POH
REGIONAL MEDICAL CENTER
A McLAREN HEALTH SERVICE

BYLAWS OF THE PROFESSIONAL STAFF

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PREAMBLE

Recognizing that the best interests of the patients and Professional Staff are protected and that medical science is better furthered by concerted effort, the physicians practicing at POH Regional Medical Center hereby organize themselves in conformity with these Professional Staff Bylaws, Rules and Regulations as hereinafter stated as well as the Corporate Bylaws of POH Regional Medical Center. The Professional Staff is responsible for the medical care at POH Regional Medical Center and shall assume this responsibility, subject to the authority of the Governing Board of POH Regional Medical Center.

DEFINITIONS

Whenever the word "he", or any other form of masculine pronoun, appears in these Bylaws, it shall be deemed to include the word "she" or other appropriate form of feminine pronoun.

A. The term "Professional Staff" shall be interpreted to include all licensed physicians, dentists, oral surgeons, podiatrists and psychologists who are granted Professional Staff membership and are privileged to attend patients at POH Regional Medical Center.

B. The term "Governing Board" shall be interpreted to refer to the Board of Trustees of POH Regional Medical Center.

C. The term "Medical Director" shall refer to the person holding the position as Chief Medical Officer at POH Regional Medical Center, currently titled as Vice-President for Medical Affairs.

D. The term "Allied Health Professional" shall refer to those individuals who are qualified by education, training, certification (when applicable), licensure (when applicable) in accordance with state statutes, and experience in a discipline or service which the Governing Board has determined to be serving the best interests of patient care. This category includes physician assistants, certified registered nurse anesthetists, nurse practitioners, general surgical technicians, sub-specialty surgical technicians, and registered nurses in the employ of one staff physician and under his supervision.

E. The term "Chief Executive Officer" shall refer to the person holding the position as Chief Executive Officer at POH Regional Medical Center.

F. The term "Practitioner" shall refer to those physicians, dentists, podiatrists, oral surgeons, and psychologists granted membership on the Professional Staff and/or clinical privileges.

G. The terms "Adverse Decision" or "Adverse Action" or "Adverse Recommendation" mean any decision, action or recommendation by the Medical Executive Committee or the Governing Board, including decisions, actions or recommendations approved by the Governing Board following a recommendation by the Medical Executive Committee that,

when based on competence or professional conduct, would have the effect of or results in reducing, restricting, suspending, revoking, denying or failing to renew clinical privileges or membership of a member of the Professional Staff. Actions or recommendations not based on competence or professional conduct will not constitute an Adverse Action or Adverse Recommendation and will not give rise to any rights to a hearing or appellate review unless otherwise expressly provided. Restrictions, suspensions, lapses, terminations, denials or other limitations on membership and/or clinical privileges for administrative reasons are not Adverse Actions.

ARTICLE I. PURPOSE

Section 1. Name. This organization shall be known as the Professional Staff of POH Regional Medical Center.

Section 2. Staff Function. Provision shall be made in these Bylaws or by resolution of the Medical Executive Committee, approved by the Governing Board, either through assignment to the departments, to staff committees, to staff officers or officials, or to interdisciplinary POH Regional Medical Center committees, for the effective performance of the staff functions specified in this Section and described in the current Organization and Functions Policy Manual and of such other staff functions as the Medical Executive Committee or the Governing Board shall reasonably require. These include to:

A. Provide continuing osteopathic or allopathic medical education, as appropriate, for the Professional Staff and maintain high educational standards for house staff members in osteopathic medicine and allied sciences;

B. Encourage the advancement of osteopathic and allopathic principles and concepts and medical science;

C. Monitor, evaluate, and improve care provided in and develop clinical policy for special care areas, such as intensive or coronary care units; patient care support services, such as respiratory therapy, physical medicine, and anesthesia; and emergency, outpatient, home care, and other ambulatory care services;

D. Conduct or coordinate quality, appropriateness, and improvement activities, including invasive procedure, blood usage, drug usage, medical record, and other reviews;

E. Conduct or coordinate utilization review activities;

F. Conduct or coordinate credentials investigations for staff membership and grants of clinical privileges and specified services;

G. Provide continuing education opportunities responsive to quality assessment/improvement activities, new state-of-the-art developments, and other perceived needs, and supervise POH Regional Medical Center's professional library services;

H. Develop and maintain surveillance over drug utilization policies and practices;

I. Investigate and control hospital-associated infections and monitor POH Regional Medical Center's infection control program;

J. Plan for response to fire and other disasters, for POH Regional Medical Center growth development, and for the provision of services required to meet the community's needs;

K. Direct staff organizational activities, including Professional Staff Bylaws, review and revision, staff officer and committee nominations, liaison with the Governing Board and POH Regional Medical Center administration, and review and maintenance of POH Regional Medical Center accreditation;

L. Coordinate the care provided by members of the Professional Staff with the care provided by the nursing service and with the activities of other POH Regional Medical Center patient care and administrative services; and

M. Engage in other functions reasonably requested by the Medical Executive Committee and Governing Board.

ARTICLE II. MEMBERSHIP

Section 1. Professional Staff Appointment. Appointment to the Professional Staff of POH Regional Medical Center is a benefit that shall be extended only to competent professionals who continuously meet the qualifications, standards, and requirements set forth in these Professional Staff Bylaws, Rules and Regulations and the Corporate Bylaws of POH Regional Medical Center.

Section 2. Qualifications.

A. All physicians, dentists, oral surgeons, Ph.D. psychologists and podiatrists licensed to practice in the State of Michigan who can document their background, experience, training, judgment, individual character and demonstrated competence, physical and mental capabilities, adherence to the ethics of their profession, board certification or current eligibility to become board certified[1] by a certifying board in the specialty or sub-specialty in which the applicant will practice, recognized by a relevant, recognized national association for their profession (including but not

[1] Professional Staff members in good standing as of December 31, 2009 who lack board certification and are no longer eligible for board certification in their primary area of practice will be considered eligible for reappointment to staff as long as membership remains uninterrupted (exception allowed for an approved leave of absence conforming to these bylaws). Further, physicians in good standing at Doctors Hospital of Michigan as of December 31, 2009, who lack board certification and are no longer eleigible for board certification in their primary area of practice will be considered eligible to apply to the Professional Staff as long as such applications are submitted by June 30, 2011. Such physicians shall meet all other eligibility criteria as established and shall be subject to the approval of the Credentials Committee, Medical Executive Committee and the Board of Trustees.

limited to the American Osteopathic Association, American Medical Association, American Board of Medical Specialties, American Board of Podiatric Surgery, or American Dental Association, or other boards deemed acceptable by the POH Regional Medical Center Professional Staff and Board of Trustees), and ability to work with others with sufficient adequacy to assure the Professional Staff and Governing Board that any patient treated by them at POH Regional Medical Center will be given a high quality of patient care, shall be qualified for appointment to the Professional Staff including the granting of clinical privileges. No professional may be entitled to membership on the Professional Staff or to the exercise of particular clinical privileges at POH Regional Medical Center merely by virtue of licensure to practice in this or any other state, or of membership in any professional organization, or of privileges at another hospital.

B. Professional Staff members shall agree to present evidence of holding current professional liability insurance acceptable to the Governing Board and shall agree to notify the Professional Staff Office of lapse or change in coverage.

Section 3. Nondiscrimination. No aspect of Professional Staff membership or clinical privileges shall be denied on the basis of sex, race, religion, age, creed, color, national origin or any other basis prohibited by law.

Section 4. Conditions and Duration of Appointment.

A. Initial appointments and reappointments to the Professional Staff shall be made by the Governing Board. The Board shall act on appointments and reappointments only after there has been a recommendation from the Medical Executive and Credentials Committees.

B. Initial appointments to the staff will normally be for one (1) year. Reappointments to the staff will normally be for two (2) years.

C. Appointment to the Professional Staff shall confer on the appointee only such clinical privileges as have been granted by the Governing Board.

Section 5. Staff Dues.

A. Members of the Active, Active-Affiliate, and Associate Professional Staffs shall pay dues, which will be due at the time of initial appointment and then annually upon notification.

B. Failure to pay dues after two (2) written notices will be construed as a voluntary resignation from the staff.

Section 6. Responsibilities of Membership. Each professional staff member shall:

A. Provide for the continuous care of his patients within the acceptable standard of care, shall be responsible for the actions of other physicians, dentists, oral surgeons, psychologists, podiatrists, allied health professionals or POH Regional Medical Center employees under his supervision, and shall discharge in a responsible and cooperative manner the responsibilities and assignments associated with Professional Staff membership. Additionally, an osteopathic physician shall subscribe to and utilize the distinctive osteopathic approach in the provision of care;

B. Assist POH Regional Medical Center in fulfilling its responsibilities for providing emergency and charitable care;

C. Assist other physicians in the care of their patients when asked;

D. Act in an ethical and professional manner and adhere to the ethical principles set forth by their applicable professional organizations, such as the American Osteopathic Association, American Medical Association, American Dental Association, and American Podiatric Medical Association;

E. Treat employees, patients, visitors, and Practitioners in a dignified and courteous manner;

F. Fulfill peer review and continuing medical education requirements;

G. Agree to devote time, study and actively participate in the teaching programs at POH Regional Medical Center and maintain and improve individual levels of knowledge and competence through participation and attendance at continuing medical educational programs;

H. Agree to serve on any committee of POH Regional Medical Center, as outlined under "Committees", and discharge their responsibilities in their Department and the Professional Staff;

I. Abide by the Professional Staff Bylaws, Rules and Regulations and other policies and procedures of POH Regional Medical Center;

J. Submit a complete Application for reappointment in accord with Medical Executive Committee requirements. Failure of the Member to timely submit a complete Application for reappointment may be construed as a voluntary resignation from the Professional Staff; and

K. Notify the Credentials Committee in writing within seven (7) days of receipt of written or oral notice of any investigation or adverse action affecting Professional Staff membership or privileges at any hospital or

health care entity, requesting a Leave of Absence or involuntarily being placed on Leave of Absence at any hospital or health care entity, the commencement of an investigation or pending action regarding his license to practice in the State of Michigan or in any other state, the loss of professional liability insurance, the filing of criminal charges, notice of Quality Improvement Organization (QIO) action, the filing of a medical malpractice lawsuit against the Practitioner or any change in physical health status that would impair one's ability to medical care or any change in mental health status, or any change in address.

