# Table of Contents

<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>PREAMBLE</strong></td>
<td>1</td>
</tr>
<tr>
<td><strong>DEFINITIONS</strong></td>
<td>1</td>
</tr>
<tr>
<td><strong>ARTICLE 1: NAME AND PURPOSES</strong></td>
<td>4</td>
</tr>
<tr>
<td>1.1 Name</td>
<td>4</td>
</tr>
<tr>
<td>1.2 Purposes And Responsibilities</td>
<td>4</td>
</tr>
<tr>
<td>1.3 Health System Affiliation</td>
<td>5</td>
</tr>
<tr>
<td>1.3.1 Credentialing</td>
<td>5</td>
</tr>
<tr>
<td>1.3.2 Peer Review</td>
<td>5</td>
</tr>
<tr>
<td>1.3.3 Corrective Action</td>
<td>5</td>
</tr>
<tr>
<td>1.3.4 Joint Hearings and Appeals</td>
<td>5</td>
</tr>
<tr>
<td>1.4 Combined Professional Review</td>
<td>5</td>
</tr>
<tr>
<td><strong>ARTICLE 2: MEDICAL STAFF MEMBERSHIP</strong></td>
<td>6</td>
</tr>
<tr>
<td>2.1 Nature Of Medical Staff Membership</td>
<td>6</td>
</tr>
<tr>
<td>2.2 Qualifications For Membership</td>
<td>6</td>
</tr>
<tr>
<td>2.2.1 General Qualifications</td>
<td>6</td>
</tr>
<tr>
<td>2.2.2 Basic Qualifications</td>
<td>6</td>
</tr>
<tr>
<td>2.2.3 Qualifications for Membership</td>
<td>8</td>
</tr>
<tr>
<td>2.2.4 Waiver of Qualifications</td>
<td>8</td>
</tr>
<tr>
<td>2.3 Effect Of Other Affiliations</td>
<td>8</td>
</tr>
<tr>
<td>2.4 Nondiscrimination</td>
<td>8</td>
</tr>
<tr>
<td>2.5 Basic Responsibilities Of Medical Staff Membership</td>
<td>8</td>
</tr>
<tr>
<td><strong>ARTICLE 3: CATEGORIES OF THE MEDICAL STAFF</strong></td>
<td>9</td>
</tr>
<tr>
<td>3.1 Categories</td>
<td>9</td>
</tr>
<tr>
<td>3.2 Category Responsibilities (Duties) and Prerogatives (Privileges)</td>
<td>9</td>
</tr>
<tr>
<td>3.3 General Exceptions for Limited License Practitioners</td>
<td>10</td>
</tr>
<tr>
<td><strong>ARTICLE 4: APPOINTMENT AND REAPPOINTMENT</strong></td>
<td>11</td>
</tr>
<tr>
<td>4.1 General</td>
<td>11</td>
</tr>
<tr>
<td>4.2 Leave Of Absence</td>
<td>11</td>
</tr>
<tr>
<td><strong>ARTICLE 5: CREDENTAILING AND PRIVILEGING</strong></td>
<td>13</td>
</tr>
<tr>
<td>5.1 General</td>
<td>13</td>
</tr>
</tbody>
</table>
5.2 Exercise Of Privileges
5.3 Temporary Privileges
5.4 Emergency Privileges
5.5 Disaster Privileges
5.6 Medical History and Physical Examination Privileges

ARTICLE 6: ALLIED HEALTH PRACTITIONERS

6.1 Qualifications Of Allied Health Practitioners
6.2 Categories
6.3 Privileges Or Scope Of Practice, Responsibilities, Prerogatives, And Procedural Rights

ARTICLE 7: MEDICAL STAFF OFFICERS AND CHIEF MEDICAL OFFICER

7.1 Medical Staff Officers - General Provisions
   7.1.1 Identification
   7.1.2 Qualifications
   7.1.3 Disclosure of Conflict of Interest

7.2 Method Of Selection - General Officers
   7.2.1 Succession of President-Elect to President
   7.2.2 Nominating Committee
   7.2.3 Governing Body Review
   7.2.4 Election
   7.2.5 Term of Office

7.3 Recall Of Officers
7.4 Filling Vacancies
7.5 Duties Of Officers
   7.5.1 President
   7.5.2 President-Elect
   7.5.3 Secretary-Treasurer
7.6 Chief Medical Officer
   7.6.1 Appointment
   7.6.2 Responsibilities
   7.6.3 Participation in Medical Staff Committees

ARTICLE 8: COMMITTEES

8.1 General
   8.1.1 Designation
   8.1.2 Appointment of Members and Conduct of Business
8.2 Medical Executive Committee
   8.2.1 Composition
8.2.2  Duties .................................................................................................................. 21
8.2.3  Meetings ............................................................................................................. 23
8.2.4  Executive Session .............................................................................................. 23

ARTICLE 9: STRUCTURE OF THE MEDICAL STAFF AND DEPARTMENTS AND SECTIONS ........................................................................... 24
9.1  Organization Of Departments And Sections ............................................................................ 24
9.2  Designation .................................................................................................................. 24
9.3  Assignment To Departments And Sections .............................................................................. 24
9.4  Functions of Departmenet And Sections ................................................................................. 24
9.5  Current Designation ......................................................................................................... 24
9.6  Department And Section Functions .................................................................................... 25
9.7  Department Chairs And Vice Chairs And Section Chiefs And Vice Chiefs ......................... 26
  9.7.1  Qualifications ......................................................................................................... 26
  9.7.2  Procedures for Selecting Department and Section Leaders .................................................. 27
  9.7.3  Term of Office ........................................................................................................... 27
  9.7.4  Grounds for and Procedures for Removing Department and Section Leaders ...................... 28
  9.7.5  Filling Vacancies ........................................................................................................ 28
9.8  Responsibilities Of Department Chairs ................................................................................... 28
  9.8.1  Each Department Chair shall be responsible for: ............................................................. 28
  9.8.2  Department Vice Chairs .............................................................................................. 29
9.9  Responsibilities Of Section Leaders ...................................................................................... 29
  9.9.1  Section Chiefs .............................................................................................................. 29
  9.9.2  Section Vice Chief Duties .............................................................................................. 31

ARTICLE 10: MEETINGS .................................................................................................................. 32
10.1  Medical Staff Meetings ...................................................................................................... 32
  10.1.1  Medical Staff Meetings .............................................................................................. 32
  10.1.2  Special Meetings ......................................................................................................... 32
  10.1.3  Combined or Joint Medical Staff Meetings ................................................................. 32
10.2  Department, Section And Committee Meetings .................................................................... 32
  10.2.1  Regular Meetings ....................................................................................................... 32
  10.2.2  Special Meetings ......................................................................................................... 32
  10.2.3  Combined or Joint Department, Section or Committee Meetings .................................... 32
10.3  Notice Of Meetings ............................................................................................................ 32
10.4  Quorum ............................................................................................................................ 33
  10.4.1  Medical Staff Meetings .............................................................................................. 33
  10.4.2  Committee Meetings ................................................................................................... 33
  10.4.3  Department and Section Meetings ................................................................................. 33
10.5  Manner Of Action .............................................................................................................. 33
ARTICLE 10: MEETINGS

10.6 Minutes ............................................................................................................................................33
10.7 Attendance Requirements ..................................................................................................................33
10.8 Conflict of Interest .............................................................................................................................33
10.9 Special Appearance .............................................................................................................................34

ARTICLE 11: CONFIDENTIALITY, IMMUNITY AND RELEASES .............................................................35

11.1 General ..............................................................................................................................................35
11.2 Breach Of Confidentiality ....................................................................................................................35
11.3 Immunity And Releases .......................................................................................................................35
  11.3.1 Immunity from Liability for Providing Information or Taking Action .........................................35
  11.3.2 Activities and Information Covered ............................................................................................35
11.4 Releases ............................................................................................................................................36
11.5 Cumulative Effect ...............................................................................................................................36

ARTICLE 12: CORRECTIVE ACTION; HEARINGS AND APPEALS .........................................................37

12.1 Corrective Action .................................................................................................................................37
12.2 Hearings And Appeals ..........................................................................................................................38

ARTICLE 13: GENERAL PROVISIONS ....................................................................................................39

13.1 Rules And Regulations And Policies ................................................................................................39
  13.1.1 Medical Staff Rule and Regulations ............................................................................................39
  13.1.2 Departmental Rules and Regulations ..........................................................................................40
  13.1.3 Section Rules and Regulations ....................................................................................................40
  13.1.4 Medical Staff Policies ................................................................................................................40
  13.1.5 Allied Health Practitioner Rules and Regulations ........................................................................40
13.2 Assessments and Application Fees ....................................................................................................41
13.3 Dues ....................................................................................................................................................41
13.4 Conflict Management Process .........................................................................................................41

ARTICLE 14: ADOPTION AND AMENDMENT OF BYLAWS ....................................................................43

14.1 Medical Staff Responsibility And Authority ......................................................................................43
14.2 Methodology .......................................................................................................................................43
14.3 Technical And Editorial Amendments ...............................................................................................43
14.4 Periodic Review ..................................................................................................................................44
PREAMBLE

These Medical Staff Bylaws are adopted to provide a framework for the Exempla Lutheran Medical Center Medical Staff (i) to discharge its responsibilities in matters involving the oversight of care, treatment and services provided by Practitioners with Privileges and Allied Health Practitioners with Privileges or Scope of Practice, (ii) to provide for uniform quality of patient care, treatment and services, (iii) to govern the orderly resolution of issues, (iv) to provide a framework for the Medical Staff’s self-governance, and (v) to account to the Governing Body for the effective performance of Medical Staff responsibilities. These Medical Staff Bylaws provide the professional and legal structure for Medical Staff operations, organized Medical Staff relations with the Governing Body, and relations with applicants to and Members of the Medical Staff. The Governing Body has the ultimate authority and responsibility for the oversight and delivery of health care rendered by Practitioners and Allied Health Practitioners who are credentialed and granted Privileges through the Medical Staff processes. These Medical Staff Bylaws and the Rules are not intended to and shall not be deemed to be a contract between Hospital or Hospital Medical Staff and individual Practitioners or Allied Health Practitioners.

DEFINITIONS

1. ALLIED HEALTH PRACTITIONER or AHP means an individual, other than a licensed physician, dentist, clinical psychologist, or podiatrist, who exercises independent judgment within the areas of his or her professional competence and the limits established by the Governing Body, the Medical Staff, and the applicable State Practice Act, who is qualified to render direct or indirect medical, dental, psychological or podiatric care under the supervision or direction of a Medical Staff Member or in collaboration with a Medical Staff Member possessing Privileges to provide such care in the Hospital, and who may be eligible to exercise Privileges or Scope of Practice and prerogatives in conformity with the Rules adopted by the Governing Body, these Medical Staff Bylaws, and the Rules. AHPs are not eligible for Medical Staff membership.

2. BYLAWS OR MEDICAL STAFF BYLAWS refers to this document as adopted by the Organized Medical Staff Voting Members and approved by the Governing Body, which defines the rights, responsibilities, and accountabilities of the Medical Staff and various offices, persons, and groups within the structure of the Medical Staff, the self-governance functions of the Medical Staff and the working relationship with and accountability to the Governing Body.

3. CHIEF EXECUTIVE OFFICER means the person appointed by the Governing Body to serve in an administrative capacity or his or her designee.

4. CHIEF MEDICAL OFFICER means a Practitioner appointed by the Chief Executive Officer to provide administrative support and leadership for the Medical Staff and serve as a liaison between the Medical Staff and the administration or his or her designee.

5. DATE OF RECEIPT means the date any Notice, Special Notice or other communication was delivered personally; or if such Notice, Special Notice or communication was sent by mail, it shall mean 72 hours after the Notice, Special Notice or communication was deposited, postage prepaid, in the United States mail. [See also, the definitions of NOTICE and SPECIAL NOTICE, below.]

6. DEPARTMENT means an organized integral unit of the Medical Staff.

7. Designees

For purposes of these Medical Staff Bylaws and the Rules, all references to the Chief Executive Officer, a Hospital Vice President, the Chief Medical Officer, a Medical Staff Officer or leader, a Department Chair or Vice Chair, a Committee Chair, and a Section Chief or Vice Chief, shall include his or her designee. Without limiting the foregoing:
a. The Chief Executive Officer’s designees shall include the Chief Medical Officer, and such other Vice Presidents and other persons designated by the Chief Executive Officer.

b. The Chief Medical Officer’s designees shall include such Vice Presidents or other persons designated by the Chief Medical Officer.

c. The President-Elect’s designees shall include the Credentials Committee Chair and such other persons designated by the President-Elect.

d. The President’s designees shall include the President-Elect, the Secretary-Treasurer, the Credentials Committee Chair, or such other persons designated by the President.

e. The Department Chair’s designee shall include the Vice Chair, or such other persons designated by the Department Chair.

f. The Section Chief’s designee shall include the Vice Chief, or such other persons designated by the Section Chief.

g. The Credentials Committee Chair’s designee shall include the Vice Chair, a committee member, or such other person designated by the Credentials Committee Chair.

h. The Secretary-Treasurer’s designee shall include the Credentials Committee Chair or such other person designated by the Secretary-Treasurer.

i. Any other Committee Chair’s designee shall include the Vice Chair (if any), a committee member or such other person designated by the Chair.

