

SHANDS AT STARKE
MEDICAL STAFF BYLAWS

**Adopted by Shands Teaching Hospital And Clinics, Inc.
Board of Directors February 23, 2000**

Paul M. Rosenberg, Secretary

Approved with Revisions: January 15, 2008

TABLE OF CONTENTS

DEFINITIONS.....	1
ARTICLE I. MEDICAL STAFF MEMBERSHIP	2
SECTION 1. PURPOSE.....	2
SECTION 2. NATURE OF MEDICAL STAFF MEMBERSHIP	2
SECTION 3. QUALIFICATIONS FOR MEMBERSHIP	2
SECTION 4. NONDISCRIMINATION	3
SECTION 5. CONDITIONS AND DURATION OF APPOINTMENT	3
SECTION 6. RESPONSIBILITIES OF EACH MEMBER.....	4
SECTION 7. MEDICAL STAFF MEMBER RIGHTS	4
ARTICLE II. CATEGORIES OF THE MEDICAL STAFF	5
SECTION 1. THE ACTIVE CATEGORY	5
SECTION 2. THE CONSULTING CATEGORY	5
SECTION 3. THE COURTESY CATEGORY	6
SECTION 4. THE HONORARY CATEGORY.....	7
SECTION 5. THE HOSPITAL-BASED PHYSICIAN CATEGORY.....	7
ARTICLE III. OFFICERS.....	7
SECTION 1. OFFICERS OF THE MEDICAL STAFF	7
SECTION 2. QUALIFICATIONS OF OFFICERS.....	8
SECTION 3. ELECTION OF OFFICERS	8
SECTION 4. TERM OF OFFICE.....	8
SECTION 5. VACANCIES OF OFFICE.....	8
SECTION 6. DUTIES OF OFFICERS.....	8
SECTION 7. REMOVAL FROM OFFICE.....	10
ARTICLE IV. MEDICAL STAFF ORGANIZATION AND FUNCTIONS.....	10
SECTION 1. UTILIZATION MANAGEMENT	11
SECTION 2. MEDICAL RECORDS.....	11
SECTION 3. TISSUE REVIEW	11
SECTION 4. BLOOD UTILIZATION REVIEW	11
SECTION 5. PHARMACY AND THERAPEUTIC USE.....	12
SECTION 6. INFECTION CONTROL	12
ARTICLE V. COMMITTEES	12
SECTION 1. DESIGNATION AND SUBSTITUTION	12
SECTION 2. EXECUTIVE COMMITTEE	12
SECTION 3. ADDITIONAL COMMITTEES.....	14
ARTICLE VI. MEETINGS	14
SECTION 1. MEDICAL STAFF MEETINGS	15
SECTION 2. COMMITTEE MEETINGS	15
SECTION 3. QUORUM.....	15
SECTION 4. ATTENDANCE REQUIREMENTS.....	16
SECTION 5. PARTICIPATION BY CHIEF EXECUTIVE OFFICER	16
SECTION 6. NOTICE OF MEETINGS.....	16

SECTION 7. ACTION AT MEETINGS	17
SECTION 8. MINUTES	17
ARTICLE VII. REVIEW, REVISION, ADOPTION AND AMENDMENT	17
SECTION 1. MEDICAL STAFF RESPONSIBILITY.....	17
SECTION 2. METHODS OF ADOPTION AND AMENDMENT	17
SECTION 3. RELATED PROTOCOLS AND MANUALS	18

DEFINITIONS

1. “Administrator”: the Administrator of Shands at Starke.
2. “Allied Health Professional”: an individual, not a member of the Medical Staff, who is trained in some aspect of the evaluation or treatment of human illness and who is allowed to provide specified services to patients as defined in the Medical Staff Rules and Regulations and/or other Medical Staff or Hospital policies.
3. “Chief Executive Officer”: the CEO of Shands HealthCare.
4. “Ex-officio”: a non-voting member of a committee.
5. “Executive Committee”: a committee of the Medical Staff consisting of the officers of the Medical Staff and other members as described in Article V, Section 2.
6. “Medical Staff”: medical and osteopathic physicians, dentists and podiatrists who have met the requirements of these bylaws and who have received an appointment by the Board.