Section 7. Ethics and Ethical Relationships.

A. The Practitioner of the Professional Staff shall govern themselves in accordance with the osteopathic, allopathic, dental and other health professional statutes, rules and regulations of the State of Michigan.

B. All members of the Professional Staff shall comply with the code of ethics of their respective component societies and all other provisions pertaining to professional ethics in these Bylaws, Rules and Regulations and the Corporate Bylaws of POH Regional Medical Center.

C. Each Practitioner shall render his own bill for services, where appropriate or required, and will submit claims for payment of professional services for no other member.

D. No Practitioner shall engage in the practice of sharing of revenue or payment for referrals for any professional services under any guise whatsoever and shall be responsible for maintaining the policy of no division of fees. Violation of this regulation will result in suspension of all POH Regional Medical Center privileges. Such suspension shall not entitle the member to hearing rights under these Bylaws.

Section 8. Application for Membership. Application for membership on the Professional Staff shall be presented in writing on the prescribed form which shall state the qualifications and references of the applicant, and shall signify his agreement to abide by these Bylaws, Rules and Regulations, and the Corporate Bylaws of POH Regional Medical Center.

Section 9. Terms of Appointment and Reappointment.

A. Appointment or reappointment to the Professional Staff shall be made by the Governing Board upon recommendations of the department concerned, the Credentials Committee and the Medical Executive Committee and shall be for a period of one year initially and biennially thereafter or until the time designated for reappointment to the Professional Staff. In no case shall the Governing Board refuse to renew a reappointment or refuse an

initial staff application without conference with the Credentials and Medical Executive Committees. Final responsibility for denial or cancellation of an initial appointment or reappointment rests with the Governing Board, in accordance with the procedures as outlined in Article X of the Professional Staff Bylaws, where applicable.

Section 10. Procedure for Appointment and Reappointment.

A. The application for membership and privileges or application for reappointment on the Professional Staff shall be referred to the department concerned, the Credentials Committee and the Medical Executive Committee before submitting it to the Governing Board in accordance with the procedures defined in the Credentials Manual.

B. The Credentials Committee shall investigate the character, qualifications and standing of the applicant, and as soon as the character, qualifications and standing are complete, which shall be within sixty (60) days of receipt of a completed application, shall notify the department concerned and the Medical Executive Committee recommending that the application or application for reappointment be accepted, curtailed, suspended, deferred or rejected. In no case shall this report be unduly delayed.

C. On receipt of the combined reports of the department concerned and the Credentials Committee, the Medical Executive Committee shall recommend to the Governing Board that the application or application for reappointment be accepted, curtailed, suspended, deferred or rejected.

D. When a decision has been made by the Governing Board, the applicant shall be notified in writing. The decision regarding the applicant's appointment or reappointment then becomes final.

E.

Section 11. Emergency Privileges. In case of an emergency, a Practitioner shall be expected to do all in his power to save the life of the patient including the calling of such consultation as may be quickly available. For the purpose of this section, an emergency is defined as an emergency medical condition manifesting itself by acute symptoms of sufficient severity (including severe pain) such that the absence of immediate medical attention could reasonably be expected to result in (1) placing the patient's health in serious jeopardy, (2) serious impairment of bodily functions, or (3) serious dysfunction of any bodily organ or part. The Medical Director or designee, or the Governing Board or its designee may grant emergency privileges to a Practitioner to accomplish life-saving procedures, within the scope of his license, when an appropriately privileged Practitioner is not available. Such emergency privileges shall be only for the period of the emergency.

Section 12. Temporary Privileges.

A. *Granting Temporary Privileges*. On receipt of a written request from an appropriately licensed practitioner, the Medical Director or designee, or the Governing Board or its designee, may, on the basis of information then available, which may prudently be relied upon as to the competence and ethical standing of the applicant, grant temporary clinical privileges to the applicant for one of the following reasons:

1. The Practitioner has completed and submitted an application for Professional Staff membership, and is awaiting full consideration by the Medical Executive Committee and the Governing Board. The granting of temporary privileges under this subsection shall be for a period up to ninety (90) days. Subsequent renewals not to exceed the pendency of the application may be granted by the Medical Director or designee, or the Governing Board or its designee.

2. For the care of one or more specific patients - The privileges shall be granted for no more than four (4) times in any one (1) year to any practitioner, after which such practitioner shall be required to apply for membership on the Professional Staff before being allowed to attend additional patients at POH Regional Medical Center.

3. For a *locum tenens* practitioner - The granting of temporary privileges under this subsection shall be for a period up to ninety (90) days. Any further privileges will necessitate the application for Professional Staff membership.

B. *Requirements of Temporary Privileges*. In exercising such privileges, the practitioner with temporary privileges shall act under the supervision of the Chair of the clinical department to which he is assigned. Under any grant of temporary privileges, special requirements of consultation and reporting and requirement for admission of patients under the supervision of a member of the Active Professional Staff may be imposed by the Chair of the department(s) responsible for supervision. No grant of temporary privileges shall be effective unless and until the practitioner satisfies the Bylaws requirement concerning professional liability insurance and acknowledges in writing that he has received and read copies of the Professional Staff Bylaws and Rules and Regulations and that he agrees to be bound by them.

C. *Termination of Temporary Privileges*. The Medical Director or designee, or the Governing Board or its designee may, at any time, on the discovery of any information of the occurrence of any event of a professionally

questionable nature, after consultation with the Medical Executive Committee or the department Chair responsible for supervision, terminate any or all of a practitioner's temporary privileges. Immediately on the termination of such privileges, patients of the practitioner then at POH Regional Medical Center shall be assigned to another practitioner by the Medical Director or department Chair responsible for supervision. A practitioner given temporary or emergency privileges does not become a member of the Professional Staff by virtue of being granted those privileges and shall not be entitled to any of the procedural rights afforded by Article X due to a termination, a suspension, or an inability to obtain temporary privileges.

Section 13. Leave of Absence.

A. Any Member of the Professional Staff in good standing may request a leave of absence, in writing, to the Credentials Committee, for good cause. The Credentials Committee may recommend to the Medical Executive Committee that such Member be granted said leave. "Good cause" shall include, but not be limited to, medical illness, family emergency, military duty, sabbatical, or educational leave. A request for leave of absence must detail the reasons and the anticipated inclusive dates of the leave of absence.

B. A leave of absence may be granted for a period of time not to exceed one year. A member may request one (1) extension of a leave of absence for an additional period of up to one (1) year, if circumstances warrant. If the leave of absence period extends beyond the termination of the member's current appointment to the Professional Staff, the member must reapply, or the member's clinical privileges and membership shall terminate at the end of the appointment period.

C. Leaves of absence and any reinstatement from a leave of absence shall be subject to the approval of the Governing Board, upon recommendation from the Medical Executive Committee. In the event a recommendation is made not to reinstate the member, such recommendation shall be treated as a recommendation for non-reappointment, and the member shall be entitled to the rights described under Article X

D. At least forty-five (45) days prior to the expiration of the leave of absence, the member shall request reinstatement of his privileges and prerogatives by submitting a written notice to the Credentials Committee which shall include information demonstrating that the reasons for the leave of absence no longer exist. The member must also demonstrate that he currently meets all of the qualifications for membership as set forth in Article ARTICLE II. , Section 2.

E. Failure of the Member to request reinstatement or to submit information as requested shall be deemed a voluntary resignation of the membership and clinical privileges of the Professional Staff Member, and he shall not be entitled to the rights described under Article X.

F. Any Professional Staff Member whose membership is terminated pursuant to this Section shall not be eligible to reapply to the Professional Staff for a period of one year from the date his membership is terminated. Any such reapplication shall be processed as an initial application and subject to then current requirements.

G. During the leave of absence the member shall have no privileges or responsibilities at POH Regional Medical Center.

ARTICLE III. PRACTITIONER RIGHTS

Section 1. Each practitioner on the Professional Staff has the right to an audience with the Medical Executive Committee. In the event a practitioner is unable to resolve a difficulty working with his respective department chair, that physician may, on presentation of a written notice, meet with the Medical Executive Committee to discuss the issue.