8. **EXEMPLA** means Exempla, Inc., which does business as Exempla Healthcare.

9. **EX OFFICIO** means service by virtue of office or position held. An *Ex Officio* appointment is with vote unless specified otherwise.

10. **GOVERNING BODY** means the Board of Directors of Exempla. As appropriate to the context and consistent with Exempla’s Medical Staff Bylaws, it may also mean any Governing Body committee or individual authorized to act on behalf of the Governing Body.

11. **HOSPITAL** means Exempla Lutheran Medical Center.

12. **LIMITED LICENSE PRACTITIONERS** means dentists and podiatrists.

13. **MEDICAL EXECUTIVE COMMITTEE** or **EXECUTIVE COMMITTEE** means the Executive Committee of the Exempla Lutheran Medical Center Medical Staff.

14. **MEDICAL STAFF** means the organizational component of Hospital that includes all physicians (M.D. or D.O.), dentists, and podiatrists who have been granted recognition as Members pursuant to these Medical Staff Bylaws.

15. **MEDICAL STAFF POLICIES** means Policies relating to Medical Staff governance. This does not include clinical practice policies, guidelines, and protocols.

16. **MEDICAL STAFF YEAR** means the period from January 1 through December 31.

17. **MEMBER** means any Practitioner who has been appointed to the Medical Staff.

18. **NOTICE** means a written communication delivered personally to the addressee or sent by United States mail, postage prepaid, or by facsimile or by electronic transmission addressed to the addressee at the last
address as it appears in the official records of the Medical Staff or the System. (See also, the definitions of DATE OF RECEIPT above and SPECIAL NOTICE below.)

19. **ORGANIZED MEDICAL STAFF** means the self-governing entity accountable to the Governing Body that operates under these Bylaws, the Rules and Regulations, the Policies developed and adopted by Organized Medical Staff Voting Members and approved by the Governing Body. The Organized Medical Staff is composed of doctors of medicine and osteopathy, dentists, podiatrists, clinical psychologists and, in accordance with these Medical Staff Bylaws, may include other health care professionals as approved by the Organized Medical Staff and Governing Body.

20. **ORGANIZED MEDICAL STAFF VOTING MEMBERS** means those Practitioners within the Organized Medical Staff who are appointed to the active Medical Staff and have the prerogative to vote on adopting and amending Medical Staff Bylaws, Rules and Regulations, and Policies.

21. **PHYSICIAN** means an individual with an M.D. or D.O. degree who is currently licensed to practice medicine.

22. **PRACTITIONER** means, unless otherwise expressly limited, any currently licensed Physician (M.D. or D.O.), dentist or podiatrist.

23. **PRESIDENT** means the chief officer of the Exempla Lutheran Medical Center Medical Staff or his or her designee.

24. **PRESIDENT-ELECT** means the successor to the chief officer of the Hospital Medical Staff or his or her designee.

25. **PRIVILEGES** means the permission granted to a Medical Staff Member or an AHP who is physician assistant or advanced practice nurse to render specific patient services.

26. **RULES OR MEDICAL STAFF RULES AND REGULATIONS** refer to the General Medical Staff Rules; the Credentialing and Privileging Rules; the Peer Review, Fair Hearing and Appeal Rules; the Clinical Rules; Department Rules; Section Rules; Allied Health Practitioner (“AHP”) Rules; Medical Staff policies; and application forms adopted in accordance with these Medical Staff Bylaws unless specified otherwise.

27. **SCOPE OF PRACTICE** means the permission granted to an AHP (other than a physician assistant or advanced practice nurse) to engage in a specific practice at the Hospital.

28. **SECTION** means an organized integral unit of a Department.

29. **SPECIAL NOTICE** means a Notice delivered personally or sent by certified or registered mail, return receipt requested. (See also, the definitions of DATE OF RECEIPT and NOTICE above.)

30. **SYSTEM** means Exempla and any Exempla affiliated hospital.

31. **SYSTEM MEMBER** means a facility or entity that is part of the System, including Exempla Lutheran Medical Center, Exempla Saint Joseph Hospital, the Exempla Provider Network, Exempla Good Samaritan Medical Center, other hospitals affiliated with Exempla Healthcare, and the independent practice associations and entities that have joined with the System for purposes of engaging in joint credentialing, quality improvement, utilization management, corrective action, peer review and hearings, including those plans and independent practice associations identified as centralized peer review affiliates of the System in the Medical Staff Rules.
ARTICLE 1: NAME AND PURPOSES

1.1 NAME

The name of this organization shall be the Exempla Lutheran Medical Center Medical Staff.

1.2 PURPOSES AND RESPONSIBILITIES

The Medical Staff’s (when indicated) and the Organized Medical Staff’s purposes and responsibilities are:

1.2.1 To report to and be accountable to the Governing Body for matters within its responsibilities.

1.2.2 To provide oversight of quality and safety of care, treatment and services provided by Practitioners with Privileges, for patients of the Hospital during the entire length of stay, including through delegation of such oversight responsibilities to certain designated Members of the Medical Staff.

1.2.3 To provide a structure for a uniform quality of patient care, treatment and services.

1.2.4 To provide for a level of professional performance that is consistent with generally accepted standards attainable within the Hospital’s means and circumstances.

1.2.5 To organize and support professional education and community health education and support services.

1.2.6 To initiate, develop, adopt, amend, and maintain Medical Staff Bylaws and Rules and Regulations, and Policies, which shall be compatible with the Governing Body’s Bylaws and hospital policies and compliant with law and Regulations for the Medical Staff to carry out its responsibilities for the professional work performed in the Hospital, subject to approval of the Governing Body, who upholds the Medical Staff Bylaws, Rules and Regulations, and Policies that have been approved by the Governing Body.

1.2.7 To recommend to the Governing Body and Bylaws, Rules and Regulations, Policies and amendments thereto.

1.2.8 To provide a means for the Medical Staff, Governing Body and Administration to discuss issues of mutual concern.

1.2.9 To periodically conduct appraisals of Medical Staff Members and AHPs.

1.2.10 To establish standards for Medical Staff membership and to examine the credentials of applicants for Medical Staff membership and Privileges and for AHP Privileges or Scope of Practice, as applicable, and to make recommendations to the Governing Body.

1.2.11 To engage in performance improvement activities for the Hospital.

1.2.12 To provide for accountability of the Medical Staff to the Governing Body regarding the quality of care, treatment and services provided to patients of the Hospital.

1.2.13 To provide for self-governance, including selection and removal of Medical Staff Officers.

1.2.14 To comply with these Medical Staff Bylaws, Rules and Regulations, Policies, and clinical policies, protocols and guidelines (Applies to all Medical Staff.)

1.2.15 To enforce these Medical Staff Bylaws, Rules and Regulations, Policies and clinical policies, protocols, and guidelines by recommending action to the Governing Body in certain circumstances and taking action in others pursuant to the Medical Staff Bylaws, Rules and Regulations and Policies.
1.2.16  To provide oversight for analyzing and improving patient safety and patient satisfaction.

1.2.17  To support the mission and vision of Exempla Healthcare and Exempla Lutheran Medical Center.

1.3  HEALTH SYSTEM AFFILIATION

One of the purposes of the System is to maintain comparably high professional standards among its patient care facilities and to strive to provide efficient patient care and support services. In keeping with the foregoing, cooperative credentialing, peer review, corrective action, and procedural rights are hereby authorized, in accordance with the guidelines in these Medical Staff Bylaws.

1.3.1  Credentialing

The Medical Staff may use information from the Credentials Verification Office (CVO) and other system Members to assist it in credentialing activities. This may include, without limitation, relying on information in other System Members’ credentials and peer review files in evaluating applications for appointment and reappointment, and utilizing the other System Members’ medical or professional staff support resources to process or assist in processing applications for appointment and reappointment.

1.3.2  Peer Review

The Medical Staff may enter into arrangements with other System Members to assist it in peer review activities. This may include, without limitation, relying on information in other System Members’ credentials and peer review files, and utilizing the other System Members’ medical or professional staff support resources to conduct or assist in conducting peer review activities.

1.3.3  Corrective Action

The Medical Staff may work cooperatively with any other System Member at which a Medical Staff Member holds Privileges to develop and impose coordinated, cooperative, or joint corrective action measures as deemed appropriate to the circumstances. This may include, but is not limited to, giving timely notice of emerging or pending problems, as well as notice of corrective actions imposed and/or reciprocal effectiveness of such corrective actions as provided in these Medical Staff Bylaws and the Rules.

1.3.4  Joint Hearings and Appeals

The Medical Staff and Governing Body are authorized to participate in joint hearings and appeals with System Members provided the applicable procedures are substantially comparable to those set forth in the Hearing and Appellate Review Procedures established in the Peer Review, Fair Hearing and Appeal Rules and these Medical Staff Bylaws.

1.4  COMBINED PROFESSIONAL REVIEW

Hospital may from time to time affiliate with groups of Physicians which are not System Members but whose Physician employees, shareholders, contractors or members are also Members of the Medical Staff. If the purpose of such affiliation is to conduct professional review activities to promote high quality and efficient patient care, the Medical Staff and such Physician groups may jointly review the quality and appropriateness of medical services provided by and professional conduct of Physicians who are Members of the Medical Staff and are employed by or otherwise affiliated with such groups of Physicians in accordance with applicable state and federal law and Policies approved by the Governing Body.
ARTICLE 2: MEDICAL STAFF MEMBERSHIP

2.1 NATURE OF MEDICAL STAFF MEMBERSHIP

Membership on the Medical Staff and/or Privileges are privileges and not a right, and may be extended to and maintained by only those professionally competent Practitioners who continuously meet the qualifications, standards, and requirements set forth in these Medical Staff Bylaws and the Rules. A Practitioner, including one who is employed by and/or has a contract with the Hospital to provide medical-administrative services, may admit or provide services to patients in the Hospital only if the Practitioner is a Member of the Medical Staff or has been granted temporary Privileges in accordance with these Medical Staff Bylaws and the Rules. Appointment to the Medical Staff shall confer only such Privileges and prerogatives as have been granted by the Governing Body in accordance with these Medical Staff Bylaws.

2.2 QUALIFICATIONS FOR MEMBERSHIP

2.2.1 General Qualifications

Membership on the Medical Staff and Privileges shall be extended only to Practitioners who are professionally competent and continuously meet the qualifications, standards, and requirements set forth in the Medical Staff Bylaws and Rules. Medical Staff membership (except Honorary and Emeritus Medical Staff) shall be limited to Practitioners who are currently licensed or qualified to practice medicine, podiatry, or dentistry in Colorado.

2.2.2 Basic Qualifications

A Practitioner must demonstrate compliance with all the basic standards set forth in this section in order to have an application for Medical Staff membership accepted for review. The Practitioner must:

a. Be licensed to practice medicine, dentistry, or podiatry in Colorado or qualify under Colorado law to practice with an out-of-state license.

b. If practicing medicine, dentistry, or podiatry and prescribing controlled substances, have a federal DEA number.

c. Practitioners who are granted initial membership after August 1, 1999, must:

(1) (a) Be currently certified by a “Recognized Board” in the Specialty in which they are practicing, or

(b) Have recently completed an “approved residency or fellowship program” in the Specialty in which they are practicing and must obtain board certification within 5 years from completion of the residency or fellowship, and

(2) Maintain board certification in the specialty in which they are practicing.

A “Recognized Board” is one recognized by the American Board of Medical Specialties, the American Osteopathic Association, the American Board of Podiatric Surgery, or the American Board of Orthopedic Podiatric Medicine or a board or association that has equivalent requirements that has been approved by the Medical Executive Committee and Governing Body.