ARTICLE I. MEDICAL STAFF MEMBERSHIP

SECTION 1. PURPOSE

The purpose of these Medical Staff Bylaws is to bring the physicians, dentists and podiatrists who practice at the Shands at Starke together into a cohesive body to promote quality patient care. This Medical Staff will be responsible for the quality and appropriateness of the professional performance and ethical conduct of the Medical Staff and accountable for such to the Shands HealthCare Board of Directors.

SECTION 2. NATURE OF MEDICAL STAFF MEMBERSHIP

Membership on the Medical Staff is a privilege which shall be extended only to professionally competent practitioners who continuously meet the qualifications, standards and requirements set forth in these bylaws and associated policies of the Medical Staff, the Hospital and Shands HealthCare.

SECTION 3. QUALIFICATIONS FOR MEMBERSHIP

A. Minimum Required Qualifications: Only physicians, dentists, and podiatrists who can document:

- Current, valid, unrestricted, Florida license or medical faculty certificate/dental faculty teaching permit;
- Current, valid Florida and federal drug enforcement registration(s) (if required);
- Experience, education, training and judgment;
- Demonstrated clinical performance and current competence;
- Adherence to professional ethics and demonstrate conduct in accordance with the mission and philosophy of Shands HealthCare;
- Ability to care for patients safely and effectively;
- Reasonable communication skills;
- Professional liability insurance of a type and in an amount established by the Board of Directors;
- Completion of an Accreditation Council for Graduate Medical Education (ACGME), American Osteopathic Association (AOA), American Podiatric Medical Association (APMA), or American Dental Association (ADA) approved residency.

- Board certification by the appropriate specialty board of the American Board of Medical Specialties, American Osteopathic Association, or the American Dental Association or, for those having recently completed residency or fellowship programs, admissibility to take the appropriate certification examination and subsequent certification within five (5) years of appointment; unless such requirement is waived by the Board in consideration of the specific competence and experience of a particular practitioner or other extraordinary circumstances. Practitioners appointed to the medical staff prior to the date of adoption of these Bylaws are exempt from the above requirement, except for those practitioners who were appointed subject to the requirement that they pass the certification examination within 5 years of their appointment.
- Ability to work harmoniously with others so that all patients treated by them will receive quality care and the Hospital and its Medical Staff will be able to operate in an orderly manner.
- Are located in sufficient proximity to the Hospital to be able to provide continuity of quality care to their patients at the Hospital.

B. Waivers to the above may be granted only by the Board.

C. No practitioner shall be entitled to membership on the Medical Staff or to exercise particular clinical privileges merely by virtue of licensure, certification by or membership in any professional organization, or privileges at any other healthcare organization.

SECTION 4. NONDISCRIMINATION

Shands HealthCare will not discriminate in granting staff appointment and/or clinical privileges on the basis of ancestry, race, gender, national origin, faith or handicap unrelated to the provision of patient care.

SECTION 5. CONDITIONS AND DURATION OF APPOINTMENT

- Initial appointments and reappointments to the Medical Staff shall be made by the Shands HealthCare Board of Directors. The Board shall act on appointments and reappointments only after there has been a recommendation from the Executive Committee of the Medical Staff (“the Executive Committee”).
- Appointments to the Medical Staff will be for no more than twenty-four calendar months and may be shorter.
- Appointees to the Medical Staff shall pay annual staff dues to the Hospital’s Medical Staff account as may be required by the Medical Staff and approved by the Board from time to time.