Section 2. Any Active Professional Staff member has the right to initiate a recall election of a Professional Staff officer. A petition for such recall must be signed by at least twenty-five percent 25% of the members of the Active Professional Staff and presented to the Medical Executive Committee. On presentation of such valid petition, the Medical Executive Committee will schedule a special Professional Staff meeting for purposes of discussing the issue and (if appropriate) entertaining a recall vote. Upon the vote of a two-thirds (2/3) majority of the voting members present, the officer shall be removed from office.

Any vacancy created through such removal shall be filled in accord with ARTICLE VI. , Section 5.

Section 3. Any Active Professional Staff member may raise a challenge to any rule or policy established by the Medical Executive Committee. In the event a rule, regulation or policy is felt to be inappropriate, any physician may submit a petition signed by twenty-five percent (25%) of the Members of the Active Professional Staff to the Medical Executive Committee. When such petition has been received, the Medical Executive Committee will provide the petitioners with information clarifying the intent of such rule, regulation or policy and, if the petitioners remain dissatisfied, will schedule a meeting with the petitioners to discuss the issue.

Section 4. Any section may request a Departmental meeting when a majority of its members believe that the Department has not acted in an appropriate manner. If the

Department does not agree to meet, then the Section or practitioner may seek relief as set forth in Section 1.

Section 5. This section is common to Sections 1 through 4 above. These sections do not pertain to issues involving disciplinary action, denial of request for appointment or clinical privileges, or any other matter relating to individual "credentialing" actions. Section 6 provides recourse in these matters.

Section 6. A practitioner has the right to a hearing/appeal pursuant to Article X of these Bylaws in the event an adverse action, decision, or recommendation is made, which may include any of the following actions taken or recommended by the Medical Executive Committee or the Governing Board, based on the practitioner's clinical competence or professional conduct:

A. Denial of initial staff appointment;

B. Denial of reappointment;

C. Revocation of staff appointment;

D. Denial or restriction of requested clinical privileges;

E. Reduction in clinical privileges;

F. Revocation of clinical privileges;

G. Individual application of, or individual changes in, the mandatory consultation requirement; and

H. A suspension of staff appointment or clinical privileges for more than fourteen (14) days.

ARTICLE IV. DIVISIONS OF THE PROFESSIONAL STAFF

Section 1. The Professional Staff. The Professional Staff shall be divided into *active, active-affiliate, associate, honorary and membership only* categories.

Section 2. The ***Active*** Professional Staff Category.

A. Appointees to the Active Category must:

1. Meet the minimum qualifications set forth in Article II, Section 2; and

2. Be osteopathic, allopathic, or podiatric physicians, or oral surgeons; and

3. Be involved in a minimum of ten (10) patient contacts at POH Regional Medical Center annually, except as expressly waived for practitioners with at least twenty (20) years of service in the active category by the Medical Executive Committee.

   (a) A patient contact may include, but is not limited to, inpatient admission, outpatient surgery, patient consultation, procedures, or referral to the hospital for ancillary service.

4. Appointees to this category must reside within a reasonable distance which will allow for timely response to an emergency at POH Regional Medical Center in accordance with criteria defined by the Sections.

B. *Prerogatives*. Appointees to this Category may:

1. Exercise clinical privileges as delineated;

2. Vote on all matters presented at general, departmental, section or special meetings of the Professional Staff;

3. Hold Professional Staff, department, or section office; and

4. Serve as a chair and/or voting member of Professional Staff Committees to which he has been appointed.

C. *Responsibilities.* Appointees to this Category must:

1. Fulfill the conditions and responsibilities of Professional Staff membership as described in Article II;

2. Actively participate in recognized functions of Professional Staff, departmental and section appointment, including quality improvement and other monitoring activities and in discharging other Professional Staff functions as may be required;

3. Contribute to the organizational and administrative affairs of the Professional Staff, and serve on any committee to which they are appointed by the President of the Professional Staff;

4. Participate in the on-call coverage for the Emergency Department and other specialty coverage programs as scheduled or required by the Governing Board or its designee.

Section 3. The ***Active-Affiliate*** Category.

A. *Qualifications.*

1. Appointees to this category must meet the qualifications set forth in Article II.2;

2. Appointees must be either podiatrists, oral surgeons, dentists, psychologists, or osteopathic or allopathic physicians who do not choose to be Active Professional Staff members; and

3. Appointees to this category must reside within a reasonable distance to allow for a timely response to POH Regional Medical Center in accordance with criteria defined by the Sections.

4. Members in the active Affiliate category must meet the activity levels of the Active Professional Staff Category.

B. *Prerogatives*. Appointees to this Category may:

1. Exercise clinical privileges as delineated;

2. Attend meetings of the Professional Staff and their Department, in a non-voting capacity; and

3. Serve as voting members of committees to which they have been appointed, with the exception of the Credentials Committee and Medical Executive Committee, to which they may not be appointed.

C. *Responsibilities*. Appointees to this Category must:

1. Fulfill the conditions and responsibilities of Professional Staff membership as described in Article II; and

2. Appointees may participate in the on-call coverage for the Emergency Department and other specialty coverage programs if requested to do so by the Governing Board or its designee, according to the written policy of the Professional Staff.

Section 4. The Honorary Professional Staff. Appointments to the Honorary Professional Staff category shall be made by the Governing Board for such term as the Governing Board shall decide.

A. *Qualifications*. The Honorary Professional Staff shall consist of former Active Professional Staff members, retired or emeritus, or practitioners of excellent reputation who the Professional Staff wishes to honor and who may wish to be members of the POH Regional Medical Center Professional Staff.

B. *Prerogatives*. Appointees to this Category:

1. May attend Professional Staff and Departmental meetings;

2. Are not eligible to admit or otherwise care for patients or to exercise clinical privileges at POH Regional Medical Center; and

3. Are not eligible to vote or hold office.

C. *Responsibilities*. They shall have no assigned responsibilities and shall not pay dues or assessments.

Section 5. The ***Provisional*** Staff. All practitioners desiring to become members of the Active or Active-Affiliate Staffs shall be a member of the Provisional Staff during their first year of appointment. As a member of the Provisional Staff, the practitioner will not have any voting privileges, but will be required to attend Professional Staff, Department and Section meetings, as if they were members of the Active or Active-Affiliate Staffs. On completion of one year in the Provisional Staff category, the Practitioner shall be eligible for appointment to the Active, Active-Affiliate or Membership Only Staff, as appropriate, if all qualifications for those staff positions are met, or may be denied reappointment.

Section 6. The Affiliate Membership Only

A. *Qualifications.* Appointees to the Affiliate Membership Only Professional Staff category shall consist of practitioners who desire membership on the Professional Staff at POH Regional Medical Center, but will not exercise and do not require clinical privileges.

Prerogatives. Appointees to this category may

1. Attend meetings of the Professional Staff, and of the Clinical Department, Section, and/or Division of which he is a member in a non-voting status;

2. Have access to the POH Regional Medical Center Library.

B. *Responsibilities.* Appointees to this Category shall:

1. Not hold clinical privileges to admit, consult or treat patients at POH Regional Medical Center;

2. Serve on Professional Staff committees as may be requested by the Medical Executive Committee and/or the Governing Board;

ARTICLE V. CLINICAL DEPARTMENTS, SECTIONS AND DIVISIONS

Section 1. Organization of Departments.

A. The Professional Staff shall be organized into two (2) departments: Medicine and Surgery (individually, "Department"; collectively "Departments"). Each member of the Active Professional Staff is a voting member of the one (1) department covering his primary area of practice, as assigned by the Medical Executive Committee. The Active Professional Staff member may attend other department meetings, but will not have a vote at any department meetings other than in his primary area of practice.

B. *Department Chairs*.

1. Each Department shall have a Chair with overall responsibility for the supervision and satisfactory discharge of assigned Departmental functions. Each Department Chair shall be one (1) of the Departments' Section Chiefs and shall be elected by the Departments' Section Chiefs. The term of office shall be one (1) year.

2. Each Chair shall be a Member of the Active Professional Staff for a minimum of four (4) years and shall be Board Certified.

C. The Departments shall be organized into sections ("Sections"). Each recognized Section must have at least three (3) active staff members as assigned by the Medical Executive Committee.

The Medicine Department may only have the following Sections:

1. Cardiology

2. Emergency Medicine

3. Internal Medicine

4. Family Practice and Pediatrics

5. Radiology

6. Critical Care

The Surgery Department may only have the following Sections:

1. Otolaryngology

2. General and Gynecological Surgery

3. Orthopedic Surgery

4. Ophthalmology

5. Anesthesia

6. Pathology

D. Each Section shall elect a Chief. The term of office shall be one (1) year. Each Section shall meet at least one (1) month prior to the annual Professional Staff meeting to accept nominations from the floor and to elect its chief for the coming year. The successful nominee shall be elected by a majority vote of those Active Section members present. Each Chief shall be a Member of the Active Professional Staff, and shall be Board Certified.

E. In December the current Department Chair shall convene a meeting of the newly elected Section Chiefs for the purpose of nominating and electing a new Department Chair prior to the annual meeting of the Professional Staff. No less than seven (7) days prior to the meeting date, the Department Chair shall provide written notice of said meeting.

F. Each member of the Active Professional Staff is a voting member of the one Section covering his primary area of practice, as assigned by the Medical Executive Committee. The Active Professional Staff member may attend other Section meetings, but will not have a vote at any Section meetings other than in his primary area of practice.