An “Approved Residency Program” is one approved by the Accreditation Council Graduate Medical Education, American Osteopathic Association, or the Council on Podiatric Medical Education.
This Section 2.2.2 c shall not apply to Affiliate Staff Members or to dentists. A Practitioner will be granted a 60 day grace period to provide evidence of current Board Certification or other required certification providing the Practitioner has completed or submitted all requirements for the certification and is only awaiting confirmation of successfully attaining the certification.

d. Practitioners who were granted Medical Staff membership on or before August 1, 1999, and were board certified on or before that date, must maintain board certification. Practitioners who were granted Medical Staff membership on or before October 1, 1994, and have not been board certified are exempt from the board certification requirements. If a practitioner resigns from the ELMC Medical Staff and applies for Medical Staff membership at a later date, his/her application is processed as an initial appointment. Accordingly, such a practitioner is no longer grandfathered and must meet the basic standards for Medical Staff membership, including board certification.

e. Have and maintain professional liability insurance in the amounts required by the Governing Body, as set forth in the Rules, which covers all Privileges requested or granted.

f. For Hospital Privileges, be located close enough (office and residence) to the Hospital to provide continuous care to his or her patients. The distance to the Hospital may vary depending upon the Medical Staff category and Privileges which are involved and the feasibility of arranging alternative coverage and may be defined in the Rules.

g. If requesting Privileges in a Department or clinical service operated under an exclusive or semi exclusive contract, be a member, employee, or subcontractor of the group or person that holds the contract.

h. Not be currently excluded or suspended from participation in any federal health care program, including the Medicare and Medicaid programs.

i. Provide an attestation and/or documentation of annual TB skin test status in accordance with the Medical Staff application and the applicable Medical Staff TB Policy.

j. Practitioners with or requesting Active, or Courtesy status at the Hospital or Practitioners with or requesting Affiliate status with Privileges at Colorado Lutheran Home must identify one or more Medical Staff Members with comparable Privileges to provide 24-hour, 7 day a week coverage in their absence. Practitioners with or requesting Affiliate status with limited Privileges in the Hospital do not need to provide 24-hour coverage.

k. Not have been convicted of any felony.

l. Not have been involuntarily dismissed, terminated on summarily suspended from any medical staff or had privileges involuntarily terminated, restricted or summarily suspended by any health facility for reasons of clinical competence or professional conduct, which action was upheld following waiver or exhaustion of any procedural remedies.

m. Provide a valid email address that will be used as a primary method of communication.

n. Agree to abide by the Medical Staff Expectations, which in conjunction with the Medical Staff Bylaws and Rules, Disruptive Practitioner Behavior Policy, and Practitioner Harassment of Hospital Employees Policy, constitute a Code of Conduct for Medical Staff Members.

A Practitioner who does not meet these basic standards is ineligible to apply for Medical Staff membership, and the application shall not be accepted for review, except that applicants for the Honorary and Emeritus Medical Staff do not need to comply with any of the basic standards, and applicants for the Affiliate
Medical Staff need not comply with Paragraphs 2.2.2(c) or (f). If it is determined during the processing that an applicant does not meet all of the basic qualifications, the review of the application shall be discontinued. An applicant who does not meet the basic standards is not entitled to the procedural rights set forth in these Medical Staff Bylaws and the Rules, but may submit comments and a request for reconsideration of the specific standards which adversely affected such Practitioner. Those comments and requests shall be reviewed by the Medical Executive Committee and the Governing Body, which shall have sole discretion to decide whether to consider any changes in the basic standards or to grant a waiver as allowed by Section 2.2.4 below.

2.2.3 Qualifications for Membership

In addition to meeting the basic standards, the Practitioner must:

a. Document or provide resources to verify his or her (i) adequate experience, education, and training in the requested Privileges; (ii) current professional competence; (iii) good judgment; and (iv) adequate physical and mental health status (subject to any legally required reasonable accommodation) to demonstrate to the satisfaction of the Medical Staff that he or she is professionally and ethically competent so that patients can reasonably expect to receive the generally recognized high professional level of quality of care for this community; and

b. Be determined (i) to adhere to the lawful ethics of his or her profession; (ii) to be capable of consistently working in a professional and cooperative manner with others in a hospital setting and refraining from harassment of others so as to not adversely affect patient care or Hospital operations; and (iii) to be willing to participate in and properly discharge Medical Staff responsibilities.

2.2.4 Waiver of Qualifications

Insofar as is consistent with applicable laws, the Governing Body has the discretion to deem a Practitioner to have satisfied a qualification for Medical Staff membership or Privileges, after consulting with the Medical Executive Committee, if it determines that the Practitioner has demonstrated he or she has substantially comparable qualifications and that this waiver is necessary to serve the best interests of the patients and of the System. There is no obligation to grant any such waiver, and Practitioners have no right to have a waiver considered and/or granted. A Practitioner who is denied a waiver or consideration of a waiver shall not be entitled to any hearing and appeal rights under the Rules.

2.3 Effect of Other Affiliations

No Practitioner shall be entitled to Medical Staff membership merely because he or she holds a certain degree, is licensed to practice in this or in any other state, is a member of any professional organization, is certified by any clinical board, or because he or she had, or presently has, staff membership or privileges at another health care facility including any Exempla facility.

2.4 Nondiscrimination

Medical Staff membership or Privileges shall not be denied on the basis of age, sex, religion, race, creed, color, national origin, or any physical or mental impairment if, after any necessary reasonable accommodation, the applicant complies with the Medical Staff Bylaws or Rules of the Medical Staff or the Hospital.

2.5 Basic Responsibilities of Medical Staff Membership

Except for Honorary and Emeritus Members (see the Credentialing and Privileging Rule regarding Categories of Medical Staff), each Medical Staff Member and each Practitioner exercising temporary Privileges shall continuously meet all of the responsibilities set forth in the Rules.
ARTICLE 3: CATEGORIES OF THE MEDICAL STAFF

3.1 CATEGORIES

Each Medical Staff Member shall be assigned to a Medical Staff category based upon the qualifications defined in the Bylaws and Rules. Medical Staff categories include Active, Courtesy, Affiliate, Honorary and Emeritus. The Members of each Medical Staff category shall have the prerogatives (privileges) and carry out the responsibilities (duties) defined in the Medical Staff Bylaws and Rules. Action may be initiated to change the Medical Staff category or terminate the membership of any Member who fails to meet the qualifications or fulfill the responsibilities (duties) described in the Bylaws and Rules. Changes in Medical Staff category shall not be grounds for a hearing unless they adversely affect the Member’s Privileges.

3.2 CATEGORY RESPONSIBILITIES (DUTIES) AND PREROGATIVES (PRIVILEGES)

3.2.1 Active

Members of the Active Staff are regularly involved in caring for/treating patients or demonstrate by way of other substantial involvement in Medical Staff or Hospital activities a genuine concern and interest in the Hospital. Members in the Active Category have Prerogatives (admit patients consistent with approved privileges, exercise approved privileges, vote on any Medical Staff matters, serve as a Medical Staff Officer, hold office in the Department and Section to which he or she is assigned, serve on Committees and vote on Committee matters, serve as chair of a Committee, and attend Medical staff meetings and CME events) and Responsibilities (participate equitably in Medical Staff functions, serve on the on-call roster, submit an application for initial and reappointment and request for Privileges, and pay applicable fees, dues and assessments).

3.2.2 Courtesy

Members of the Courtesy Staff occasionally admit/treat patients. Members in the Courtesy Category have Prerogatives (admit patients consistent with approved Privileges, exercise approved privileges, serve on Committees and vote on Committee matters, and attend Medical staff meetings and CME events) and Responsibilities (participate equitably in Medical Staff functions, serve on the on-call roster, submit an application for initial and reappointment and request for Privileges, and pay applicable fees, dues and assessments).

3.2.3 Honorary

Members of the Honorary Staff are Practitioners who are not practicing at the Hospital and who are deemed deserving of the honor of membership by the Medical Staff and Governing Body by virtue of their outstanding reputations, noteworthy contributions to the health and medical sciences, or their previous long-standing service to the Hospital or the System. Members in the Honorary Category have Prerogatives (serve on Committees and attend Medical staff meetings and CME events).

3.2.4 Affiliate

Members of the Affiliate Staff are Practitioners who do not quality for or request full Privileges in a specialty but who are qualified to exercise Privileges at and/or to admit patients to ECLH, Collier Hospice, and Infusion Center. The Affiliate Category includes Practitioners who are providing care at Exempla Colorado Lutheran Home and Practitioners who are not providing care at ECLH.

a. Affiliate at Exempla Colorado Lutheran Home (ECLH): Members of the Affiliate Staff at ECLH are Practitioners who are qualified to exercise approved Privileges at and/or to admit consisted with approved privileges to ECLH. Members in the Affiliate Category at ECLH have Prerogatives (admit patients at ECLH consistent with approved privileges, exercise approved privileges at ECLH, vote in the Department of Non-Acute Care Services if granted privileges at ECLH, hold offices in the Department of Non-Acute Care Services if granted privileges at ECLH, serve as Committee Chair in the Department of
Non-Acute Services if granted privileges at ECLH, serve on Committees, and Attend meetings and CME events) and Responsibilities (participate equitably in Medical Staff functions in the Department of Non-Acute Care Services if granted privilege at ECLH, submit an application for initial and reappointment and request for Privileges at ECLH, and pay applicable fees, dues and assessments.

b. Affiliate Not at ECLH: Members of the Affiliate Staff not at ECLH are Practitioners who do not qualify for or request full privileges in a specialty. Members in the Affiliate Category not at ECLH have prerogatives (co-admit, assist in surgery, and write progress notes consistent with approved privileges, admit and write orders at Collier Hospice and Infusion Center, exercise approved limited privileges, serve on Committees, and attend Medical Staff meetings and CME events) and Responsibilities (submit an application for initial and reappointment and request for limited Privileges and pay applicable fees, dues and assessments.

3.2.5 Emeritus

Members of the Emeritus Staff are no longer practicing at Exempla Lutheran Medical Center, have been on the Medical Staff for at least 10 years, served the community, and contributed to the hospital and the Medical Staff. Members in the Emeritus Category have Prerogatives (serve on Committees and attend Medical staff meetings and CME events).

3.3 GENERAL EXCEPTIONS FOR LIMITED LICENSE PRACTITIONERS

Regardless of the category of membership in the Medical Staff, Limited License Practitioners shall exercise Privileges only within the scope of their licensure and as limited by the Medical Staff Bylaws and Rules.
ARTICLE 4: APPOINTMENT AND REAPPOINTMENT

4.1 GENERAL

Appointment is the process of considering each completed application for initial Medical Staff membership or designation as an AHP through the Medical Staff process. Reappointment is the process of reconsidering each completed reappointment application for the Medical Staff membership or designation as an AHP through the Medical Staff process.

The Medical Staff, through the Department Chair or Section Chief, Credentials Committee and Medical Executive Committee, shall consider each application for appointment and reappointment through the basic steps of the process described in this Article and the associated details (procedures and standards) set forth in these Medical Staff Bylaws, the Rules and Regulations, and/or Medical Staff Policies. The Service or Department Chair or Section Chief, Credentials Committee and the Medical Executive Committee shall evaluate each applicant before recommending action to the Governing Body. The evaluation shall include a review of the applicant’s satisfaction of the qualifications under Article 2 of these Medical Staff Bylaws, his or her education, training, clinical competence, professional conduct and other criteria set forth in these Medical Staff Bylaws, the Rules, and the criteria for the Privileges requested. The Governing Body shall ultimately be responsible for granting membership or designation as an AHP. By applying for appointment or reappointment to the Medical Staff or as an AHP (or by accepting Honorary or Emeritus Medical Staff appointment), the applicant agrees that regardless of whether he or she is appointed or granted the requested membership, status, he or she will comply with the responsibilities of Medical Staff membership or designation as an AHP and with the Medical Staff Bylaws and Rules as they exist and as they may be modified from time to time.

4.2 LEAVE OF ABSENCE

Members or AHPs may request a leave of absence in writing, which must be approved by the Credentials Committee and the Medical Executive Committee. A leave of absence must contain a request date and an effective date (the date can be one in the same). If the member is unable to provide on-call coverage as of the effective date of his or her leave of absence, the member is responsible for arranging for coverage by a Practitioner who meets the criteria for Call Panel eligibility. A leave of absence may be approved for up to two (2) years; provided, however, the Member or AHP must submit a complete and timely reappointment application during the leave of absence and must be granted reinstatement upon expiration of the leave of absence prior to resuming the exercise of Scope of Practice or Privileges at the Hospital. A leave of absence is not a relinquishment or limitation of Privileges, Scope of Practice or membership. During the period of the leave (as of the effective date) the Member or AHP shall not exercise Privileges or Scope of Practice at the Hospital, as applicable, and membership rights and responsibilities shall be inactive, but the obligation to pay dues, if any, shall continue unless waived by the Medical Executive Committee. If a Member or AHP fails to seek reinstatement in a timely manner, his or her membership, Privileges or Scope of Practice shall lapse upon expiration of the then-current appointment period. A Member’s or AHP’s membership, Privileges or Scope of Practice, as applicable, may be maintained or renewed as follows:

a. Members or AHPs planning a leave of absence may request an early reappointment by submitting a complete and timely application for early reappointment in accordance with the Credentialing and Privileging Rules or AHP Rules, as applicable.

b. Prior to the end of the leave period, the Member or AHP shall request that the Medical Executive Committee reinstate his or her membership and Privileges or Scope of Practice. The Member or AHP must provide updated information regarding his or her professional qualifications and activities during the leave of absence and his or her health status in accordance with the Credentialing and Privileging Rules or AHP Rules, as applicable. A denial of reinstatement shall be treated as a denial of membership and Privileges or Scope of Practice under the Peer Review, Hearing and Appeal Rules or AHP Rules, as applicable. If a Member or AHP fails to request reinstatement in a timely manner prior to expiration of his or her approved leave period, the Member or AHP shall be deemed to have voluntarily relinquished appointment, Privileges or Scope of Practice, effective at the end of the approved leave period.
c. Reappointment applications must be completed and submitted in a timely manner during any leave of absence in accordance with the Credentialing and Privileging Rules or AHP Rules, as applicable. Reappointment and renewal of Privileges or Scope of Practice may be subject to the condition that the Member or AHP remain on leave until he or she is granted reinstatement in accordance with Section 4.2 (b). If a Member or AHP fails to seek reappointment in a timely manner during a leave of absence, his or her membership, Privileges or Scope of Practice shall lapse upon expiration of the then-current appointment period. Thereafter, the Member or AHP may apply for membership, Privileges or Scope of Practice in the same manner as an initial applicant.
ARTICLE 5: CREDENTIALING AND PRIVILEGING

5.1 GENERAL

Credentialing is the process of obtaining and verifying the contents of a completed initial application for Medical Staff Membership or designation as an AHP through Medical Staff process. Re-credentialing is the process of obtaining and verifying the contents of a completed reappointment application for Medical Staff Membership or designation through the Medical Staff process as an AHP. Contents such as education which were verified initially and are static will not be re-verified.