SECTION 6. RESPONSIBILITIES OF EACH MEMBER

- A. Each staff member must provide appropriate, timely and continuous care of her/his patients, shall be responsible for the actions of other physicians, dentists, podiatrists, and allied health professionals under her/his supervision, and shall discharge in a responsible and cooperative manner the responsibilities and assignments associated with Medical Staff membership.
- B. Each staff member must participate, if assigned, in quality/performance improvement activities and in discharging other staff functions as may be required from time to time.
- C. Each staff member must abide by and comply with the bylaws, policies, procedures, and rules and regulations of Shands HealthCare, the Hospital, and the Medical Staff.
- D. Each staff member must comply with relevant provisions concerning appointment and clinical privileges contained in the policy on appointment and clinical privileges approved by the Executive Committee and the Board. Such policy, when approved, is hereby incorporated by reference and made part of this document.
- E. Each staff member must, upon request of the Hospital or its Medical Staff, and in accordance with federal and state law and the Hospital's call schedules, provide appropriate and necessary emergency medical treatment, within the scope of such practitioner's privileges, to a patient seeking such treatment, regardless of such patient's ability to pay.

SECTION 7. MEDICAL STAFF MEMBER RIGHTS

- A. Each practitioner on the Medical Staff has the right to an audience with the Executive Committee upon presentation of a written request.
- B. Any practitioner may initiate a petition for a general staff meeting. Upon presentation of a petition signed by thirty-five percent (35%) of the Active Staff, the Executive Committee will schedule a general staff meeting for the specific purpose addressed by the petitioners. No business other than that in the petition may be transacted. (See Article VI, Section 1.)
- C. Any practitioner may propose a change of any rule or policy established by the Executive Committee by submitting a petition signed by thirty-five percent (35%) of the Active Staff. When such petition has been received by the Executive Committee, it will notify the Board and either (1) provide the petitioners with information clarifying the intent of such rule, regulation or policy and/or (2) schedule a meeting with the petitioners to discuss the issues.

- D. This Article does not pertain to issues involving disciplinary action, denial of requests for appointment or clinical privileges or any other matter relating to individual membership or privileging actions. The fair hearing procedures of the policy on appointment provide detailed recourse in these matters.

ARTICLE II. CATEGORIES OF THE MEDICAL STAFF

SECTION 1. THE ACTIVE CATEGORY

Qualifications: The Active category shall consist of Medical Staff members who have been advanced from provisional status and who are involved in the treatment of at least twelve (12) patients in the Hospital per year. Appointees to the Active category must demonstrate a commitment to participation in the Hospital community by assuming all the responsibilities of appointment to the Active staff.

Prerogatives: Appointees to the Active category may:

- A. Exercise such clinical privileges, including admitting privileges, as are granted by the Board of Directors.
- B. Vote on all matters presented by the Medical Staff and by the appropriate committee of which s/he is a member.

Responsibilities: Appointees to the Active category shall:

- A. Actively participate in the organizational and administrative affairs of the Medical Staff, including, but not limited to: quality/performance improvement; risk management and monitoring activities; voting; committee/departamental meetings.
- B. Serve on Medical Staff/departamental committees as a member and/or chairperson, and hold office, as assigned, appointed or elected in accordance with these Bylaws or other medical staff rules and regulations and discharge other staff functions as may be required from time to time.
- C. Care for unassigned patients and participate in the on-call coverage of the emergency service and other coverage programs as specified in the rules and regulations.
- D. Fulfill any meeting attendance requirements as established by the Medical Staff.

SECTION 2. THE CONSULTING CATEGORY

Qualifications: The Consulting category is reserved for practitioners who are in specialties of recognized professional ability and expertise not otherwise available on the Active Staff and do not meet the eligibility requirements for the Active category. They shall be appointed for the specific purpose of providing consultation in the diagnosis and treatment of patients.

Prerogatives: Appointees to this category may:

- A. Exercise such clinical privileges, except admitting privileges, as are granted by the Board of Directors.
- B. Attend meetings of the Medical Staff and medical staff committees, and any Medical Staff or Hospital education programs.

