties of Medical Staff Secretary/Treasurer

The Secretary/Treasurer of the Medical Staff shall perform the following:

9.5.1 He shall keep minutes of all General Staff meetings.

9.5.2 He shall attend to all Staff correspondence and shall perform such other duties as ordinarily pertain to his office.

9.5.3 He shall oversee the Medical Staff's funds and report to the Medical Staff periodically regarding the status of the Medical Staff's finances.

ARTICLE X – COMMITTEES

10.1 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 Section 11.5 regarding committee scheduling, quorum and record-keeping requirements.)

10.2 Medical Executive Committee

10.2.1 Composition. The Medical Executive Committee shall consist of:

10.2.1.1 Chief of Staff (who shall be chairman and vote only in the event of a tie),

10.2.1.2 Vice Chief of Staff, (who, when presiding in place of the Chief of Staff, shall vote only in the event of a tie),

10.2.1.3 Secretary/Treasurer of Staff,

10.2.1.4 Immediate Past Chief of Staff,

10.2.1.5 Chief of each department (the department vice chief shall attend and vote in the absence of the chief),

10.2.1.6 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),

10.2.1.7 the following Ex-Officio Committee members: the Division President; the chairs of the following committees: Bylaws, Continuing Medical Education, Credentials, Health Information Management, Medical Education, Operating Room, and Pharmacy Management; and a representative of the Physician Practice Division.

(See Section 8.3 and Section 9.2.5 for removal of Medical Executive Committee members)

10.2.2 Duties. The Medical Executive Committee shall:

10.2.2.1 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.

10.2.2.2 Implement and monitor compliance with the Bylaws, Rules and Medical Staff Policy.

10.2.2.3 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.

10.2.2.4 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.

10.2.2.5 Account to the Board for the quality and efficiency of medical care provided to patients in the Hospital.

10.2.2.6 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.

10.2.2.7 Inform the Medical Staff regarding the actions of the MEC, the requirements of applicable accreditation organizations, and the Hospital's accreditation status.

10.2.2.8 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).

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

10.2.4. Modification of Duties and Powers. The duties and powers delegated to the MEC pursuant to these Bylaws may be modified by amending these Bylaws in accordance with Article XIV.

10.3 Bylaws Committee

10.3.1 Composition. The Bylaws Committee shall consist of Members of the Medical Staff.

10.3.2 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.

10.3.3Meetings. The Committee shall meet as needed.

10.4 Credentials Committee

10.4.1 Composition. The Credentials Committee shall consist of Active Staff Members who are representative of the major specialties that practice at the Hospital.

10.4.2 Duties. The Credentials Committee shall:

10.4.2.1 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.

10.4.2.2 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.

10.4.3 Meetings. The Committee shall meet ten times per year.

10.5 Graduate Medical Education Committee

10.5.1 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.

10.5.2 Duties. The GMEC shall:

10.5.2.1 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;

10.5.2.2 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;

10.5.2.3 work to maintain and improve GME program quality;

10.5.2.4 maintain appropriate oversight and liaison with GME program directors and other institutions participating in affiliated programs;

10.5.2.5 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;

10.5.2.6 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 any citations regarding patient care issues;

10.5.2.7 work 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.

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

10.6 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.

10.7 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.

10.8 Nominating Committee

The Chief of Staff shall appoint a Nominating Committee consisting of a representative of each department and two members at-large at least forty-five days before the December MEC meeting at which nominations for Medical Staff officers are to be presented, as described in Section 9.2.1. The Committee shall perform the duties described in Section 9.2.1.

10.9 Quality and Peer Review Committees

10.9.1 Medical Staff Professional Review Committee

10.9.1.1 Composition. The Medical Staff Professional Review Committee (MSPRC) shall consist of Medical Staff Members in a variety of specialties.

10.9.1.2 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.

10.9.2 Professional Practice Evaluation Committees

10.9.2.1 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.

10.9.2.2 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.

10.9.3 Quality Improvement Council

10.9.3.1 Composition. The Quality Improvement Council (Council) is a joint committee of the Medical Staff and Hospital. The Vice Chief of Staff and the Divisional President co-chair the Council. The Council consists of Medical Staff Members appointed by the Chief of Staff, and various Hospital representatives.

10.9.3.2 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.

10.9.3.3 Council Subcommittees. The following subcommittees report to the Council. The Chief of Staff appoints the Medical Staff members of the subcommittees.

10.9.3.3.1 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.

10.9.3.3.2 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.

10.9.3.3.3 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.

10.10 Special Committees

The Chief of Staff may 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 XI - MEETINGS

11.1 Regular Medical Staff Meetings

11.1.1 Meeting Schedule. Regular meetings of the Medical Staff shall be held twice annually, one meeting during the first half and one during the second half of the calendar year.

11.1.2 Notice. Notice of the time, date and place of regular Medical Staff meetings shall be posted on the bulletin board in the Medical Staff Lounge at least fourteen days prior to the meeting.

11.1.3 Rules of Order. The rules contained in *Roberts Rules of Order*, as revised from time to time, shall govern the proceedings of all Medical Staff meetings, except where inconsistent with these Bylaws.

11.1.4 Quorum. The lesser of one hundred Active Staff Members or twenty-five percent of the Active Staff constitutes a quorum for the conduct of business at regular Medical Staff meetings. A Member's signature on the meeting attendance list is evidence of presence for the purpose of determining a quorum.