G. Sections may perform any of the following activities:

1. Continuing education;

2. Grand rounds;

3. Discussion of policy;

4. Discussion of equipment needs;

5. Develop recommendations for Department Chair or Medical Executive Committee;

6. Participation in the development of criteria for clinical privileges (when required by the Department Chair); and

7. Discuss a specific issue at the special request of a Department Chair or the Medical Executive Committee.

H. Divisions may be set up within Sections. Divisions shall consist of those Practitioners practicing within that area. A Practitioner may be a member of more than one (1) division within his Section.

1. Each division shall elect its own division Chief;

2. There shall be no required meetings;

3. The following is a listing of divisions that are to be set up when there are three or more active Professional Staff members in that discipline. It is not inclusive, and is not to be construed to limit the formation of any additional divisions: The General Surgery Section will have a Podiatric Surgery division.

I. Departments shall meet at least quarterly, with one (1) of those meetings being in December preceding the Professional Staff annual meeting, as set forth in Section D, above. Sections shall meet according to their respective bylaws. A Department or Section may determine the time for holding its regular meetings and shall provide adequate notice to members. Meeting schedules shall be distributed and posted. A special meeting of any Department or Section may be called by or at the request of the Chair or Chief thereof or by the President of the Professional Staff.

J. The Medical Executive Committee may remove the Department Chair from office for failure to conduct those responsibilities assigned within these Bylaws or other policies and procedures of the Professional Staff by a two-thirds (2/3) vote by written ballot of the voting members of the Medical Executive Committee. A petition signed by fifteen percent (15%) of the Medical Executive Committee's voting members is required to place this issue before the Medical Executive Committee. Such removal shall be subject to the approval of the Governing Board. Any vacancy created through such removal shall be filled by appointment of the Medical Executive Committee or its designee.

K. Minutes of each regular and special meeting of each Department and Section shall be prepared and shall include a record of attendance, pertinent discussion points, and any vote taken. The minutes shall be signed by the presiding officer and copies thereof shall be submitted to the Medical Executive Committee. Each Department and Section shall maintain a permanent file of the minutes of each meeting.

L. *Notice of Meetings*. Written notice stating the place, day and hour of any special meeting shall be delivered or sent to each member of the Section

or department not less than three days before the time of such meeting by the person or persons calling the meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting.

ARTICLE VI. OFFICERS AND COMMITTEES

Section 1. Officers of the Professional Staff. The officers of the Professional Staff shall be:

1. President
2. Vice President
3. Secretary-Treasurer

The Professional Staff shall elect a parliamentarian at the annual meeting. The parliamentarian shall not be considered an officer of the Professional Staff.

Section 2. Qualifications of Officers. Officers must be members of the Active Professional Staff at the time of nomination and election and must remain members in good standing during their terms of office.

Section 3. Election of Officers.

A. *Nominations*. At least sixty (60) days prior to the election of officers, a nominating committee of at least three Active Professional Staff members shall be appointed by the Medical Executive Committee and shall submit to the Secretary-Treasurer of the Professional Staff one or more qualified nominees for each office. The Secretary-Treasurer shall report the list of the nominees to the Active Professional Staff Members at least thirty (39) days prior to the Annual Meeting. Further nominations for staff office may be made from the floor at the time of the Annual Meeting.

B. *Election*. Officers shall be elected biennially at an annual meeting of the Professional Staff. A nominee shall be elected upon receiving a majority of the valid votes cast at the meeting. If no candidate for the office receives a majority vote on the first ballot, a runoff election shall be held at the same meeting between the two (2) candidates receiving the highest number of votes.

Section 4. Term of Office. All officers shall take office on the first day of the calendar year and shall serve a term of two (2) years. No Member shall be an officer for more than six (6) consecutive years.

Section 5. Vacancies in Office. If there is a vacancy in the office of the President, the Vice President shall serve the remainder of the term. If there is a vacancy in the office of Vice President, the Secretary-Treasurer shall serve the remainder of the term.

Any other vacancy during the Professional Staff term shall be filled by a designee of the Medical Executive Committee.

Section 6. Duties of Officers.

A. *President*. The President shall:

1. Call and preside at all Professional Staff meetings.

2. Be an ex-officio member of all Professional Staff committees.

3. Aid the Medical Director and Chief Executive Officer in the execution of their duties related to physicians and patient care and in the enforcement of these bylaws, rules and regulations.

4. Ensure that all Departments, Sections and committees of the Professional Staff function as required, including making recommendations to the Medical Executive Committee for committee appointments including committee chairs.

5. Attend all monthly Governing Board meetings and advise the Governing Board of

6. Staff activities.

7. Act as a liaison officer between the Professional Staff and the Governing Board.

8. Cooperate with the Chief Executive Officer and Medical Director in enforcing all automatic suspensions.

B. *Vice President.* The Vice President shall:

1. Assume all duties and authority of the President in his absence.

2. Perform such duties as may be assigned by the President.

C. *Secretary-Treasurer*. The Secretary-Treasurer shall:

1. Keep accurate and complete minutes of all general Professional Staff and Medical Executive Committee meetings.

2. Call meetings on order of the President.

3. Attend to all correspondence of the general Professional Staff and Medical Executive Committee.

4. Care for all funds of the Professional Staff and make such disbursements as approved by the Professional Staff.

5. Perform such other duties as ordinarily pertain to this office.

Section 7. Removal from Office. Removal of a Professional Staff officer shall be only for failure to conduct those responsibilities assigned within these Bylaws or other policies and procedures of the Professional Staff.

An officer may only be removed by petition signed by twenty-five percent (25%) of the Active Professional Staff and forwarded to the Medical Executive Committee, or by a resolution for removal forwarded from the Governing Board to Medical Executive Committee. The Medical Executive Committee shall convene a special Professional Staff meeting for the purpose of discussing the petition, or resolution, and voting on removal from office. A two-thirds (2/3) vote of the Active Professional Staff present and voting at the special staff meeting shall result in the removal of the named officer. Committees.

A. *Standing Committees*. The committees of the Professional Staff shall be standing and special committees except as may otherwise be noted in these bylaws. There shall be seven (7) standing committees: Medical Executive Committee; Utilization Review and Professional Practices Committee; Credentials Committee, Utilization of Osteopathic Methods and Concepts Committee; Medical Education Committee; Bioethics Committee and Trauma Committee. Committees are to meet at least once a month (unless specified otherwise in these bylaws). The President and Vice President are ex-officio members of all medical committees except as otherwise stated. Unless specifically stated otherwise, all committee members shall be appointed by the President and shall serve a term of one (1) year.

B. *Special Committees*. Special committees shall be appointed by the Medical Executive Committee or its designee as may be required to carry out properly the duties and responsibilities of the Professional Staff, and as required by accreditation agencies for POH Regional Medical Center.

C. *Regular Meetings*. A committee may determine the time for holding its regular meetings and shall provide adequate notice to members. Meeting schedules shall be distributed and posted.

D. *Special Meetings*. A special meeting of any committee may be called by or at the request of its Chair or by the President of the Professional Staff.

E. *Minutes*. Minutes of each regular and special meeting of each committee shall be prepared and shall include a record of the attendance of members and the vote taken on each matter. The minutes shall be signed by the

committee Chair and copies submitted to the Medical Executive Committee. Each committee shall maintain a permanent file of the minutes.

F. *Notice of Meetings*. Written notice stating the place, day and hour of any special meeting or of any regular meeting not held pursuant to resolution shall be delivered or sent to each member of the committee or department not less than three days before the time of such meeting by the person or persons calling the meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting.

G. *Medical Executive Committee*.

1. Composition. The Medical Executive Committee shall be comprised of the Professional Staff officers, the Chairs of the standing committees, and the Department Chairs enumerated in ARTICLE V. The Section Chiefs shall have standing invitations to attend and shall retain voting rights. The President of the Professional Staff shall be the Chair of the Medical Executive Committee. The Chief Executive Officer, the Chief Medical Officer/ Vice-President for Medical Affairs, and the Director of Medical Education shall be ex-officio members, who will not have voting privileges and whose attendance will not count toward a quorum.

2. Duties. The duties of the Medical Executive Committee shall be to:

(a) Represent and to act on behalf of the Professional Staff;

(b) Approve the recommendations of the President of the Professional Staff for committee appointments including committee chairs;

(c) Coordinate the activities and general policies of the Professional Staff;

(d) Receive and act upon committee reports;

(e) Implement policies of the Professional Staff not otherwise the responsibility of the departments;

(f) Be a liaison between the Professional Staff and the Chief Executive Officer and the Board of Trustees;

(g) Recommend action to the Chief Executive Officer on medico-administrative matters;

(h) Ensure compliance among staff members with the Staff Functions as set out in ARTICLE I. ;

(i) Ensure compliance with accreditation requirements for committees;

(j) Make recommendations on hospital management matters (for example, long-range planning) to the Governing Board.

(k) Ensure that the Professional Staff is kept abreast of the accreditation program and informed of the accreditation status of POH Regional Medical Center;

(l) Fulfill the Professional Staff organization's accountability to the Governing Board for the medical care of patients at POH Regional Medical Center and recommend sources for services not available at POH Regional Medical Center;

(m) Review the report of the Credentials Committee on all applicants and make recommendations for staff membership, departmental assignments, and delineation of clinical privileges;

(n) Take all reasonable steps to ensure professionally ethical conduct and competent clinical performance for all members with clinical privileges;

(o) Conduct such other functions as are necessary for the effective operation of the Professional Staff; and,

(p) Report at each general staff meeting.