Responsibilities: Appointees to the Consulting category shall:

- A. Participate in quality/performance improvement; risk management and monitoring activities.
- B. Assist Shands HealthCare in the fulfillment of its mission.

SECTION 3. THE COURTESY CATEGORY

Qualifications: The Courtesy category is reserved for practitioners who do not meet the eligibility requirements for either the Active or Consulting category, but who occasionally provide services to patients admitted to the hospital. Courtesy staff who request clinical privileges, except for dentists, must hold an Active Staff appointment at another hospital. Courtesy Staff may not provide services to more than 12 patients per year.

Prerogatives: Appointees to this category may:

- A. Exercise such clinical privileges as are granted by the Board of Directors. Except for Courtesy Staff appointees who provide emergency call coverage for appointees of the Active Medical Staff, Courtesy Staff appointees shall not have admitting privileges. Courtesy Staff appointees who provide emergency call coverage may admit patients who are seen in the Emergency Department to the service of the Active Staff appointee for whom they are taking call.
- B. Attend meetings of the Medical Staff and medical staff committees, and any Medical Staff or Hospital education programs.

Responsibilities: Appointees to the Courtesy category shall:

- A. Participate in quality/performance improvement; risk management and monitoring activities.
- B. Assist Shands HealthCare in the fulfillment of its mission.

SECTION 4. THE HONORARY CATEGORY

The Honorary category is restricted to those individuals the Board and Medical Staff wish to honor. Such staff appointees are not eligible for clinical privileges. They may attend Medical Staff meetings, be involved in teaching, and continuing medical education activities, and may be appointed to committees. They shall not hold office.

SECTION 5. THE HOSPITAL-BASED PHYSICIAN CATEGORY

The Hospital-Based Physician category consists of those Medical Staff appointees who only provide Emergency, Radiology, Anesthesiology or Pathology Services at the Hospital.

Prerogatives: Appointees to this category may:

- A. Exercise such clinical privileges, except admitting privileges, as are granted by the Board of Directors.
- B. Attend meetings of the Medical Staff and Medical Staff committees, and any Medical Staff or Hospital education programs. The Hospital appointed Director of each such specialty (or her/his designee) shall attend Medical Staff meetings.

Responsibilities: Appointees to the Hospital-Based Physician category shall:

- A. Participate in quality/performance improvement; risk management and monitoring activities.
- B. Assist Shands HealthCare in the fulfillment of its mission.

ARTICLE III. OFFICERS

SECTION 1. OFFICERS OF THE MEDICAL STAFF

The officers of the Medical Staff shall be:

- A. Chief of Staff
- B. Vice Chief of Staff
- C. Secretary-Treasurer

SECTION 2. QUALIFICATIONS OF OFFICERS

Officers must be members in good standing of the Active Staff, have previously actively served on a Medical Staff committee, indicate a willingness and ability to serve, and have excellent administrative and communication skills.

SECTION 3. ELECTION OF OFFICERS

- A. Officers shall be elected the last Medical Staff meeting of the appropriate calendar year. The Chief of Staff will prepare a slate of officers for presentation to the Active Staff, taking into consideration the rotation of Active Staff members and the representation of members for the officer positions.
- B. The Chief of Staff will present the prepared slate at the last Medical Staff meeting of the year, and nominations may also be made from the floor.
- C. Officers shall be elected by ballot vote of all members of the Active Staff in attendance at the meeting. To be elected, the candidate must receive a majority of the returned votes.
- D. All officers must be confirmed by the Board.

SECTION 4. TERM OF OFFICE

All officers serve a term of **2** years. Officers shall take office on the first day of the calendar year.

SECTION 5. VACANCIES OF OFFICE

If there is a vacancy in the office of the Chief of Staff prior to the expiration of the term, the Vice Chief of Staff shall assume the duties and authority of the Chief of Staff for the remainder of the unexpired term. A vacancy in the office of Vice Chief, Secretary-Treasurer shall be filled for the remainder of the unexpired term by election of the Active Staff at the next Medical Staff meeting following the vacancy.