Privileging is the process of evaluating and assessing the initial request for Privileges or the request for modification of Privileges for Medical Staff Members and Privileges or Scope of Practice for designated AHP through the Medical Staff process. Re-privileging is the process of re-evaluating and re-assessing the request for Privileges for Medical Staff Members and Privileges or Scope of Practice as a designated AHP through the Medical Staff process at reappointment.

The Medical Staff, through the Department Chair, Credentials Committee and Medical Executive Committee, shall consider the verified contents of the completed application for appointment and reappointment and the request for Privileges or Scope of Practice through the basic steps of the processes described in this Article and the associated details (procedures and standards) set forth in these Medical Staff Bylaws, the Rules and Regulations, and/or Medical Staff Policies. The Department Chair, Credentials Committee, and the Medical Executive Committee shall evaluate the verified contents of the completed application to the Governing Body. The evaluation shall include a review of the applicant’s education, training, clinical competence, professional conduct and other criteria for Medical Staff Membership or designation as an AHP and the Privileges or Scope of Practice requested. The Governing Body shall ultimately be responsible for granting Medical Staff Membership, designation as an AHP and Privileges or Scope of Practice as they exist and as they may be modified from time to time.

5.2 Exercise Of Privileges

Except as otherwise provided in these Medical Staff Bylaws or the Rules, every Practitioner or AHP providing direct clinical services at the Hospital shall be entitled to exercise only those Privileges or Scope of Practice specifically granted to him or her. Privileges and Scope of Practice shall be reviewed for initial granting, renewal and revising subject to the standards, and using the procedures set forth in the Credentialing and Privileging Rules.

5.3 TEMPORARY PRIVILEGES

Temporary Privileges may be granted only in those situations provided in the Rules, after the Practitioner or AHP has satisfied the requirements set forth in the Credentialing and Privileging Rules.

5.4 EMERGENCY PRIVILEGES

In the event of an emergency for an individual patient, any Member of the Medical Staff or AHP granted Privileges or Scope of Practice shall be permitted to do everything reasonably possible to save the life of a patient or to save a patient from serious harm. The Member or AHP shall promptly yield such care to a qualified Member when one becomes available.

5.5 DISASTER PRIVILEGES

In a state of emergency, to fulfill the requirements of the Hospital’s Disaster Plan, Practitioners and AHPs may be privileged on an emergency basis in accordance with the disaster privileging processes set forth in the Credentialing and Privileging Rules.

5.6 MEDICAL HISTORY AND PHYSICAL EXAMINATION PRIVILEGES
Privileges for medical history and physical examination include the following requirements:

a. A medical history and physical examination will be completed and documented for each patient no more than 30 days before or 24 hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services. The medical history and physical examination must be completed and documented by a physician, an oromaxillofacial surgeon, or other licensed individual in accordance with state law, the Medical Staff Bylaws and Rules, hospital policy.

b. When the medical history and examination is completed within 30 days before admission or registration, an updated examination of the patient, including any changes in the patient’s condition, is completed and documented within 24 hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services. The updated examination of the patient, including any changes in the patient’s condition, must be completed and documented by a physician, an oromaxillofacial surgeon, or other licensed individual in accordance with state law, the Medical Staff Bylaws and Rules, and hospital policy.
ARTICLE 6: ALLIED HEALTH PRACTITIONERS

6.1 QUALIFICATIONS OF ALLIED HEALTH PRACTITIONERS

Allied Health Practitioners (“AHPs”) are not eligible for Medical Staff membership. They may be granted Privileges or Scope of Practice if they hold a license, certificate, or other credentials in a category of AHPs that the Governing Body (after securing Medical Executive Committee comments) has identified as eligible to apply for Privileges or Scope of Practice, and only if the AHPs have demonstrated professional competence and continuously meet the qualifications, standards, and requirements set forth in the Medical Staff Bylaws, Rules and Privileges or Scope of Practice criteria.

6.2 CATEGORIES

The Governing Body shall determine, based upon comments of the Medical Executive Committee and such other information as it has before it, those categories of AHPs that shall be eligible to exercise Privileges or Scope of Practice in the Hospital. Such AHPs shall be subject to the supervision requirements developed in each Department and approved by the Credentials Committee, the Medical Executive Committee, and the Governing Body.

6.3 PRIVILEGES OR SCOPE OF PRACTICE, RESPONSIBILITIES, PREROGATIVES, AND PROCEDURAL RIGHTS

The Privileges or Scope of Practice, responsibilities, and prerogatives of AHPs shall be established and reviewed as provided in the AHP Rules. AHP procedural rights are those specified in the AHP Rules.
ARTICLE 7: MEDICAL STAFF OFFICERS AND CHIEF MEDICAL OFFICER

7.1 MEDICAL STAFF OFFICERS - GENERAL PROVISIONS

7.1.1 Identification

The Medical Staff’s general officers are a President, President-Elect and Secretary-Treasurer (the “Medical Staff Officers”). The Medical Staff may elect Medical Staff Officers.

7.1.2 Qualifications

All Medical Staff Officers shall:

a. Understand the purposes and functions of the Medical Staff and demonstrate willingness to assure that patient welfare always takes precedence over other concerns;

b. Understand and be willing to work towards attaining the Hospital’s lawful and reasonable policies and requirements;

c. Have administrative ability as applicable to the respective office;

d. Be able to work with and motivate others to achieve the objectives of the Medical Staff and Hospital;

e. Demonstrate clinical competence in his or her field of practice;

f. Be an Active Medical Staff Member (and remain in good standing as an Active Medical Staff Member while in office); and

g. Not have any significant conflict of interest.

7.1.3 Disclosure of Conflict of Interest

All nominees for election or appointment to Medical Staff offices shall disclose in writing to the Medical Executive Committee and the Governing Body those personal, professional, or financial affiliations or relationships of which they are reasonably aware that could affect their ability to make a fair and impartial decision and foreseeably result in a conflict of interest with their activities or responsibilities on behalf of the Medical Staff. The Medical Executive Committee shall evaluate the significance of such disclosures and discuss any significant conflicts with the nominee. If a nominee with a significant conflict remains on the ballot, the nature of his or her conflict shall be disclosed in writing and circulated with the ballot. Any additional conflicts of interest that arise during a term of office will be disclosed to the Medical Executive Committee. When a Medical Staff Officer serving as a Medical Executive Committee member has disclosed a conflict, regarding a matter before the Medical Executive Committee, he/she may provide factual information, but will recuse himself/herself (and leave the room) during deliberations and vote on the matter.

7.2 METHOD OF SELECTION - GENERAL OFFICERS

7.2.1 Succession of President-Elect to President

The President-Elect shall accede to the position of President upon the President’s completion of his or her term.

7.2.2 Nominating Committee
The Medical Staff shall have an ad hoc nominating committee composed of the President, 2 Active Medical Staff Members who are appointed by the Medical Executive Committee, and 2 Medical Staff Members appointed by the President. The nominating committee shall develop a slate of candidates meeting the qualifications of office, as described in Section 7.1.2 above. This slate shall be developed and either posted or sent by mail to all Active Medical Staff Members in advance of the election. At least 1 candidate shall be nominated for the President-Elect and Secretary-Treasurer positions.

7.2.3 Governing Body Review

The slate of candidates together with the disclosure information provided pursuant to Section 7.1.3, will be presented to the Governing Body for its approval. Governing Body disapproval of any or all candidates must be accompanied by a written statement to the Medical Executive Committee of the specific reasons therefore. The Medical Executive Committee shall then decide whether to reconvene the nominating committee with instructions to nominate a new slate in which case the process will be repeated, or to approve the slate notwithstanding the Governing Body reservations. The candidate shall be deemed approved unless the Governing Body acts otherwise within 31 days.

7.2.4 Election

Elections shall be held in the fall of the year in which the term of office expires. The President shall determine the date for the election. The election shall be by mail ballot. A mail ballot shall be sent to the Active Medical Staff Members eligible to vote. Medical Staff Members may vote for a write-in candidate, provided, however, that if elected, the candidate must meet the qualifications of office described in Section 7.1.2 above, and agree in writing to accept the obligations of the office. The outcome of the election shall be determined by a plurality of the votes cast by mail ballots that are returned to Medical Staff Services within 15 days after the ballots were mailed to the voting Medical Staff Members. In case of a tie, the Medical Executive Committee shall appoint the position.

7.2.5 Term of Office

An officer shall take office on the first business day of the Medical Staff Year following the nomination and election. The term of office shall be an initial term of two years; provided, however, that the President may remain in office for an additional one year term at his/her discretion, unless the President is recalled in accordance with Section 7.3. If the President declares his/her intention to remain in office for an additional one year term, the other officers may also remain in office for an additional one year term at their individual discretion, unless recalled in accordance with Section 7.3. The President and the other Medical Staff Officers must declare their intention to remain in office for an additional one year term before the nominations are presented to the Governing Body. No Medical Staff Officer shall serve consecutive full terms in the same position.

7.3 RECALL OF OFFICERS

A general Medical Staff Officer may be recalled from office for any valid cause, including, but not limited to, failure to carry out the duties of his or her office. Except as otherwise provided, recall of a general Medical Staff Officer may be initiated by the Medical Executive Committee or by a petition signed by at least 33-1/3 percent of the Medical Staff Members eligible to vote for the officer; but recall itself shall require a 66-2/3 percent vote of the Medical Executive Committee or 66-2/3 percent of the votes cast by the Medical Staff Members eligible to vote for the officer.

7.4 FILLING VACANCIES

Vacancies created by resignation, removal, death, or disability shall be filled as follows:

7.4.1 A vacancy in the office of President shall be filled by the President-Elect for the balance of the unexpired term.
7.4.2. A vacancy in the office of President-Elect shall be filled by special election held in general accordance with Section 7.2 for the balance of the unexpired term.

7.4.3. A vacancy in the office of Secretary-Treasurer shall be filled by appointment by the Medical Executive Committee for the balance of the unexpired term.

7.5 DUTIES OF OFFICERS

7.5.1 President

The President shall serve as the chief officer of the Medical Staff. The duties of the President shall include, but not be limited to:

a. Enforcing these Medical Staff Bylaws and Rules, promoting quality of care, implementing sanctions when indicated, and promoting compliance with procedural safeguards when corrective action has been requested or initiated;

b. Calling, presiding at, and being responsible for the agenda of all meetings of the Medical Staff;

c. Serving as the chair of the Medical Executive Committee;

d. Serving as an Ex Officio member of all other Medical Staff committees except Hearing Committees;

e. Serving as a resource to Medical Staff Committees and assisting with review and investigation in connection with peer review investigations and quality improvement functions;

f. Appointing, after consulting with the Medical Executive Committee, committee members for all standing, ad hoc, and special Medical Staff, liaison, or multi-disciplinary committees and designating the chairpersons of these committees, except when the Medical Staff Bylaws or Rules give another person the authority to make the appointments;

g. Being a spokesperson for the Medical Staff in external professional and public relations;

h. Serving on liaison committees with the Governing Body and Administration, as well as outside licensing or accreditation agencies;

i. Regularly reporting to the Governing Body on the performance of Medical Staff functions and communicating to the Medical Staff any concerns expressed by the Governing Body;

j. In the interim between Medical Executive Committee meetings, performing those responsibilities of the Committee that, in his or her reasonable opinion, must be accomplished prior to the next regular or special meeting of the Committee; and

k. Performing such other functions as may be assigned to him or her by these Medical Staff Bylaws, the Rules, the Medical Staff, or the Medical Executive Committee.

7.5.2 President-Elect

The President-Elect shall assume all duties and authority of the President in the absence of the President. The President-Elect shall be a member of the Medical Executive Committee and shall perform such other duties as the President may assign or as may be delegated by the Medical Staff Bylaws or Rules or the Medical Executive Committee.