3. Meetings. The Medical Executive Committee shall meet at least monthly.

H. *Credentials Committee*.

1. Composition. The Credentials Committee should consist of the immediate past-president of the Professional Staff, and at least three (3) members of the Active Professional Staff appointed by the President, representing a cross-section of the Sections and Departments. Appointment to this committee shall be for a minimum two (2) year assignment.

2. Duties. The duties of the Credentials Committee shall include, but not be limited to, the following:

(a) Review all applications and investigate all applicants for membership and privileges and make recommendations to the Medical Executive Committee regarding such applicants;

(b) Review and investigate all requests for additional clinical privileges and make recommendations to the Medical Executive Committee regarding such requests;

(c) Review the qualifications, competence, clinical performance and membership performance of all applicants for reappointment and make recommendations to the Medical Executive Committee regarding reappointment;

(d) Review criteria for Departmental delineation of privileges and any inter-departmental procedures, and make recommendations to the Medical Executive Committee;

(e) Receive and review all requests for Leave of Absence and reinstatement from leave of absence and make appropriate recommendations to the Medical Executive Committee in this regard;

(f) Develop, maintain, and implement the Credentialing and Privileging Manuals; and [**NOTE: Category and related changes must be made consistent in accompanying manuals**.]

(g) Such other duties as are set forth in these Bylaws, the accreditation requirements or as may be delegated by the Medical Executive Committee.

3. Meetings. The committee shall meet at least monthly.

I. *Utilization of Osteopathic Methods and Concepts Committee*.

1. Composition. The Committee is to be composed of a Chair, as well as at least one (1) osteopathic physician representative from the Medicine Department and one (1) osteopathic physician representative from the Surgery Department.

2. Duties. The duties of the committee shall include, but not be limited to, the following:

(a) Make recommendations to improve utilization of osteopathic principles and practice, to record osteopathic findings, describe osteopathic manipulative treatment and

to apply such modalities as part of the comprehensive care received by patients;

(b) Establish and record retrospective and current audits of patient charts relating the application of osteopathic principles and practice to patient diagnosis and treatment; and

(c) Inform osteopathic physicians of the evaluation of patient charts done by the committee to improve utilization of osteopathic principles and practices.

3. Meetings. The committee shall meet at least quarterly.

J. *Utilization Review and Professional Practices Committee*.

1. Composition. The committee shall consist of at least five (5) members representing a cross-section of the Active Professional Staff. A pathologist must be included as a member of the committee. Representatives from various hospital departments may be requested to attend committee meetings in an advisory capacity as determined by the chair of the committee and may include nursing, case management, health information management, administration, finance, and ancillary/clinical support services.

2. Duties. The duties of the committee include, but are not limited to, the following:

(a) Establish policies governing utilization review.

(b) Develop, implement, monitor and maintain a Utilization Review (or Management) Plan for POH Regional Medical Center in accordance with accreditation requirements, and evaluate such policies and practices regularly.

(c) Establish policies governing medical record keeping, and evaluate such policies and practices at regular intervals.

(d) Establish policies governing surgical case review, for reporting surgical case review findings, and recommend policies and procedures to the Medical Executive Committee to improve surgical practice.

(e) Establish policies governing transfusions of blood and blood product derivatives, systems for reporting transfusion

reactions and evaluate such policies and practices at regular intervals.

3. Meetings. The committee shall meet at least quarterly.

K. *Bioethics Committee*.

1. Composition.

(a) The committee shall be comprised of a physician chairperson appointed by the Professional Staff President with additional physician representatives from the Active Professional Staff that should include, if possible, representatives from the neurosciences, psychiatry, internal medicine, family practice, emergency medicine, and surgery. As a multidisciplinary committee there should be nursing representation from Nursing Administration, critical care and emergency services in addition to representatives from social services, clergy, an attorney or risk manager, and laypersons not affiliated with the hospital. The Medical Director shall serve without vote.

2. Duties.

(a) Advise and consult with health care professionals, patients, patient representatives, and other interested parties on bioethical matters such as the use of extraordinary measures to maintain life functions, refusal of treatment, living wills, etc.

(b) Review medical decisions involving ethical implications and develop policies and guidelines on issues in bioethics, observing applicable federal and state requirements.

(c) Function as the Institutional (Investigational) Review Board (IRB) with authority to approve, require modification in or disapprove all research proposals for adequacy of design, including hypothesis, methodology, consent form, budget and principal investigator.

3. Meetings. The committee shall meet at least quarterly.

L. *Medical Education Committee*.

1. Composition.

(a) The committee shall be comprised of voting members including a chairperson appointed by the Professional Staff President, Director of Medical Education, directors of internship and residency programs, chief pathologist, Training Director Osteopathic Principles and Practice, one (1) resident elected by peers, and one (1) intern elected by peers. Non-voting members shall include the Director of Research, Medical Director, President/CEO or designee, and Quality Director.

2. Duties.

(a) Direct or coordinate the development of and evaluate the effectiveness of continuing medical education programs for the Staff;

(b) Promote an effective graduate medical education program;

(c) Serve as liaison between osteopathic and allopathic medical schools and the Professional Staff in matters regarding affiliated teaching programs.

(d) Review annually commitments for internship and residency programs including projected changes.

(e) Provide medical direction and advise the hospital's medical library.

(f) Provide periodic written reports as necessary or required.

3. Meetings. The committee shall meet at least monthly.

M. *Trauma Committee*.

1. Composition.

(a) The Trauma Committee shall be a multidisciplinary committee which may include following voting Section chiefs (or their designee): anesthesia, emergency medicine; general surgery, critical care, orthopedics, otolaryngology, radiology and the following representative members appointed by the hospital's vice president for medical affairs: vice president of clinical operations, emergency department manager, trauma director and trauma nurse coordinator. Other representatives may include but not be limited to the following services: laboratory, health information management, nursing, surgical services, pre-

hospital care providers, medical imaging, rehabilitation, respiratory therapy, The clinical managers or designees of the organizational areas involved with trauma care shall play an active role with the committee.

(b) The Trauma Director shall serve as committee chair.

2. Duties. The committee shall provide oversight and leadership to the entire trauma program. The major foci shall include:

(a) quality improvement activities;

(b) policy development;

(c) communication among all team members;

(d) development of standards of care;

(e) education; and

(f) outreach program and work with appropriate groups for injury prevention.

3. Meetings. The committee shall meet at least quarterly.

Section 9. Medical Director. The Medical Director shall be appointed by the Governing Board and is responsible to the Governing Board for carrying out all policies established by the Governing Board. He is the medical adviser to the Chief Executive Officer and assists the President of the Staff and Chief Executive Officer in providing the highest quality of patient care possible. He shall give monthly reports to the Governing Board regarding Professional Staff activities at its monthly meetings.

The functions and duties of the Medical Director include the following:

1. Supervise and evaluate the general functions of the clinical and scientific departments.

2. Suspend the membership and/or privileges of a Practitioner from the Professional Staff in the best interest of patients and POH Regional Medical Center.

3. Attend all general Professional Staff meetings and as many departmental and committee meetings as he can reasonably manage.

4. Cooperate with the Professional Staff President relative to the proper function of the departments, Sections, and committees.

5. Cooperate with the Director of Medical Education to ensure a continual upgrading of POH Regional Medical Center's postdoctoral training programs and continuing medical education programs.

6. Grant temporary and emergency privileges as allowed and warranted by these Bylaws.

ARTICLE VII. MEETINGS

Section 1. Annual Professional Staff Meeting.

A. An annual meeting of the Professional Staff shall be held during December of each year. Written notice of the meeting shall be sent to all Professional Staff members and conspicuously posted.

B. The primary objectives of the meeting shall be to report on the activities of the staff, conduct elections of staff officers as necessary, and conduct other business as may be on the agenda.

Section 2. Special Meetings.

A. The President may call a special meeting of the Professional Staff at any time. The President shall call a special meeting within thirty (30) days after receipt of a written request signed by not less than one-fourth (1/4) of the Active Professional Staff, or on a resolution by the Medical Executive Committee or Governing Board. Such request or resolution shall state the purpose of the meeting. The President shall designate the time and place of any special meeting.

B. Written or printed notice stating the time, place, and purpose of any special meeting of the Professional Staff shall be conspicuously posted and shall be sent to each member of the Professional Staff at least seven (7) days before the date of such meeting. The attendance of a member of the Professional Staff at a meeting shall constitute a waiver of notice of such meeting. No business shall be transacted at any special meeting, except that stated in the notice of such meeting.

Section 3. Regular Meetings.

Regular meetings of the Professional Staff shall be held three (3) times yearly, in addition to the annual meeting. The dates shall be established for the coming year at the annual meeting and shall take place during the following months: March,

June, and September. The dates may be changed by the Medical Executive Committee, if necessary, by giving the staff members thirty (30) days notice.

Section 4. Attendance at Meetings.

A. Professional Staff Members are encouraged to attend meetings of the Professional Staff.

B. Active Professional Staff Members shall attend at least fifty percent (50%) of general staff and department, and seventy five percent (75%) of their assigned, required committee meetings. Attendance shall be used by the Credentials Committee in evaluating members for reappointment.