SECTION 6. DUTIES OF OFFICERS

- A. Chief of Staff - The Chief of Staff shall:

- (1) serve as the chief medico-administrative officer of the Hospital and work in coordination with Hospital management in matters of mutual concern involving the Hospital;
- (2) call, preside at, and be responsible for the agenda of all general meetings of the Medical Staff;
- (3) make recommendations to the Board for appointment of committee chairpersons and members, in accordance with the provisions of these bylaws, to all Medical Staff committees;
- (4) serve as Chairperson of the Executive Committee;
- (5) take administrative actions for the Executive Committee, when necessary, in between meetings;
- (6) serve as ex-officio member of all Medical Staff committees other than the Medical Executive Committee;
- (7) represent the views, needs, and grievances of the Medical Staff and report on the medical activities of the staff to the Board and the Administrator;
- (8) be responsible for the application and enforcement of the bylaws, policies, and rules and regulations of the Hospital and its Medical Staff;
- (9) be responsible for compliance by the Medical Staff with all requirements of applicable licensure, accreditation, and regulatory agencies dealing with the Hospital;
- (10) be a signatory to the Hospital's Medical Staff account; and
- (11) be responsible to the Board, through the Administrator, for the quality of medical care provided to patients in the Hospital, and for the professional practices of Medical Staff members.

B. Vice Chief of Staff – The Vice Chief of Staff shall:

- (1) assume all the duties and have the authority of the Chief of Staff in the absence of the Chief of Staff;
- (2) serve on the Medical Executive Committee;
- (3) automatically succeed the Chief of Staff, should the office of Chief of Staff become vacant for any reason during the Chief of Staff's term of office; and
- (4) perform such further duties to assist the Chief of Staff as the Chief of Staff may from time to time request.

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

- (1) keep accurate and complete minutes of all staff and Executive Committee meetings;
- (2) collect staff dues and funds, be a signatory to the Medical Staff account, and make disbursements authorized by the Executive Committee or its designees;

- (3) where there are funds to be accounted for, s/he shall make the accounting;
- (4) in an emergency, should both the Chief of Staff and the Vice Chief of Staff be unavailable, assume temporarily the duties of the Chief of Staff; and
- (5) call meetings on order of the Chief of Staff, attend to all correspondence and perform such other duties as pertain to the office of the Secretary-Treasurer.

SECTION 7. REMOVAL FROM OFFICE

The Medical Staff may remove any officer from office by petition of thirty-five percent (35%) of the members of the Active Staff, a subsequent two-thirds (2/3) affirmative vote by ballot of the Active Staff, and approval by the Executive Committee and Board. Removal shall be for failure to conduct those responsibilities assigned within these Bylaws or other policies and procedures of the Medical Staff; an automatic or summary suspension; or for conduct that is damaging to Shands HealthCare, its goals, or programs. The Board may remove any officer from office for the above noted conduct by its own motion, but only after consultation with a majority of the Executive Committee.

ARTICLE IV. MEDICAL STAFF ORGANIZATION AND FUNCTIONS

The Medical Staff of Shands at Starke may have optional clinical departments or sections. Optional clinical departments/sections may perform any of the following activities:

- A. Continuing education
- B. Grand rounds
- C. Discussion of policies
- D. Discussion of equipment needs
- E. Development of recommendations for the Executive Committee
- F. Participation in the development of criteria for clinical privileges
- G. Quality Assurance and Performance Improvement activities.

The following functions shall be performed by the Medical Staff either as a committee of the whole or through individual standing or ad hoc committees appointed pursuant to Article V. Any function required to be performed by these bylaws which is not assigned to a standing or ad hoc committee shall be performed by the Medical Staff as a committee of the whole.