7.5.3 Secretary-Treasurer
The Secretary-Treasurer shall be a member of the Medical Executive Committee. The duties shall include, but not be limited to:

a. Overseeing the maintenance of a roster of Members at the Hospital;

b. Performing such other duties as ordinarily pertain to the office or as may be assigned from time to time by the President or Medical Executive Committee.

7.6 **Chief Medical Officer**

7.6.1 Appointment

The Chief Medical Officer shall be appointed by the Chief Executive Officer after consulting with the Governing Body and Medical Executive Committee.

7.6.2 Responsibilities

a. The Chief Medical Officer’s duties shall be delineated by the Chief Executive Officer in keeping with the general provisions set forth in Section 7.4.2 below. The Medical Executive Committee shall approve any Chief Medical Officer duties that relate to authority to perform functions on behalf of the Medical Staff or directly affect the performance or activities of the Medical Staff.

b. In keeping with the foregoing, the Chief Medical Officer shall:

   (1) Serve as administrative liaison among Hospital administration, the Governing Body, outside agencies, and the Medical Staff;

   (2) Assist the Medical Staff in performing its assigned functions and coordinating such functions with the responsibilities and programs of the Hospital; and

   (3) In cooperation and close consultation with the President and the Medical Executive Committee, supervise the day-to-day performance of Medical Staff Services and the Hospital’s quality improvement personnel.

7.6.3 Participation in Medical Staff Committees

The Chief Medical Officer shall be an *Ex Officio* member, without vote, of all Medical Staff committees except any hearing committee and may attend any Department or Section meeting.
ARTICLE 8: COMMITTEES

8.1 GENERAL

8.1.1 Designation

The Medical Executive Committee and the other committees described in these Medical Staff Bylaws and the Rules shall be the standing committees of the Medical Staff. Special or ad hoc committees may be created by the Medical Executive Committee, by any standing committee, by the President or by a Department Chair to perform specified tasks. Any committee, whether Medical Staff-wide or Department, Section or other clinical unit, or standing or ad hoc, that is carrying out all or any portion of a function or activity required by these Medical Staff Bylaws and the Rules is deemed a duly appointed and authorized committee of the Medical Staff.

8.1.2 Appointment of Members and Conduct of Business

The chair and members of all committees shall be appointed as provided in these Medical Staff Bylaws and the Rules. The business of committees shall be conducted as provided in these Medical Staff Bylaws and the Rules.

8.2 MEDICAL EXECUTIVE COMMITTEE

8.2.1 Composition

a. A majority of the voting members of the Medical Executive Committee shall be fully licensed Physicians who are Active Members of the Medical Staff. The Medical Executive Committee shall be composed of the Medical Staff Officers, the immediate Past President of the Medical Staff, the Department Chairs, the Credentials Committee Chair, and the peer review and quality committee chairs if applicable. The Medical Executive Committee may include other Practitioners and any other individuals as determined by the Organized Medical Staff. The Section Chiefs, Chief Executive Officer, the designated nursing executive and such Vice Presidents designated by the Medical Executive Committee shall serve as Ex Officio members of the Medical Executive Committee without a vote. The Medical Staff President shall chair the Medical Executive Committee. The President-Elect shall chair the Medical Executive Committee if the President is absent. Any member of the Governing Body may attend the meeting, without vote.

b. Medical Staff Officers serving on the Medical Executive Committee shall be elected and may be removed in accordance with Article 7 of these Medical Staff Bylaws.

c. Department Chairs and Section Chiefs serving on the Medical Executive Committee shall be selected and may be removed in accordance with Article 9 of these Medical Staff Bylaws.

d. The Credentials Committee Chair and Medical Staff Peer Review Chair serving on the Medical Executive Committee shall meet the qualifications of a Medical Staff Officer in Article 7 and shall be appointed by the President, subject to approval of the Medical Executive Committee, for the term of two (2) years, subject to unlimited renewal, and shall serve until the end of this term and until his or her successor is appointed, unless he or she shall sooner (2) resign, (ii) be removed from the Committee, (iii) die, or (iv) become disabled such that he or she cannot fulfill the duties of office, even with any reasonable accommodation that may be required by law. The term shall begin on the first business day of the Medical Staff Year. The Credentials Committee Chair may be removed by the majority vote of the Medical Executive Committee for any valid cause, including, but not limited to failure to carry out the duties of his or her appointment, the failure to cooperatively and effectively perform the responsibilities of his or her appointment, or the failure to meet the qualifications for office (other than failure to maintain Active Medical Staff
membership, which shall result in automatic removal) by the President. Vacancies shall be filled by the President.

8.2.2 Duties

The Organized Medical Staff hereby delegates to the Medical Executive Committee the authority to carry out certain Medical Staff responsibilities. The Medical Executive Committee shall carry out its work within the context of Hospital functions of governance, leadership and performance improvement. The Medical Executive Committee has the primary authority for activities relating to Medical Staff self-governance and performance improvement of Practitioners and AHPs with Privileges or Scopes of Practice. With assistance of the President and Chief Medical Officer, the Medical Executive Committee is delegated to perform the following duties unless the Organized Medical Staff through the Medical Staff Bylaws amendment process revokes or changes the duties delegated to the Medical Executive Committee

a. Recommend Bylaws and amendments to the Bylaws to the Organized Medical Staff Voting Members for approval. See Article 14.

b. Recommend Rules and Regulations, Medical Staff Policies, and amendments to the Rules and Regulations and Medical Staff Policies including any details associated with the processes contained in the Medical Staff Bylaws.

c. Review all Rules and Regulations, Medical Staff Policies, and amendments to the Rules and Regulations and Medical Staff Policies proposed directly by the Organized Medical Staff. See Article 13.

d. Adopt an urgent Rule or Regulation or amendment to a Rule or Regulation to comply with law or Regulation. See Article 13.

e. Supervise, report to and be accountable to the Governing Body, as appropriate, regarding the performance of all Medical Staff functions, which shall include but are not limited to:

(1) Requiring and acting on regular reports and recommendations from the Medical Staff Officers, Hospital Officers, Department and Section leaders, and committees concerning discharge of assigned functions;

(2) Issuing such directives as appropriate to assure effective performance of all Medical Staff functions; and

(3) Following up to assure implementation of all directives.

f. Coordinate the activities of the committees and Department and Section leaders.

g. Based upon input from the Department and Section leaders and any appropriate committee, make recommendations to the Governing Body regarding all applications for Medical Staff membership or AHP appointment, reappointment, and the delineation of Privileges or Scope of Practice.

h. When indicated, initiate and/or pursue reviews, investigations, and disciplinary or corrective actions affecting Medical Staff Members or AHPs.

i. Make recommendations to the Governing Body for the termination of Medical Staff membership for acts, demeanor, or conduct that is reasonably likely to be detrimental to patient safety or quality of care; unethical; contrary to Hospital or Medical Staff Bylaws or Rules; below appropriate professional standards; disruptive; improper use of Hospital resources; or a violation of accreditation standards or laws in accordance with the Peer Review, Fair Hearing and Appeal Rules.
j. With the assistance of the Medical Staff President and Chief Medical Officer, supervise the Medical Staff’s compliance with:

(1) The Medical Staff Bylaws, Rules, and policies;

(2) The System’s and Hospital’s Bylaws, Rules, and policies;

(3) State and federal laws and regulations; and

(4) The Joint Commission accreditation requirements.

k. Oversee the development of Medical Staff Bylaws, Rules and policies, approve (amend or disapprove) all such Medical Staff Bylaws, Rules and policies, and oversee the implementation of all such Medical Staff Bylaws, Rules and policies.

l. Implement, as it relates to the Medical Staff, the approved policies of the Hospital and the System.

m. With the Department and Section leaders, set objectives for establishing, maintaining and enforcing professional standards within the System, and for the continuing improvement of the quality of care rendered in the System, and assist in developing programs to achieve these objectives.

n. Regularly report to the Governing Body through the President or the Chief Executive Officer on at least the following:

(1) The outcomes of quality improvement programs with sufficient background and detail to assure the Governing Body that quality of care is consistent with professional standards, and

(2) The general status of any Medical Staff or AHP disciplinary or corrective actions in progress.

o. Make recommendations to the Governing Body regarding the structure of the Medical Staff, the process used to review credentials and to delineate individual Privileges or Scope of Practice, the organization of the quality assessment and improvement activities of the Medical Staff as well as the mechanism used to conduct, evaluate, and revise such activities, the mechanism by which membership on the Medical Staff may be terminated, and the mechanism for hearing and appeal procedures. (This responsibility may be satisfied by way of recommending the process in the Medical Staff Bylaws and Rules addressing these issues.)

p. Review and make recommendations to the Governing Body regarding Practitioners and AHPs requesting Medical Staff membership or AHP status and Privileges or Scope of Practice at the Hospital in accordance with the processes in the Medical Staff Bylaws and Rules.

q. Request evaluations of Practitioners or AHPs in accordance with the processes in the Rules in instances where there is doubt about an applicant’s ability to perform the Privileges or Scope of Practices requested.

r. Review and make recommendations to the Chief Executive Officer regarding the quality of care by Practitioners under exclusive contract arrangements for professional services at the Hospital. In addition, the Medical Executive Committee shall cooperate in providing relevant input to notice-and-comment proceedings or other mechanisms that may be implemented by System administration in making exclusive contracting decisions.
s. Establish, as necessary, such ad hoc committees that will fulfill particular functions for a limited time and will report directly to the Medical Executive Committee.

t. Establish the date, place, time, and program of the regular meetings of the Medical Staff.

u. Acts on behalf of the Medical Staff in the intervals between Medical Staff meetings within the scope of its responsibilities as defined by the Medical Staff in these Bylaws.

v. Perform such other duties set forth in these Medical Staff Bylaws and the Rules.

8.2.3 Meetings

The Medical Executive Committee shall meet at least 10 times during the Medical Staff Year.

8.2.4 Executive Session

To promote the confidentiality of peer review the Medical Executive Committee may enter into an Executive Session by vote of the Medical Executive Committee or at the request of the Chair of the Medical Executive Committee. Only Medical Staff Members and hospital and system Chief Executive Officers and Chief Medical Officers or their designees may participate in the Executive Session. The participants in the Executive Session must consist of at least three licensed physicians and the majority of participants must be licensed physicians.
ARTICLE 9: STRUCTURE OF THE MEDICAL STAFF AND DEPARTMENTS AND SECTIONS

9.1 ORGANIZATION OF DEPARTMENTS AND SECTIONS

The Medical Staff shall include such Departments and Sections listed below. Each Department and Section shall be organized as an integral unit of the Medical Staff and have leaders who are selected and have the authority, duties, and responsibilities specified in these Medical Staff Bylaws and the Rules. Services, Departments or Sections may be added, deleted, or consolidated by amendment to these Bylaws. Additionally, each Department may appoint a Department committee, and each Department and each Section may appoint such other standing or ad hoc committees as it deems appropriate to perform its required functions. The composition and responsibilities of each standing Department or Section committee shall be specified in the Rules.

9.2 DESIGNATION

The current Departments and Sections are designated below. The Medical Executive Committee will periodically restudy the Medical Staff structure and designation of the Departments and Sections and may recommend to the Governing Body what action is desirable in creating, eliminating, or combining Departments or Sections for better organizational efficiency and improved patient care.

9.3 ASSIGNMENT TO DEPARTMENTS AND SECTIONS

Each Member shall be assigned membership in at least 1 Department and may be assigned to a Section if the Department has an applicable Section. Membership and/or Privileges may also be granted in other Departments (and Sections).

9.4 FUNCTIONS OF DEPARTMENTS AND SECTIONS

The Departments and Sections shall fulfill the clinical, administrative, safety, quality improvement, risk management, utilization management, and collegial and education functions described in these Medical Staff Bylaws and the Rules. When the Department or Section or any Department or Section committees meet to carry out the peer review duties described in the Rules, the meeting body shall constitute a peer review committee, which is entitled to the protections and immunities afforded by federal and state law for peer review committees.

9.5 CURRENT DESIGNATION

The current Departments and Sections are:

- a. Anesthesia
- b. Emergency Medicine
- c. Family Medicine
- d. Internal Medicine

(The services included in the Department of Internal Medicine are: Internal Medicine, Allergy/Immunology, Cardiology, Dermatology, Endocrinology, Gastroenterology, Hospitalist Medicine, Infectious Disease, Nephrology, Neurology, Hematology/Oncology, Physical Medicine & Rehabilitation, Pulmonary Disease, Rheumatology, and Hospice/Palliative Medicine.

- e. Medical Imaging

 (the service of Radiation Oncology is also included in the Department of Medical Imaging)

- f. Non-Acute Care Services
g. Obstetrics & Gynecology/Perinatology

h. Orthopedics

i. Pathology

j. Pediatrics

k. Psychiatry

(the service of Addiction Medicine is also included in the Department of Psychiatry)

l. Surgery

(In addition to the Sections listed below, the services included in the Department of Surgery are: General, Cardiac, Neurological, and Urology.)