C. Special Attendance Requirements:

1. Whenever a staff or department educational program is prompted by findings of quality assessment/ improvement activities, the Practitioner whose performance prompted the program shall be notified of the program's time and place, the subject matter to be covered, and its special applicability to the Practitioner's practice. Except in unusual circumstances, the Practitioner must attend the program.

2. Whenever a pattern of suspected deviation from standard clinical or professional practice is identified, the President or the applicable department Chair may require the Practitioner to confer with him or with a standing or ad hoc committee considering the matter. The Practitioner will be given notice of the conference at least five (5) days prior to the conference, including the date, time, and place, a statement of the issue involved, and a statement that the Practitioner's appearance is mandatory. Failure of the Practitioner to appear at any such conference, unless excused by the Medical Executive Committee on showing good cause, will result in an automatic suspension of all or such portions of the Practitioner's clinical privileges by the Medical Director or his designee, or the Governing Board or its designee. A suspension under this Section will remain in effect until the matter is resolved by subsequent action of the Medical Executive Committee and the Governing Board. Such resolution shall be made in a timely manner.

Section 5. Quorum. The quorum requirement for each of the following meetings shall be:

1. Professional Staff. Those voting members present.

2. Medical Executive Committee. Fifty percent (50%) of the committee's voting members.

3. Committee/Department. Those voting members present, with a minimum of two (2) members in attendance.

Section 6. Robert's Rules of Order.

The latest edition of Robert's Rules of Order shall prevail at all meetings of the General Staff, Medical Executive Committee, committee, and departmental meetings unless waived, except that the chair of any meeting may vote.

Section 7. Minutes.

Minutes of each regular and special meeting of the full Professional Staff shall be prepared and shall include a record of attendance, pertinent discussion points, and any vote taken. The minutes shall be signed by the presiding officer and copies thereof shall be submitted to the Medical Executive Committee.

ARTICLE VIII. RULES AND REGULATIONS

The Professional Staff shall adopt such rules and regulations as may be necessary for the proper conduct of its work. Such rules and regulations shall be a part of these bylaws except that adoption or revision shall be with the vote of a majority of those voting members present. Adoption or revision shall be effective on approval of the Governing Board and approved adoptions or revisions shall be sent to each member of the Active Professional Staff.

ARTICLE IX. CORRECTIVE ACTION AND SUSPENSION PROCEDURE

Section 1. Corrective Action.

A. Whenever the activities of professional conduct of any Practitioner with clinical privileges are considered to be lower than the standards or aims of the Professional Staff or to be disruptive to the operations of POH Regional Medical Center, corrective action against such Practitioner may be requested by any officer of the Professional Staff, by the chair of any clinical department, by the chair of any standing committee of the Professional Staff, by the Chief Medical Officer/Vice President for Medical Affairs, by the Chief Executive Officer, by the Medical Executive Committee of the Staff or by the Governing Board. All requests for corrective action shall be in writing, shall be made to the Medical Executive Committee and shall be supported by reference to the specific activities or conduct which constitutes the grounds for the request.

B. The Medical Executive Committee shall review the request for corrective action and determine whether or not an investigation is necessary. If the Medical Executive Committee determines that an investigation is

necessary, it shall immediately appoint an ad hoc committee to investigate the matter.

1. If applicable, within fifteen (15) days after its appointment, the ad hoc committee shall make a report of its investigation to the Medical Executive Committee. Prior to the making of such report, the Practitioner against whom corrective action has been requested shall have an opportunity for an interview with the ad hoc committee. At such interview, he shall be informed of the general nature of the charges against him, and shall be invited to discuss, explain or refute them. This interview shall not constitute a hearing, shall be preliminary in nature, and none of the procedural rules provided in these Bylaws with respect to hearing shall apply thereto. A record of such interview shall be made by the ad hoc committee and included with its report to the Medical Executive Committee.

2. Within fifteen (15) days following receipt of a report from an ad hoc committee, the Medical Executive Committee shall review the report and make the determination for the need of corrective action.

3. The Chair of the Medical Executive Committee shall keep the Medical Director and Chief Executive Officer informed of all action taken in regard to the ad hoc committee report.

C. If corrective action is warranted, the Medical Executive Committee may recommend to the Governing Board any of the following:

1. to issue a warning, a letter of admonition or reprimand;

2. to impose terms of probation or a requirement for consultation;

3. to recommend reduction, suspension or revocation of clinical privileges;

4. to recommend that an already imposed summary suspension of clinical privileges be terminated, modified or sustained; or

5. to recommend that the Practitioner's staff membership be suspended or revoked.

The MEC may also determine that no corrective action is needed.

D. Any adverse recommendation by the Medical Executive Committee shall entitle the affected Practitioner to the procedural rights provided in Article X of these Bylaws.

E. After the Medical Executive Committee has made its recommendation in the matter, the procedure to be followed shall be as provided in Article X of these Bylaws.

Section 2. Summary Suspension.

A. The President of the Professional Staff, the Chief Executive Officer, the Medical Director, the Medical Executive Committee, or the Governing Board Executive Committee shall each have the authority, whenever action must be taken immediately to protect the life of any patient or to reduce the likelihood of imminent danger to the health or safety of any patient at POH Regional Medical Center, to summarily suspend all or any portion of the clinical privileges of a Practitioner, and such summary suspension shall become effective immediately upon imposition.

B. A Practitioner whose clinical privileges have been summarily suspended shall be entitled to request that the Medical Executive Committee hold a hearing on the matter within such reasonable time period thereafter as the Medical Executive Committee may be convened in accordance with Article X of these Bylaws.

C. The Medical Executive Committee may recommend modification, continuance, or termination of the terms of the summary suspension. If, as a result of such hearing, the Medical Executive Committee does not recommend immediate termination of the summary suspension, the affected Practitioner shall, also in accordance with Article X , be entitled to request an appellate review by the Governing Board, but the terms of the summary suspension as sustained or as modified by the Medical Executive Committee shall remain in effect pending a final decision thereon by the Governing Board.

D. Immediately upon the imposition of a summary suspension, the Chair of the Medical Executive Committee or Medical Director shall have the authority to provide for alternative medical coverage for the patients of the suspended Practitioner still at POH Regional Medical Center at the time of suspension. The wishes of the patients shall be considered in the selection of such alternative Practitioner.

Section 3. Automatic Suspension.

A. Action by any state licensing board limiting, revoking or suspending a Practitioner's license to practice his profession, or his DEA certificate and/or state controlled substance license, where applicable, shall result in automatic suspension of all of the practitioner's POH Regional Medical Center Professional Staff Membership rights and privileges, without right to hearing or appellate review.

B. Any Practitioner that is required to maintain Board Certification (under these bylaws) and fails to maintain certification and cannot re-acquire such certification within twelve (12) months of lapse in certification, shall have all membership rights and privilege's automatically suspended, without right to hearing or appellate review.

C. Any staff Practitioner whose malpractice insurance has lapsed will automatically be suspended, without right to hearing or appellate review, until documented proof of current professional liability insurance meeting minimum requirements as defined by the Governing Board. This shall not be a state reportable offense. Repeat lapses in malpractice coverage shall be a basis for corrective action by the Medical Executive Committee or the Board of Trustees

ARTICLE X. HEARING AND APPELLATE REVIEW PROCEDURE

Section 1. Notice and Request for Hearing.

A. In any case in which the Medical Executive Committee makes an adverse recommendation to the Governing Board, or the Governing Board on its own initiative makes an adverse decision or decides to take an adverse action (collectively, "Adverse Action"), or in any case in which there is Summary Suspension confirmed by the Medical Executive Committee, the Chief Executive Officer shall promptly give written notice of the Adverse Action to the Applicant or Member involved. Such notice shall be given by certified mail, return receipt requested, and shall contain a statement of the Adverse Action under consideration and the general reasons for it, and a summary of the individual's rights as provided for in these Bylaws. The Applicant or Member shall at this time be offered the opportunity, for the time period specified in Section 1B. below, to submit his resignation from the Professional Staff or to request a change in Privileges to conform to the Adverse Action under consideration; however, the Member's resignation or request for change in Privileges may be reported to the appropriate state and/or federal agencies, as required by law.

B. The affected individual must, within thirty (30) days of receipt of such notice as described in Section 1A above, submit to the Chief Executive Officer a written request for a hearing, if such a hearing is desired. Failure to timely request a hearing shall constitute a waiver of all rights to a hearing and/or appeal and shall be deemed acceptance of the Adverse Action. The Adverse Action shall then be transmitted to the Governing Board for final action.

C. Best efforts shall be used to conduct any hearing within sixty (60) days after receipt of the request unless an extension is requested or agreed to by the affected individual and the Review Committee.

Section 2. Appointment of Hearing Officer and Review Committee.

A. When a hearing is requested, the Chief Executive Officer, after consultation with the Professional Staff President, shall appoint a Review Committee, and its chair, consisting of three (3) to five (5) members selected from the Active Staff who are neither in direct economic competition nor in economic partnership with the affected individual. Direct economic competition shall be defined to mean those Practitioners, as determined by the Chief Executive Officer in consultation with the Professional Staff President, who are actively engaged in practice in the primary medical community of the affected individual, and who practice in the same medical specialty or subspecialty as the affected individual. No person who has taken any active part in the prior consideration of the matter involved shall serve on the Review Committee.