11.2 Special Medical Staff Meetings

11.2.1 Special Meetings. Special meetings of the Medical Staff shall be called by the Chief of Staff at the request of the MEC, the Board, or upon written request of the lesser of one hundred Active Staff Members or twenty-five percent of the Active Staff. At a special meeting no business shall be transacted except that stated in the notice calling the meeting.

11.2.2 Notice. Notice of the time, date and place of a special Medical Staff meeting shall be posted on the bulletin board in the Medical Staff Lounge and sent by email to those Active Members who have furnished their email addresses to the Medical Staff Office, at least five business days prior to the meeting.

11.2.3 Quorum. The same quorum standards for regular Medical Staff meetings apply to special Medical Staff meetings.

11.3 Departmental Meetings

Each department shall meet as often as is deemed necessary by the Department Chief and approved by the MEC. The Chief of the Department shall report the results of department meetings to the MEC. 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 department meeting shall be posted in the Medical Staff Lounge.

11.4 Attendance at Medical Staff Meetings

Members of the Active Staff shall attend at least fifty percent of regular Medical Staff meetings. Failure to satisfy this attendance standard may be grounds for non-reappointment to the Active Staff.

11.5 Medical Staff Committee Meetings

11.5.1 Meeting Schedule. Committees shall meet as specified in the Bylaws and otherwise at the discretion of the committee chairman, the Chief of Staff, the Board, or on request of three or more members of the committee.

11.5.2 Notice. Each committee member shall be notified of the time, date and place of a committee meeting at least fourteen days before the meeting. For exceptional reasons, a meeting may be called on 48-hour notice to all members.

11.5.3 Attendance. Attendance at committee meetings shall be recorded and forwarded to the Credentials Committee.

11.5.4 Quorum. One-third of the voting membership of a committee constitutes a quorum for the transaction of business.

11.5.5 Minutes. 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 days prior to the next scheduled MEC meeting.

11.5.6 Clinical Practice Issues. When the business of a committee directly involves the practice of medicine, podiatry or dentistry, only the Medical Staff Members on the committee may vote on the matter and all other committee members shall serve as non-voting consultants on the issue. The decision as to whether any business of a committee directly involves the practice of medicine, podiatry or dentistry is to be made by the Medical Staff Members on the committee. It is the prerogative of the chairman of any Medical Staff committee to excuse any non-Members from the committee during consideration of sensitive matters relative to individual patient care by a Member.

ARTICLE XII – PROFESSIONAL PRACTICE REVIEW FUNCTIONS

12.1 Medical Staff-Related Activities

12.1.1 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.

12.1.2 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.

12.1.3 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.

12.1.4 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.

12.1.5 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.

12.2 Board Authority and Functions

12.2.1 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.

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

12.3 Confidentiality of Information

12.3.1 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 Section 12.1 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.

12.3.2 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.

12.3.3 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 XIII – RULES AND MEDICAL STAFF POLICIES

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 XIV – AMENDMENTS

14.1 Proposals to Amend

Proposals to amend these Bylaws in any respect may be initiated by Members of the Active Staff, by the Board, or by the Division President. Neither the Medical Staff nor the Board may unilaterally amend these Bylaws.

14.2 Proposals by Medical Staff Petition or the Board

The following procedure shall govern a Bylaw amendment proposed by (a) a petition signed by six or more Members of the Active Staff or (b) by the Board:

14.2.1 Review of Proposal. The proposal shall be submitted in writing to the Secretary/Treasurer of the Medical Staff at least ninety days prior to a scheduled meeting of the Medical Staff. Immediately upon receipt of the proposed amendment, the Secretary/Treasurer shall send the proposed amendment to the Bylaws Committee for timely review and recommendation. The MEC shall consider the proposed amendment and the recommendation of the Bylaws Committee and shall prepare a written report of its recommendation regarding the proposal. The MEC's report may recommend changes to the proposed amendment.

14.2.2 Voting. At least thirty days before the scheduled Medical Staff meeting, the proposed amendment and the MEC's recommendation regarding the proposal shall be published to the Medical Staff by posting the proposal in the Medical Staff Lounge, and by the Secretary/Treasurer mailing or emailing a copy of the proposed amendment and the MEC's recommendation to each Member of the Active Staff. At the Medical Staff meeting, the proposed amendment will be presented and the reports of the Bylaws Committee and MEC will be given. After discussion, the proposed amendment shall be submitted to vote by secret ballot, and the affirmative vote of a majority of the Active Staff Members present and voting shall be required to approve the proposed amendment. If the proposed amendment is adopted by the Active Staff, the proposed amendment, together with the report of the Bylaws Committee and MEC, shall be submitted to the Board for consideration.

14.3 All Other Proposals.

All other proposals to amend these Bylaws shall be submitted in writing to the Secretary/Treasurer of the Medical Staff, who shall send the proposed amendment to the Bylaws Committee for timely review and recommendation. The MEC shall consider the proposed amendment and the recommendation of the Bylaws Committee. If the MEC votes to recommend the proposal to the Active Staff (either as originally proposed, or as revised by the MEC), the proposal and the MEC's report shall be published to the Medical Staff and voted upon at the next scheduled Medical Staff meeting, in accordance with the terms of Section 14.2.2.

14.4 Adoption.

A proposed amendment to these Bylaws that is approved by the Active Staff pursuant to 14.2 or 14.3 may be finally adopted or rejected by the Board at its next or any subsequent meeting. Bylaw changes adopted by the Medical Staff shall become effective following approval by the Board.