1. Dentistry/Oral Maxillofacial Surgery Section
2. Otolaryngology Section
3. Ophthalmology Section
4. Plastic Surgery Section
5. Podiatric Surgery Section
6. Trauma Services Section

9.6 Department and Section Functions

9.6.1. Each Department and Section, through its leaders and any established committees, is responsible for the quality of care within the Department and Section and for the effective performance of the following as relates to the Members of the Department and Section and AHPs practicing within the Department and Section:

a. Patient care evaluation, observation, and monitoring (including periodic demonstrations of ability), consistent with any guidelines that may be developed by the committees responsible for peer review (including the Medical Staff Peer Review Committee ("MSPRC", as defined in the General Medical Staff Rules), quality improvement, utilization review, education, and medical records, and by the Medical Executive Committee.

b. Credentials review, consistent with the Credentialing and Privileging Rules any guidelines that may be developed by the Credentials Committee and the Medical Executive Committee.

c. Corrective action, when indicated, in accordance with these Medical Staff Bylaws and the Rules.

d. Continuing education, consistent with any guidelines that may be developed by the Continuing Medical Education Committee and the Medical Executive Committee.

e. Planning and budget review, consistent with any guidelines that may be developed by the Medical Executive Committee.

9.6.2. When the Department or Section or any Department or Section committee meets to carry out peer review activities, the meeting body shall constitute a peer review committee, which is entitled to the protections
and immunities afforded by federal and state law for peer review committees. Each Department, Section, and Department and Section Committee shall meet when and if necessary to carry out its duties, at the request of the Chair.

9.7 DEPARTMENT CHAIRS AND VICE CHAIRS AND SECTION CHIEFS AND VICE CHIEFS

9.7.1 Qualifications

Each Department Chair and Vice Chair and each Section Chief and Vice Chief shall:

a. Be willing and able to faithfully discharge the functions of his or her office.

b. Be board certified or board admissible in his or her appropriate specialty or have affirmatively established comparable competence through the credentialing process.

c. Have demonstrated clinical competence in his or her field of practice sufficient to maintain the respect of the Members of his or her Department or Section.

d. Have an understanding of the purposes and functions of the Staff organization and a demonstrated willingness to promote compliance with the Medical Staff Bylaws and Rules and to promote patient safety over all other concerns.

e. Have an understanding of and willingness to work with the Hospital towards attaining its lawful and reasonable goals.

f. Have an ability to work with and motivate others to achieve the objectives of the Medical Staff organization in the context of the Hospital’s lawful and reasonable objectives.

g. Be (and remain during tenure in office) a Member in good standing.

h. Comply with the Medical Staff Bylaws and Rules in his or her practice at the Hospital.

i. Not have any significant conflict of interest.

9.7.2 Procedures for Selecting Department and Section Leaders

a. In Medical Staff Years ending in an even number, the Department Chairs and Vice Chairs and Section Chiefs and Vice Chiefs shall be elected for the following Departments and Sections:

   (1) Family Medicine Department

   (2) Internal Medicine Department

      a) Hospice/Palliative Care Section

   (3) Medical Imaging Department

   (4) Obstetrics & Gynecology/Perinatology Department

   (5) Non-Acute Care Services

   (6) Ophthalmology Department

   (7) Orthopedic Surgery Department
(8) Surgery Department

b. In Medical Staff Years ending in an odd number, the Department Chairs and Vice Chairs and Section Chiefs and Vice Chiefs shall be elected for the following Departments and Sections:

(1) Anesthesia Department
(2) Emergency Medicine Department
(3) Psychiatry
(4) Pathology Department
(5) Pediatrics Department
(6) Dentistry/Oral Maxillofacial Surgery Section
(7) Otolaryngology Section
(8) Plastic Surgery Section
(9) Podiatric Surgery Section
(10) Trauma Services Section

c. The nominations and elections shall be held at the Department or Section meeting in the third or fourth quarter.

d. Active Members of the Department or Section may nominate members for office so long as the nominee meets the qualifications specified in Section 9.7.1 and has agreed, either at the meeting or in writing prior to the meeting, to accept the nomination.

e. The voting shall occur at the same meeting in the third or fourth quarter. Voting shall be by written ballot when there is more than one nominee for a Department or Section leadership position. The candidate receiving a majority of the votes shall win the election. In the case of a tie, a second vote will be held between the two candidates who received the most votes. If there is still a tie, the President-Elect (for elections in years ending in an odd number) or President (for elections in years ending in an even number) shall appoint the position.

f. All persons elected to Department and Section offices shall upon request, prior to taking office, disclose in writing those personal, professional, or financial affiliations or relationships of which they are reasonably aware that could foreseeably result in a conflict of interest with their activities or responsibilities on behalf of the Department or Section. The President-Elect (for elections in years ending in an odd number) or President (for elections in years ending in an even number) shall evaluate the significance of such disclosures and discuss any significant conflicts with the nominee. If a newly elected Department or Section leader has a significant conflict of interest, the Department or Section shall be informed and asked to consider whether removal is required.

9.7.3 Term of Office

All Department and Section leaders shall serve a 2-year term, the expiration of which coincides with the first business day of the Medical Staff Year or until their successors are chosen, unless they sooner (i) resign, (ii) are removed from office in accordance with Section 9.7.4, (iii) die, (iv) become disabled and cannot fulfill the duties of office, even with any accommodation that may be required by law; or (v) lose their Active Medical Staff membership or Privileges in that Department or Section for any reason.
Department or Section leader shall be automatically removed under (iii) or (v) above. Department and Section leaders are eligible to succeed themselves.

9.7.4 Grounds for and Procedures for Removing Department and Section Leaders

A Department or Section leader may be removed for any valid cause, including, but not limited to failure to carry out the duties of his or her office, the failure to cooperatively and effectively perform the responsibilities of his or her office or the failure to meet the qualifications for office (other than automatic removal in accordance with Section 9.7.3). Removal of a Department or Section leader may be initiated by 1/3 of the Medical Executive Committee members or by a petition signed by at least 1/4 of the Department or Section’s Active Medical Staff Members. Removal will take effect upon the approval of 2/3 of the Medical Executive Committee Members or of 2/3 the Department or Section’s Active Medical Staff Members who cast a vote. All voting shall be conducted by written secret mail ballot, which shall be sent to those eligible to vote. The ballots must be received no later than 15 days after they are mailed and shall be counted by the Chief Medical Officer and President or their designees. No removal shall be effective unless and until it is ratified by the Medical Executive Committee.

9.7.5 Filling Vacancies

Vacancies created in a Department or Section office shall be filled by the President appointing a Member who meets the qualifications for the position to fill the unexpired term.

9.8 Responsibilities Of Department Chairs

9.8.1 Each Department Chair shall be responsible for:

a. All Department clinical activities.

b. All administrative activities of the Department (unless otherwise provided for by the Hospital).

c. Continuing surveillance of the professional performance of all individuals in the Department who have delineated Privileges. Working with the hospital representatives on matters that affect the Department.

d. Integrating the Department into the primary functions of the Hospital.

e. Coordinating and integrating interdepartmental and intra departmental services.

f. Developing and implementing policies and procedures that guide and support the provision of services in the Department.

g. Recommending a sufficient number of qualified and competent persons to provide care/service in the Department.

h. Continuing surveillance of the professional performance of all individuals who have delineated Privileges in the Department.

i. Recommending the criteria for Privileges that are relevant to the care provided in the Department.

j. Recommending Privileges for each Member of the Department and each Medical Staff Member desiring to exercise Privileges in the Department.

k. Evaluating the qualifications and competence of AHPs who provide patient care services within the purview of the Department.
l. Continuously assessing and improving the quality of care and services provided in the Department.
m. Reviewing, when necessary, professional conduct of Department Members and/or cases that may require corrective action.
n. Maintaining quality control programs, as appropriate and in coordination with the Quality Improvement Committee.
o. Overseeing the orientation and continuing education of all persons in the Department, in coordination with the Medical Staff committee(s) responsible for continuing medical education.
p. Making recommendations regarding space and other resources needed by the Department.
q. Making recommendations to the relevant Hospital authority with respect to off-site sources needed for patient care, treatment and services not provided by the Department or the Hospital.
r. Deciding when to convene Department meetings and chairing those meetings.
s. Serving as an Ex Officio member of all committees of his or her Department and attending such committee meetings as deemed necessary.
t. Assuring that records of performance are maintained and updated for all Members of his or her Department.
u. Reporting on activities of the Medical Staff to the Governing Body when called upon to do so by the President or the Chief Executive Officer.
v. Assessing, recommending, and approving sources of patient care or medical care services provided outside the Hospital.
w. Performing such additional responsibilities as may be delegated to him or her by the Medical Executive Committee or the President.
x. Performing the duties of the Section Chief when the leader is unavailable.
y. Conferring with the Department Chairs and Section Chiefs if the Department has Section Chiefs on the rules that set forth the criteria for Privileges in the Departments and Sections.
z. Serving as a member of the Medical Executive Committee.

9.8.2 Department Vice Chairs

The Vice Chair shall assist the Department Chair to perform his or her duties. The Vice Chair shall perform the duties of the Department Chair (including but not limited to assuming the Chair’s voting rights on all Medical Staff or Department committees) if the Department Chair is absent.

9.9 RESPONSIBILITIES OF SECTION LEADERS

9.9.1 Section Chiefs

Each Section Chief shall be responsible for:

a. All Section clinical activities.
b. All administrative activities of the Section (unless otherwise provided for by the Hospital).

c. Working with hospital representatives on matters that affect the Section.

d. Integrating the Section into the primary functions of the Hospital.

e. Coordinating and integrating interdepartmental and intradepartmental services.

f. Developing and implementing policies and procedures that guide and support the provision of services in the Section.

g. Recommending a sufficient number of qualified and competent persons to provide care/service in the Section.

h. Continuing surveillance of the professional performance of all individuals who have delineated Privileges in the Section.

i. Recommending rules setting forth the criteria for Privileges in the Section.

j. Recommending Privileges for each Medical Staff Member of the Section and each Medical Staff Member desiring to exercise Privileges in the Section.

k. Evaluating the qualifications and competence of AHPs who provide patient care services within the purview of the Section.

l. Continuously assessing and improving the quality of care and services provided in the Section.

m. Reviewing, when necessary, professional conduct of Section Members and/or cases that may require corrective action.

n. Maintaining quality control programs, as appropriate and in coordination with the Quality Improvement Committee.

o. Overseeing the orientation and continuing education of all persons in the Section, in coordination with the Medical Staff committee(s) responsible for continuing medical education.

p. Making recommendations regarding space and other resources needed by the Section.

q. Making recommendations to the relevant Hospital authority with respect to off-site sources needed for patient care, treatment and services not provided by the Section or the Hospital.

r. Deciding when to convene Section meetings and chairing those meetings.

s. Serving as an *Ex Officio* member of all committees of his or her Section and attending such committee meetings as deemed necessary.

t. Assuring that records of performance are maintained and updated for all Members of his or her Section.

u. Reporting on activities of the Medical Staff to the Governing Body when called upon to do so by the President or the Chief Executive Officer.

v. Performing such additional responsibilities as may be delegated to him or her by the Medical Executive Committee, the President, or the Department Chair.
w. Addressing improvement opportunities with individual Members of the Department, including such opportunities communicated by the MSPRC (as defined in the General Medical Staff Rules), and report to the MSPRC as appropriate.

9.9.2 Section Vice Chief Duties

Each Section Vice Chief shall assist the Section Chief to perform his or her duties. The Section Vice Chief shall perform the duties of the Section Chief (including but not limited to assuming the Chief’s voting rights on all Medical Staff or Department or Section committees) if the Section Chief is absent.
ARTICLE 10: MEETINGS

10.1 MEDICAL STAFF MEETINGS

10.1.1 Medical Staff Meetings

There shall be at least 1 meeting of the Medical Staff during each Medical Staff Year. The date, place, and time of the meeting(s) shall be determined by the President. The President shall present a report on significant actions taken by the Medical Executive Committee during the time since the last Medical Staff meeting and on other matters believed to be of interest and value to the membership.

10.1.2 Special Meetings

Special meetings of the Medical Staff may be called at any time by the President, Medical Executive Committee, or Governing Body, or upon the written request of 25 percent of the voting Members. The meeting must be called within 30 days after receipt of such request. No business shall be transacted at any special meeting except that stated in the Notice calling the meeting.

10.1.3 Combined or Joint Medical Staff Meetings

The Medical Staff may participate in combined or joint medical staff meetings with staff members from other System Members, other hospitals, healthcare entities, or the County Medical Society; however, precautions shall be taken to assure that confidential Medical Staff information is not inappropriately disclosed, and to assure that this Medical Staff (through its authorized representative) maintains access to and approval authority of all minutes prepared in conjunction with any such meetings.

10.2 DEPARTMENT, SECTION AND COMMITTEE MEETINGS

10.2.1 Regular Meetings

Departments, Sections, and committees, by resolution, may provide the time for holding regular meetings and no Notice other than such resolution shall then be required. Each Department and Section shall meet at the request of the chair as necessary to review and discuss patient care activities and to fulfill other Departmental and Section responsibilities.