B. The Chief Executive Officer, after consultation with the Professional Staff President, shall appoint a Hearing Officer who shall assist the Review Committee in the orderly conduct of the hearing. The Hearing Officer shall not be a Professional Staff member and may be an attorney. The Hearing Officer shall rule on all procedural and evidentiary questions before and during the hearing. The Hearing Officer shall not vote and may not be in direct economic competition or in economic partnership with the affected individual, and no person who has taken any active part in the prior consideration of the matter involved in any other capacity, except as a non-Medical Staff Member advisor, may serve as Hearing Officer.

C. If the affected individual or the Medical Executive Committee believes that any of the persons appointed to the Review Committee cannot reach a fair and impartial decision, he must promptly object. A claim of potential bias is insufficient; the complaining party must demonstrate actual bias. The Chief Executive Officer, in consultation with the Professional Staff President, shall consider the reasons stated for the request and determine whether that person shall remain on the Review Committee or be replaced. If the challenged Review Committee member is not replaced, the basis for the decision shall be documented in writing and a copy of the determination shall be made available to the parties. The determination made shall be final and binding on all parties.

D. A majority of the Review Committee members must be present during the proceedings of the hearing, including reconvened proceedings held following any adjournment, and during the deliberations of the Committee. No member of the Committee who has not been present during the entire hearing, including any reconvened proceedings held following an adjournment, may participate in, vote or be present during the deliberations.

Section 3. Notice of Hearing.

A. The Chief Executive Officer shall give written notice, by certified mail, return receipt requested, of the hearing to the affected individual.

B. The notice will include:

1. The date, time and place of the hearing. The hearing date shall not be scheduled less than thirty (30) days from the date the notice of the hearing is issued;

2. Name of Hearing Officer and membership of the Review Committee;

3. A concise statement specifying the reasons for the adverse recommendation; and

4. A summary of the rights in Article X, Section 4.

Section 4. Rights and Responsibilities.

A. The affected individual shall have the following rights in regard to the Fair Hearing process:

1. to be represented at the hearing by an attorney at his expense;

2. to offer evidence determined to be relevant by the Hearing Officer, regardless of its admissibility in a court of law;

3. to present witnesses and to cross-examine the opposing party's witnesses;

4. to have a record made of the proceedings, and obtain copies of the same at his sole expense;

5. to submit a written statement or brief, within such reasonable time as may be determined by the Hearing Officer, at the close of the hearing;

6. following completion of the hearing, to receive the written recommendation of the Review Committee, including a statement of the basis for the recommendation; and

7. on completion of the hearing and appeal process, to receive a written decision of the Governing Board, including a statement of the basis for the decision.

B. The affected individual shall be required to appear in person at the hearing. Failure of the affected individual to appear shall constitute a waiver of his right to a hearing, and the Adverse Action shall then be transmitted to the Governing Board for final action. Postponements may be granted by the chair of the Review Committee in exceptional circumstances for good cause.

C. In all cases in which a hearing is conducted under this Article, the burden remains on the affected individual to prove by a preponderance of the evidence that he meets the qualifications for appointment, reappointment, or requested privileges and that the Adverse Action that prompted the hearing was unreasonable, unfounded, or not supported by the evidence.

D. The hearing shall be closed and confidential. All individuals involved in the hearing acknowledge that the information covered in the hearings and reviews conducted under these Bylaws (and all types of proceedings ancillary or preparatory thereto) are required to be kept confidential pursuant to the Michigan law, and each individual agrees to keep all information, data and proceedings confidential. .

E. POH Regional Medical Center and its committees shall have the same rights as the affected individual during the hearing. POH Regional Medical Center and its committees' failure to meet the conditions regarding adequate notice and the conduct of the hearing shall not, in itself, constitute a failure to meet the standards of the Health Care Quality Improvement Act of 1986 (as amended) regarding adequate notice of a hearing and conduct of a hearing, or the provisions of applicable Michigan law.

F. In any case in which the affected individual's physical or mental health is at issue, a request for a hearing shall constitute a waiver of any medical or physician-patient privilege relating to such physical or mental condition.[2] The affected individual shall provide appropriate authorization forms and shall release from liability any physician, POH Regional Medical Center, other person or entity who may be requested to provide such information. If the affected individual fails to timely provide appropriate authorization forms and release from liability, or the refusal of any physician, POH Regional Medical Center, other person or entity to provide the requested information, the Medical Executive Committee's recommendation may be

sent to the Governing Board for final action without the necessity of convening any hearing.

G. The affected individual agrees to release POH Regional Medical Center, the Governing Board, the Medical Executive Committee, the Hearing Officer, the members of the Review Committee, all Members of the Medical Staff and any person involved from liability for any statements made or for any acts pursuant to these Bylaws which were undertaken in good faith.

Section 5. Conduct of Hearing.

A. Legal evidentiary rules shall not apply. The Hearing Officer shall allow admission of evidence determined in his discretion to reasonably relate to the issue under review.

B. The Hearing Officer may take whatever measures he deems necessary to ensure that the hearing is conducted in an efficient and confidential manner.

C. The Adverse Action shall be presented by a representative of the issuing body. The affected individual shall have an opportunity to make a statement as to why he believes the Adverse Action was improper.

D. The Hearing Officer shall set the procedure for presenting evidence. If the affected individual does not testify in his own behalf, he may nonetheless be called as a witness before the Review Committee.

E. Both sides shall submit a list of witnesses expected to testify at the hearing in advance of the hearing.

Section 6. Recommendation of the Review Committee. At the close of the hearing, the Review Committee shall deliberate, considering only the evidence and exhibits presented at the hearing, the testimony of witnesses, and any written statements or briefs submitted following the hearing. The Review Committee shall, within fifteen (15) days of final adjournment, issue its decision which shall be provided in writing to the affected individual by certified mail, return receipt requested and to the Chair of the Medical Executive Committee. The decision may recommend affirmation, modification or rejection of the Adverse Action, and shall the basis therefore.

Section 7. Medical Executive Committee Action. The Medical Executive Committee shall consider the Review Committee's report at its next regular meeting and shall affirm, modify or reverse the Adverse Action. Within ten (10) days, the Medical Executive Committee shall deliver its recommendation ("MEC

Recommendation") to the affected individual by certified mail, return receipt requested, and to the Governing Board.

Section 8. Appeal to the Governing Board.

A. Within fifteen (15) days of receipt of the MEC Recommendation, the affected individual may file a written request for an appeal to the Governing Board. The written request shall include whether oral argument is desired, which may be granted in the Board's discretion. Failure to timely request an appeal shall constitute a waiver of this appeal right, and the Governing Board may then act upon the MEC Recommendation.

B. The Governing Board may hear the appeal, or appoint a subcommittee of at least three (3) Board Members to do so ("Appellate Review Committee").

C. The affected individual and the Medical Executive Committee shall have the right to submit pre-appellate review hearing briefs to the Appellate Review Committee. The affected individual shall submit his brief at least ten (10) days prior to the appellate hearing and the Medical Executive Committee shall submit a response brief at least three (3) days prior to the hearing.

D. The Appellate Review Committee shall, as part of the review, have access to and consider the entire hearing record including the transcript, pre-hearing briefs and exhibits introduced by the parties. Neither party shall introduce, nor will the Appellate Review Committee consider, any new evidence unless the Appellate Review Committee finds good cause to permit the inclusion of such evidence.

E. Both parties shall have the right to have the assistance of legal counsel, who may make oral arguments if such request is granted. If permitted, each party shall have thirty (30) minutes for oral argument.

F. The affected individual shall have the burden of proving by a preponderance of the evidence that the MEC Recommendation was arbitrary, capricious or unsupported by the facts.

G. The Appellate Review Committee shall issue a written decision affirming, modifying or rejecting the MEC Recommendation, including a statement describing the basis for their decision. If the Board heard the appeal, its decision shall be final action. If a subcommittee of the Board heard the appeal, the decision shall be sent to the full Board for review and final action at their next regularly scheduled meeting. The Board may affirm,

modify or reject the MEC Recommendation in their sole discretion. The affected individual shall receive a copy of the written decision.

Section 9. Right to One Hearing and One Appeal Only. No Applicant to or Member of the Professional Staff shall be entitled to more than one (1) hearing and one (1) appeal on any matter which may be the subject of an appeal.

Section 10. Reapplication. Any applicant or member who has been denied initial appointment or reappointment to the Professional Staff, or any member whose clinical privileges have been revoked, terminated or lapsed shall not be eligible to apply for membership or clinical privileges for a period of two (2) years unless otherwise approved by the Governing Board.

Section 11. Report of Adverse Action. The Chief Executive Officer and the affected individual shall each submit the necessary reports, as required by law, to the appropriate state and/or federal agencies.

ARTICLE XI. BYLAWS AMENDMENTS

All proposed Bylaws amendments, whether originated by the Medical Executive Committee, another standing committee, or by a member of the active category of the Professional Staff, must be reviewed and discussed by the Medical Executive Committee. The Medical Executive Committee shall vote whether to approve putting the proposed amendment on the agenda of the next regular staff meeting and authorize the President to send out a notice of the proposed amendment, along with a recommendation by the Medical Executive Committee to approve or reject the amendment.

These Bylaws may be amended after notice of the proposed Bylaws change given to each voting member thirty days prior to the meeting where the vote is scheduled. Adoption shall be with an affirmative vote of 2/3 of those voting Members present. Amendments shall be effective on approval of the Governing Board and approved amendments shall be sent to each member of the Professional Staff.