10.2.2 Special Meetings

A special meeting of any Department, Section or committee may be called by, or at the request of, the Chair thereof, the Medical Executive Committee, President, or by 33-1/3 percent of the group’s current members, but not fewer than 3 members. No business shall be transacted at any special meeting except that stated in the Notice calling the meeting.

10.2.3 Combined or Joint Department, Section or Committee Meetings

Each Department, Section and committee may participate in combined or joint service, Department, Section or committee meetings with staff members from other System Members, other hospitals, healthcare entities, or the County Medical Society; however, precautions shall be taken to assure that confidential Medical Staff information is not inappropriately disclosed, and to assure that this Medical Staff (through its authorized representative) maintains access to and approval authority of all minutes prepared in conjunction with any such meetings.

10.3 NOTICE OF MEETINGS

Written Notice stating the place, day, and hour of any regular or special Medical Staff meeting or of any regular or special Department, Section or committee meeting not held pursuant to resolution shall be delivered either
personally, by mail, by facsimile, or by e-mail to each person entitled to be present not less than 2 working days
before the date of such meeting. Personal attendance at a meeting shall constitute a waiver of Notice of such
meeting.

10.4 QUORUM

10.4.1 Medical Staff Meetings

There shall be no quorum requirements for Medical Staff meetings.

10.4.2 Committee Meetings

The presence of 50 percent of the voting members shall be required for Medical Executive Committee
meetings. For other committees, a quorum shall consist of 2 voting committee members.

10.4.3 Department and Section Meetings

There shall be no quorum requirements for Department or Section meetings.

10.5 MANNER OF ACTION

Except as otherwise specified, the action of a majority of the members present and voting at a meeting at which a
quorum is present shall be the action of the group. A meeting at which a quorum is initially present may continue to
transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority
of the required quorum for such meeting, or such greater number as may be required by these Medical Staff Bylaws.
Committee action may be conducted by telephone conference or other reliable electronic means, which shall be
deemed to constitute a meeting for the matters discussed in such conference. The meeting chair shall refrain from
voting except when necessary to break a tie at a meeting. Valid action may be taken without a meeting if it is
acknowledged in writing, electronically, or facsimile setting forth the action so taken which is signed by at least 66-
2/3 percent of the members entitled to vote which may include the committee chair. The Credentials Committee
may delegate its authority to one or more members of the Credentials Committee for purposes of recommending
temporary Privileges for a pending completed application in accordance with the Rules.

10.6 MINUTES

Minutes of all meetings 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 presiding officer or his or her designee and forwarded to the
Medical Executive Committee or other designated committee, Department or Section. Minutes of the Medical
Executive Committee shall be forwarded to the Governing Body. Each committee shall maintain a permanent file of
the minutes of each meeting, which may be maintained in any retrievable medium. When meetings are held with
outside entities, access to minutes shall be limited as necessary to preserve confidentiality and the protections from
discovery as provided by Colorado law.

10.7 ATTENDANCE REQUIREMENTS

Medical Staff Members are encouraged, but not required to attend Medical Staff, Department, Section and
committee meetings, unless otherwise required by the Rules. Committee members who fail to attend may be
removed from the committee.

10.8 CONFLICT OF INTEREST

Any Committee Member who has a conflict of interest, either personal, professional or financial, that may affect
his/her ability to make a fair and impartial decision on a matter before the Committee, will disclose the conflict to
the Committee. The Committee member may provide any relevant factual information on the matter before the
Committee, but will recuse himself/herself (and leave the room) during deliberations and vote on the matter.
10.9 **SPECIAL APPEARANCE**

A committee, at its discretion, may require the appearance of a Practitioner or an AHP during a review or investigation of the clinical course of treatment regarding a patient or the Practitioner’s or AHP’s professional conduct. If possible, the chair or designee of the meeting should give the Practitioner or AHP at least 10 days’ advance written Notice of the time and place of the meeting. In addition, whenever such an appearance is requested because of an apparent or suspected deviation from standard clinical practice, Special Notice shall be given and shall include a statement of the issue involved and that the Practitioner’s or AHP’s appearance is mandatory. Failure of a Practitioner or AHP to appear at any meeting with respect to which he or she was given Special Notice shall (unless excused by such committee or the Medical Executive Committee upon a showing of good cause) result in an automatic suspension of the Practitioner’s Privileges or the AHP’s Privileges or Scope of Practice until an appearance is made or other action is taken by the Medical Executive Committee. The Practitioner or AHP shall not be entitled to the procedural rights described in these Medical Staff Bylaws and the Rules.
ARTICLE 11: CONFIDENTIALITY, IMMUNITY AND RELEASES

11.1 GENERAL

Medical Staff, Department, Section, or committee minutes, files and records, including information regarding any Member or applicant to this Medical Staff shall, to the fullest extent permitted by law, be privileged and confidential. Such confidentiality shall also extend to information of like kind that may be provided by third parties. This information shall become a part of the Medical Staff or credentialing files and shall not become part of any particular patient’s file or of the general Hospital records. Dissemination of such information and records shall be made only where expressly required by law, as necessary to carry out Medical Staff functions pursuant to the Rules or officially adopted policies of the Medical Staff, or, where no officially adopted policy exists, only with the express approval of the Medical Executive Committee or its designee and the Chief Executive Officer or his/her designee.

11.2 BREACH OF CONFIDENTIALITY

Inasmuch as effective credentialing, quality improvement, peer review, and consideration of the qualifications of Medical Staff Members and applicants to perform specific procedures must be based on free and candid discussions, and inasmuch as Practitioners and others participate in credentialing, quality improvement, and peer review activities with the reasonable expectations that this confidentiality will be preserved and maintained, any breach of confidentiality of the discussions or deliberations of the Medical Staff, Departments, Sections, or committees, except in conjunction with Medical Staff functions, another System Member, health facility, professional society, affiliated Physician group professional review committee, or licensing authority peer review activities, is outside appropriate standards of conduct for this Medical Staff and will be deemed disruptive to the operations of the Hospital. If it is determined that such a breach has occurred, the Medical Executive Committee may undertake such corrective action as it deems appropriate.

11.3 IMMUNITY AND RELEASES

11.3.1 Immunity from Liability for Providing Information or Taking Action

As a condition of applying for or maintaining Medical Staff membership, Privileges, or AHP Privileges or Scope of Practice, each Practitioner or AHP acknowledges that each representative of the Medical Staff and System and all third parties shall be immune from liability to an applicant, Member, Practitioner or AHP for damages or other relief by reason of providing information to a representative of the Medical Staff, System, System Member, or any other health-related organization concerning such person who is, or has been, an applicant to or Member of the Medical Staff or AHP or who did, or does, exercise Privileges or Scope of Practice, or provide services at a System Member or by reason of otherwise participating in a Medical Staff or System credentialing, quality improvement, or peer review activities.

11.3.2 Activities and Information Covered

a. Activities

The immunity provided by this Article shall apply to all acts, communications, reports, recommendations, or disclosures performed or made in connection with this or any other health-related institution’s or organization’s activities concerning, but not limited to:

(1) Applications for appointment, Privileges or Scope of Practice or specified services;

(2) Periodic reappraisals for reappointment, Privileges, Scope of Practice or specified services;

(3) Corrective action;
(4) Hearings and appellate reviews;

(5) Quality improvement review, including patient care audit;

(6) Peer review, including Focused Professional Practice Evaluation (FPPE) and Ongoing Professional Practice Evaluation (OPPE);

(7) Utilization reviews;

(8) Morbidity and mortality conferences; and

(9) Other System, Hospital, Department, Section, or committee activities related to monitoring and improving the quality of patient care and appropriate professional conduct.

b. Information

The acts, communications, reports, recommendations, disclosures, and other information referred to in this Article may relate to a Practitioner’s or AHP’s professional qualifications, clinical ability, judgment, character, physical and mental health, emotional stability, professional ethics, fair credit reporting act, or other matter that might directly or indirectly affect patient care.

11.4 Releases

Each Practitioner and AHP shall, upon request of the Hospital, System or any System Member, execute general and specific releases in accordance with the tenor and import of this Article; however, execution of such release shall not be deemed a prerequisite to the effectiveness of this Article.

11.5 Cumulative Effect

Provisions in these Medical Staff Bylaws, the Rules and in Medical Staff and AHP application forms relating to authorizations, confidentiality of information, and immunities from liability shall be in addition to other protections provided by law and not in limitation thereof.
ARTICLE 12: CORRECTIVE ACTION; HEARINGS AND APPEALS

12.1 CORRECTIVE ACTION

Corrective Action, routine reviews, investigations, precautionary suspension, summary suspension, and automatic suspensions shall be considered and taken or implemented using the procedures detailed in the Credentialing and Privileging Rules and the Peer Review, Fair Hearing and Appeal Rules.

a. Automatic Suspension

A Practitioner’s Medical Staff membership or Privileges may be automatically suspended, limited or terminated for any of the following, further described in the Rules:

i. Licensure actions;
ii. DEA certificate actions;
iii. Failure to satisfy a Special Appearance requirement;
iv. Failure to timely complete medical records;
v. Cancellation or limitation of professional liability insurance;
vi. Exclusion or failure to comply with governmental or third party payor requirements;
vii. Violation of call panel requirements;
viii. Failure to verify compliance with privileging criteria;
ix. Failure to maintain qualifications for Medical Staff membership or Privileges; and
x. Failure to pay dues, fees or assessments as required by the Rules;

Practitioners subject to automatic suspension shall be notified of such suspension in accordance with the procedures detailed in the Rules, but shall not be entitled to a hearing or appeal.

b. Precautionary Suspension

A Practitioner’s Medical Staff membership or Privileges may be suspended as a precaution for up to thirty (30) days whenever the failure to take such action may result in imminent damages to the health and/or safety of any individual and/or effective operation of the Hospital, including clinical performance issues and disruptive behavior or harassment, as further described in the Rules.

A Practitioner subject to a precautionary suspension is entitled to Special Notice, and may request an interview with the Medical Executive Committee as set forth in the Rules in accordance with the procedures detailed in the Rules.

c. Summary Suspension

A Practitioner’s Medical Staff membership or Privileges may be summarily suspended if the failure to take such action may result in imminent danger to the health of any individual, including clinical performance issues and disruptive behavior or harassment, as further described in the Rules.
A Practitioner subject to a summary suspension is entitled to Special Notice and may request an interview with the Medical Executive Committee and/or, a hearing and an appeal in accordance with the procedures detailed in the Rules.

12.2 **HEARINGS AND APPEALS**

Hearings and appeals shall be held when required by the Rules using the procedures set forth in the Peer Review, Fair Hearing and Appeal Rules.

a. **Hearing**

A Practitioner may request a hearing when an adverse action (as described in the Rules) is taken or recommended against the Practitioner. The Practitioner is entitled to Special Notice of the adverse action and has thirty (30) days to request a hearing.

The hearing shall be conducted before a Hearing Committee of not less than three (3) Members, in accordance with the Rules.

b. **Fair Hearing Committee**

When a hearing is requested, the President shall appoint a Hearing Committee which shall be composed of not less than 3 Members who are not in economic competition with the Practitioner, and who have not acted as accuser, investigator, witness, fact finder, initial decision maker, or other active participant in the consideration of the matter leading up to the recommendation or action. The Hearing Committee shall include at least 1 member who is a peer. In the event that it is not feasible to appoint a Hearing Committee from the active Medical Staff, the President may appoint Members from other Medical Staff categories or Practitioners who are not Medical Staff Members. Such appointment shall include designation of a chair. The President may appoint alternates who meet the standards described above and who can serve if a Hearing Committee member becomes unavailable.

c. **Appeal**

The Practitioner may request an appellate review, which shall be heard by the Governing Body or an Appeal Board designated by the Governing Body.
ARTICLE 13: GENERAL PROVISIONS

13.1 RULES AND REGULATIONS AND POLICIES

13.1.1 Medical Staff Rules and Regulations

The Medical Staff shall initiate and adopt such Rules as it may deem necessary and shall periodically review, at least every three (3) years and revise its Rules as appropriate to comply with current Medical Staff practice. The Rules and Regulations shall include the General Medical Staff Rules; the Credentialing and Privileging Rules, the Peer Review, Fair Hearing and Appeal Rules; the Allied Health Practitioner Rules; the Clinical Rules; and such other Rules as may be adopted in accordance with these Medical Staff Bylaws. Rules and Regulations shall not be inconsistent with the Hospital or System bylaws, rules and regulations or other policies.

13.1.1.1 Proposed Rules and Regulations or amendments to the Rules and Regulations may be originated by the Medical Executive Committee or by a petition signed by twenty-five (25) percent of the Organized Medical Staff Voting Members.

a. When proposed by the Medical Executive Committee, there will be communication of the proposed Rules and Regulations or amendments to the Rules and Regulations to the Medical Staff before a vote is taken by the Medical Executive Committee.

   (1) If the Medical Staff does not communicate any comments on the recommended Rules or Regulations or amendments to the Rules or Regulations, the Medical Executive Committee will forward the proposed Rule or Regulation or amendment to a Rule or Regulation to the Governing Body notifying the lack of comments communicated by the Medical Staff and the approval of the Medical Executive Committee.

   (2) If the Medical Staff communicates any comments on the recommended Rules or Regulations or amendments to the Rules or Regulations, the Medical Executive Committee will forward the proposed Rule or Regulation or amendment to a Rule or Regulation to the Governing Body noting the comments communicated by the Medical Staff and the approval of the Medical Executive Committee. Conflicts may be addressed through the Conflict Management Process contained in these Bylaws.

b. When proposed by the Organized Medical Staff, there will be communication of the proposed Rule and Regulation or amendment to the Medical Executive Committee.

   (1) If the Medical Executive Committee adopts a proposed Rule or Regulation or amendment to the Rules or Regulations, the Medical Executive Committee will forward the proposed Rule or Regulation or amendment to the Governing Body noting the proposal by the Medical Staff and their approval.

   (2) If the Medical Executive Committee does not adopt the proposed Rule or Regulation or amendment to a Rule or Regulation or Medical Staff Policy, the Medical Executive Committee will forward the proposed Rule or Regulation or amendment to a Rule or Regulation to the Governing Body noting the proposal by the Medical Staff and the disapproval of the Medical Executive Committee. Conflicts may be addressed through the Conflict Management Process contained in these Bylaws.

c. In the event of a documented or need for an urgent Rule or Regulation or amendment to a Rule or Regulation to comply with law or regulation, the Medical Executive Committee may adopt and Governing Body may approve without notification to the Medical Staff a provisional Rule or Regulation or amendment to a Rule or Regulation. After approval, the provisional Rule or Regulation or amendment thereto will be communicated immediately to the Medical Staff for their retrospective review of and comment.
(1) If there is not conflict communicated to the Medical Executive Committee regarding the provisional Rule or Regulation or amendment thereto, the Rule or Regulation or amendment is adopted.

(2) If there is conflict communicated to the Medical Executive Committee regarding the provisional Rule or Regulation or amendment thereto, the Rule or Regulation or amendment, the process for resolving conflict between the Medical Staff and the Medical Executive Committee is implemented. If necessary, a revised amendment is then submitted to the Governing Body.

d. A Rule and Regulation shall become effective following approval of the Governing Body, which approval shall not be withheld unreasonably or automatically within 90 days if no action is taken by the Governing Body.

e. If there is a conflict between the Medical Staff Bylaws and the Rules, the Medical Staff Bylaws shall prevail.

13.1.2 Departmental Rules and Regulations

Each Department may formulate whatever Rules and Regulations are necessary and appropriate for conducting its affairs and discharging its responsibilities. Such Rules and Regulations or amendments thereto shall not be inconsistent with the Medical Staff, Hospital or System Bylaws, Rules, or other policies. If there is a conflict between the Medical Staff Bylaws or the Rules and Regulations and the Department Rules, the Medical Staff Bylaws or the Rules, as appropriate, shall prevail. The Department Rules and Regulations shall be deemed an integral part of the Medical Staff Bylaws.

13.1.2.1 The proposal and approval process will follow the process in Article 13.1.1.1 a, b, c and d.

13.1.3 Section Rules and Regulations

Each Section may formulate whatever Rules and Regulations are necessary and appropriate for conducting its affairs and discharging its responsibilities. Such Rules and Regulations or amendments thereto shall not be inconsistent with the Medical Staff or System Bylaws, Rules, Department Rules, or other policies. If there is a conflict between the Medical Staff Bylaws or Rules and Regulations or Department Rules and the Section Rules, the Medical Staff Bylaws or the Rules and Regulations or the Department Rules, as appropriate, shall prevail. The Section Rules shall be deemed an integral part of the Medical Staff Bylaws.

13.1.3.1 The proposal and approval process will follow the process in Article 13.1.1.1 a, b, c and d.

13.1.4 Medical Staff Policies

Medical Staff Policies shall be developed as necessary to implement more specifically the general principles found within these Medical Staff Bylaws and the Medical Staff Rules and Regulations. Such policies or amendments thereto, shall not be inconsistent with the Medical Staff, Hospital or System Bylaws, Rules and Regulations, or other policies. If there is a conflict between the Medical Staff Bylaws or Rules or Regulations and the Policies, the Medical Staff Bylaws or the Rules, as appropriate will prevail.

13.1.4.1 The proposal and approval process will follow the process in Article 13.1.1.1 a, b, c and d.

13.1.5 Allied Health Practitioner Rules and Regulations

The Medical Staff shall initiate rules for Allied Health Practitioners (“AHPs”) (“AHP Rules”) that reflect the more limited Privileges or Scope of Practice of AHPs. The AHP Rules and Regulations shall be treated in the same manner as Medical Staff Rules and Regulations for the periodic review and revision, approval, conflicts and integration within the Medical Staff Bylaws in accordance with Section 13.1.1.1 a, b, and c.
13.3 ASSESSMENTS AND APPLICATION FEES

There may be application fees for appointment and reappointment to each category of Medical Staff Member and Allied Health Practitioners. The Medical Executive Committee shall have the power to recommend fees for some or all categories of Medical Staff Membership or for the AHP Privileges or Scope of Practice, subject to the Governing Body’s approval. Fees and special assessments will be determined by the Medical Executive Committee and are periodically subject to change. The Medical Executive Committee shall determine the manner of expenditure of the funds that are received and the proceeds of any special assessments provided, however, that such expenditures shall not jeopardize the nonprofit status of the Hospital, System or any System Member.

13.3 DUES

There may be dues for each category of Medical Staff membership and for Allied Health Practitioner. The Medical Executive Committee shall have the power to recommend dues for some or all categories of Medical Staff membership or for AHP Privileges or Scope of Practice. Dues will be determined by the Medical Executive Committee and are periodically subject to change. The dues will be paid to and maintained by the Medical Staff Dues Fund, Inc. The Medical Executive Committee shall determine the manner of expenditure of the dues that are received provided, however, that such expenditures shall not jeopardize the nonprofit status of the Hospital, System, or any System Member.

13.4 CONFLICT MANAGEMENT PROCESS

Any conflict between the Organized Medical Staff, the Medical Executive Committee, and/or Governing Body will be resolved using the mechanisms noted below:

Each Member of the Organized Medical Staff with voting privileges may challenge any Rule, Regulation or Policy established by the Medical Executive Committee through the following process:

a. Submission of written notification to the President of the Medical Staff of the challenge and the basis for the challenge including any recommended changes to the Rule and Regulation or Policy.

b. At the meeting of the Medical Executive Committee that follows such notification, the Medical Executive Committee shall discuss the challenge and determine if any changes will be made to the Rule, Regulation or Policy.

c. If changes are adopted, they will be communicated to the Medical Staff, at such time Members of the Organized Medical Staff with voting privileges may submit written notification of any further challenge(s) to the Rule, Regulation, or Policy to the President of the Medical Staff.

d. In response to a written challenge to a Rule, Regulation, or Policy, the Medical Executive Committee may, but is not required to, appoint a task force to address concerns raised by the challenge.

e. If a task force is appointed, following the recommendations of such task force, the Medical Executive Committee will take final action on the Rule or Policy.

f. Once the Medical Executive Committee has taken final action in response to the challenge, with or without recommendations from a task force, any Medical Staff Member may submit a petition signed by twenty-five percent (25%) of the Members of the Organized Medical Staff with voting privileges requesting review and possible change of the Rule, Regulation, or Policy. Upon presentation of such petition, the adoption procedure outlined in this Article will be followed.

If the Medical Staff votes to recommend directly to the Governing Body an amendment to the Bylaws, Rules or Regulations, or Policy that is different from what has been recommended by the Medical Executive Committee, the following process shall be followed:
a. The Medical Executive Committee shall have the option of appointing a task force to review the differing recommendations of the Medical Executive Committee and the Medical Staff, and recommend language to the Bylaws, Rules and Regulations, or Policy that is agreeable to both the Medical Staff and the Medical Executive Committee.

b. Whether or not the Medical Executive Committee adopts modified language, the medical Staff shall have the opportunity to recommend directly to the Governing Body alternative language. If the Governing Body receives differing recommendations for Bylaws, Rules and Regulations, or Policy from the Medical Executive Committee and the Medical Staff, the Governing Body shall have the option of appointing a task force of the Board to study the basis of the differing recommendations and to recommend appropriate Board action. Whether or not the Governing Body appoints such a task force, the Governing Body shall have final authority to resolve the differences between the Organized Medical Staff and the Medical Executive Committee.

c. At any point in the process of addressing a disagreement between the Organized Medical Staff and the Medical Executive Committee regarding the Bylaws, Rules and Regulations, or Policy, the Organized Medical Staff, Medical Executive Committee, or Governing Body shall each have the right to recommend utilization of an outside resource to assist in addressing the disagreement. The final decision regarding whether or not to utilize an outside resource, and the process that will be followed in so doing, is the responsibility of the Governing Body.
ARTICLE 14: ADOPTION AND AMENDMENT OF BYLAWS

14.1 MEDICAL STAFF RESPONSIBILITY AND AUTHORITY

14.1.1. The Organized Medical Staff shall have the initial responsibility and delegated authority to formulate, adopt, and recommend Medical Staff Bylaws and amendments which shall be effective when approved by the Governing Body. Such responsibility and authority shall be exercised in good faith and in a reasonable, timely, and responsible manner, reflecting the interests of providing patient care of the generally recognized level of quality and efficiency, and maintaining a harmony of purpose and effort with the Governing Body.

14.1.2. Amendments to these Medical Staff Bylaws shall be originated and submitted for vote upon the request of the Medical Executive Committee or upon receipt of a petition signed by at least (twenty-five) 25 percent of the Organized Medical Staff Voting Members. When proposed by the Medical Executive Committee, there will be communication to the Organized Medical Staff before a vote is taken by the Medical Executive Committee. When proposed by the Organized Medical Staff there will be communication of the proposed amendment to the Medical Executive Committee before a vote is taken by the Organized Medical Staff Voting Members.

14.2 METHODOLOGY

Medical Staff Bylaws may be adopted, amended, or repealed by the following combined actions:

14.2.1. The affirmative vote of two-thirds of the Medical Staff Members who are eligible to vote. Voting on bylaws or amendments shall be by mail or electronically transmitted secret ballot. A ballot shall be mailed or electronically transmitted to each Member who is eligible to vote and have a return date that is at least 15 days after the date the ballot was mailed or sent. The ballot shall be accompanied by the proposed bylaws and/or alterations. Ballots that are not returned are deemed to be a vote to approve the proposed amendment. The ballots shall be counted by the Chief Medical Officer and the President or their designees.

14.2.2. The approval of the Governing Body, which shall not be unreasonably withheld. If approval is withheld, the reasons for doing so shall be specified by the Governing Body in writing, and shall be forwarded to the President and the Medical Executive Committee.

Neither the Medical Staff nor the Governing Body may unilaterally amend these Medical Staff Bylaws. However, in recognition of the ultimate legal and fiduciary responsibility of the Governing Body, the organized Medical Staff acknowledges, in the event the Medical Staff has unreasonably failed to exercise its responsibility and after notice from the Governing Body to such effect including a reasonable period of time for response, the Governing Body may impose conditions on the Medical Staff that are reasonably required to comply with applicable law, for continued state licensure, approval by accrediting bodies, or to comply with a court judgment. In such event, Medical Staff recommendations and views shall be carefully considered by the Governing Body in its actions.

14.3 TECHNICAL AND EDITORIAL AMENDMENTS

The Medical Executive Committee shall have the power to adopt such amendments to the Medical Staff Bylaws as are, in its judgment, technical modifications or clarifications, reorganization or renumbering of the Medical Staff Bylaws, or amendments made necessary because of punctuation, spelling, or other errors of grammar or expression, or inaccurate cross-references. The action to amend may be taken by motion and acted upon in the same manner as any other motion before the Medical Executive Committee. After approval, the substance of such amendments shall be communicated to the Medical Staff and the Governing Body. Such amendments shall be effective immediately and shall be permanent if not disapproved by the Medical Staff or the Governing Body within 90 days after adoption by the Medical Executive Committee. The action to amend may be taken by motion and acted upon in the same manner as any other motion before the Medical Executive Committee.
14.4 PERIODIC REVIEW

The Medical Executive Committee shall periodically review the Medical Staff Bylaws, at least every three (3) years. Any amendments shall be subject to Sections 14.1.2 and 14.1.3.

ADOPTED BY THE MEDICAL EXECUTIVE COMMITTEE EXEMPLA LUTHERAN MEDICAL CENTER AND THE EXEMPLA, INC. BOARD OF DIRECTORS

__________________________________  ________________________
Medical Executive Committee            Date

__________________________________  ________________________
Board of Directors                     Date

Title