ARTICLE XII. REVIEW OF BYLAWS

The Medical Executive Committee shall review Professional Staff Bylaws and Rules and Regulations as necessary to assure compliance with Professional Staff practice and accreditation requirements, and submit recommendations for any changes to the Professional Staff as set out in Article XII. The review must be done at least every two (2) years.

ARTICLE XIII. ADOPTION

These Bylaws, together with the appended Rules and Regulations, shall be adopted at any regular meeting of the Professional Staff, shall replace any previous Bylaws, Rules and Regulations and shall become effective when approved by the Governing Board and shall be sent

to each member of the Professional Staff. They shall, when adopted and approved by the Governing Board, be equally binding on the Governing Board and the Professional Staff.

ARTICLE XIV. MISCELLANEOUS

Section 1. Privileged Communications. Any act, communication, report, recommendation, or disclosure regarding any Practitioner, performed or made in good faith and without malice and at the request of an authorized representative of this or any other health care entity, for the purpose of achieving and maintaining quality patient care in this or any other health care entity, shall be privileged from disclosure to the fullest extent provided by law.

Section 2. Immunity and Release from Liability. No person furnishing information, data, reports or records to any Department, Section, Division, Professional Staff or the Governing Board regarding any practitioner shall, by reason of furnishing such information, be liable in damages to any person. No Member of a Professional Staff, Department, Section, or Division committee shall be liable in damages to any person for any actions taken or recommendation made within the scope of the functions of such committee if such committee member acts without malice and in the reasonable belief that such action or recommendation is warranted by the facts known to him. Each Applicant and Member agrees to release, indemnify and hold harmless POH Regional Medical Center and all third parties from liability for any and all such statements or actions.

Section 3. Release of Information. No POH Regional Medical Center representative furnishing information to any other hospital or entity to which a Member or past Member may apply for membership and/or clinical privileges shall, by reason of furnishing such information, be liable in damages to any person provided such release of information is made within the scope of the duties of such representative and is made in good faith and without malice.

Section 4. Related Protocols and Manuals. The Medical Executive Committee will recommend to the Governing Board a set of Professional Staff Rules and Regulations, a *Credentials Policy Manual*, a *Privileging Policy Manual* and an *Organization and Functions Manual* that further defines the general policies contained in these Bylaws. On adoption by the Governing Board, these manuals will be incorporated by reference to these Bylaws and not subject to Article ARTICLE XI. and ARTICLE XIII. The Medical Executive Committee shall review these manuals at least every two (2) years.

Section 5. Voting. Unless provided for otherwise in these Bylaws, all voting will be by a simple majority of those voting members present.

RULES AND REGULATIONS

1. Only patients requiring inpatient procedures or services may be admitted to the hospital. All inpatients must be admitted to the service of an osteopathic or allopathic member of the professional staff.

2. All patients admitted or referred to the hospital for services shall have a provisional diagnosis.

3. Physicians admitting patients with an active medical condition that may reasonably be expected to endanger others, or may reasonably be expected to increase medical risk to the patient, must inform registration personnel of the nature of the condition to protect that patient, other patients or health care providers.

4. Patients shall be admitted to the service of, or receive care directed by, their own physician. Patients admitted who lack a physician on the POH Professional Staff shall be assigned an attending physician from the Emergency Department on-call assignment roster. The patient may be admitted to the hospital to the service of only one (1) named attending physician.

5. Outpatient oral or podiatric surgery patients must have a history and physical performed by a qualified osteopathic or allopathic member of the Professional Staff.

6. To provide for continuity of care when a Professional Staff member is unavailable, each member shall prospectively arrange for an alternate member of the Professional Staff to attend his/her patients, and notify the Medical Staff Office. In an emergency, or if a member has failed to identify an alternate to the Medical Staff Office, the Medical Director shall be empowered to assign a member of the Professional Staff to attend the patient.

7. Except in an emergency in the absence of the attending physician, no member of the Professional Staff may attend a patient unless authorized by the attending physician or Medical Director.

8. All Practitioner orders shall be written or electronically entered in the patient's medical record and shall include the date, time, and signature (authentication) of the ordering Practitioner. Orders dictated either in person or via telephone shall be signed by the person to whom they are dictated with the name of the physician per his/her own name. The ordering Practitioner, or Practitioner associated in practice, shall countersign or authenticate the dictated orders within twenty-four (24) hours or at the next patient visit, whichever is sooner.

9. A complete history and physical examination shall be completed and on the chart no more than thirty (30) days before or 24 hours after admission or registration of each patient, but prior to surgery or a procedure requiring anesthesia services. When the medical history and physical examination is completed no more than thirty (30) days

before admission, an updated medical record entry documenting an examination for any changes in the patient's condition must be completed and documented in the medical record within twenty-four (24).hours of admission, but prior to surgery or a procedure requiring anesthesia services. "Documented in the medical record" means that the history and physical examination has been reviewed and authenticated by the responsible Practitioner, and is available in the patient's medical record for review by anyone caring for the patient. The attending physician shall ensure this function is completed timely.

10. Consultations are encouraged to optimize care of the patient. Except in emergencies, consultations are required on critically ill patients, patients who are poor surgical risks, whenever unusual clinical situations arise, whenever the diagnosis is obscure, or whenever there is doubt as to the best therapeutic measures to be utilized. In situations when there is significant clinical disagreement between the patient's attending physician and a consulting physician, a second consultation must be obtained from another physician. All requests for consultations and participation in management shall be recorded on the physician order sheet and shall include date, time and signature of the requesting physician. The physician requesting consultation shall clearly indicate one of the following categories:

    (a) "Consultation only" which leaves management to the attending physician.

    (b) "Consultation and management of a specific entity (or entities) or procedure(s)" in which the consultant may write orders to manage the special entity (entities) or procedure(s) but overall responsibility remains with the attending physician.

    (c) "Consultation and participation" which permits the attending physician and the named physician to write orders, however, overall patient care and medical record responsibility remains with the attending physician.

    (d) "Consultation and management" directs the consultant to assume full responsibility for writing orders and management of the patient including responsibility for completion of the medical record.

    (e) "Management" is transferred to another named physician in which case patient care and medical record completion responsibilities are transferred to the named physician and the admitting (attending) physician may no longer write orders.

Consultations shall be completed (written or dictated) within twenty-four (24) hours of notification.

11. Reports on all invasive or surgical procedures shall be written or dictated immediately following the procedure, and must be available in the medical record within twenty-four (24) hours of performing the procedure.

12. At the time of discharge of the patient from the hospital, the physician shall review the medical record for completeness and shall record the disposition of the patient, condition

on discharge, the principal diagnosis, secondary diagnoses, complications, operations or procedures, consultants used, the outcome of the hospitalization, and provisions for follow up care, and shall sign, time and date the record as required. Standard nomenclature shall be used for all diagnoses and procedures.

13. Each member of the professional staff shall be responsible for the completion of their medical records within fifteen (15) days after patient discharge from the hospital. Failure to comply with this requirement may result in suspension of privileges as per existing professional staff policy. All medical records shall be completed within 30 days of discharge. Records not completed within this timeframe are considered delinquent. The practitioner who fails to complete his/her medical records shall be suspended to include suspension of admitting privileges, consulting privileges and surgical/procedure boarding.

14. Except on the order of the Professional Staff committee assigned medical records responsibility or the Medical Director or designee, no medical record shall be permanently filed until it is complete. The aforementioned committee or Medical Director or designee are authorized to complete records of physicians who have become incapacitated, ill, deceased, resigned or been removed from the Professional Staff, or have moved from the community.

15. Except in an emergency, prior to a surgical or other invasive procedure, the performing physician or qualified designee shall provide the patient or the patient's legal surrogate, necessary information regarding the procedure including alternatives, risks, and complications. The informed consent documented in the medical record shall conform to existing Professional Staff policy. In emergency situations, the physician shall document the nature of the emergency in the medical record.

16. When the history and physical examination are not performed and recorded before surgery or any procedure requiring anesthesia services, the surgery or procedure shall be cancelled unless the attending Practitioner states in writing in the medical record that a delay would be detrimental to the patient. .

17. The attending operating physician shall be responsible for identifying all tissues removed at operation and ensuring that such tissues are sent to the Pathology Department for examination. The pathologists may make examinations that they deem necessary. The Professional Staff in conjunction with the Pathology Department may establish a list of specimens exempt from examination.

18. All medications used by any patient in the hospital must be dispensed by or under the supervision of the hospital pharmacy.

19. The professional staff shall establish and maintain an automatic stop and renewal policy for DEA scheduled medications, anti-neoplastic agents, antibiotics, corticosteroids, anticoagulants, and oxytoxics.

20. Autopsy for educational purposes shall be encouraged in cases where post-mortem examination will reasonably enhance medical knowledge. No autopsy shall be performed without written consent of the legally authorized person of the deceased.

21. The Professional Staff shall maintain a policy and procedure for required reporting of disciplinary actions and professional negligence settlements regarding Members.

22. The Professional Staff definition of "emergency" is as follows: An emergency medical condition manifests itself by acute symptoms of sufficient severity (including severe pain) such that the absence of immediate medical attention could reasonably be expected to result in (1) placing the patient's health in serious jeopardy, (2) serious impairment to bodily functions, or (3) serious dysfunction of any bodily organ or part.