SECTION 1. UTILIZATION MANAGEMENT

The Medical Staff is responsible for reviewing hospital admissions with respect to need for admission, length of stay, discharge practices and evaluation of the services ordered and provided. In particular the Medical Staff shall:

- A. Monitor utilization to evaluate over-utilization, under-utilization and the efficient use of the hospital's resources;
- B. Formulate a written utilization review plan for the hospital, to be approved by the Medical Staff, the Administrator, and the Board. Such plan shall be in accordance with all applicable accreditation, regulatory and third party payor requirements; and
- C. Evaluate the medical necessity for continued hospital services for particular patients, where appropriate, and make recommendations on the same to the attending physician, the Medical Staff, and the Administrator. No physician shall have review responsibility for any extended stay cases in which the physician was professionally involved.

SECTION 2. MEDICAL RECORDS

The Medical Staff shall:

- A. Assure that medical records currently maintained describe the condition, treatment, and progress of a patient in sufficient completeness to assure transferable comprehension of the case at any time;
- B. Conduct periodic reviews of summary information regarding the timely completion of all medical records.

SECTION 3. TISSUE REVIEW

The Medical Staff shall conduct a comprehensive review to examine justification of surgery performed, whether tissue was removed or not, and to evaluate the acceptability of the procedure chosen. Specific consideration shall be given to the agreement or disagreement of the pre-operative and post-operative (including pathological) diagnoses. Written reports shall be maintained reflecting the results of all evaluations performed and actions taken.

SECTION 4. BLOOD UTILIZATION REVIEW

The Medical Staff shall review blood transfusions for proper utilization, particular attention being given to the use of whole blood versus component blood elements. Each actual or suspected transmission reaction shall be evaluated and a report completed. The evaluation

of blood use should include a review of the amount of blood requested, the amount used, and the amount of wastage.

SECTION 5. PHARMACY AND THERAPEUTIC USE

The Medical Staff is responsible for surveillance of pharmacy and therapeutic policies and practices within the Hospital. The Medical Staff shall:

- A. Review the appropriateness of empiric and therapeutic use of drugs through the analysis of individual or aggregate patterns of drug practice.
- B. Develop and recommend to the Board procedures relating to the selection, distribution, handling, use and administration of drugs and diagnostic testing materials;
- C. Review all significant untoward drug reactions;
- D. Maintain a formulary or drug list; and
- E. Review the appropriateness, safety, and effectiveness of the prophylactic, empiric and therapeutic use of antibiotics in the Hospital.

SECTION 6. INFECTION CONTROL

The Medical Staff is responsible for surveillance of Hospital infection potentials, review and analysis of actual cases, the promotion of a preventive and corrective program designed to minimize infection hazards, and the supervision of infection control in all phases of the Hospital's activities.

ARTICLE V. COMMITTEES

SECTION 1. DESIGNATION AND SUBSTITUTION

There shall be an Executive Committee and such other standing and ad hoc committees as established by the Executive Committee. Those functions requiring participation of, rather than direct oversight by, the staff may be discharged by Medical Staff representation on such Hospital committees as are established to perform such functions.

SECTION 2. EXECUTIVE COMMITTEE

COMPOSITION: The Executive Committee shall consist of the officers of the Medical Staff and one member-at-large. Ex-officio members will be the CEO of Shands HealthCare

or her/his designee and the Chief Nursing Officer or her/his designee. The Chief of Staff will be the chairperson of the Executive Committee.

MEMBERS AT LARGE: The member-at-large shall be a member of the Active Staff and appointed by the Chief of Staff.

DUTIES: The duties of the Executive Committee shall be to:

- A. Receive and act upon reports and recommendations concerning patient care quality and appropriateness of reviews, evaluation and monitoring functions, and the discharge of delegated administrative responsibilities, and recommend to the Board specific programs and systems to fulfill these functions;
- B. Coordinate the activities of and implement the policies adopted by clinical sections and/or the Medical Staff;
- C. Review the credentials of all applicants for Medical Staff appointment, reappointment, and clinical privileges; investigate and interview such applicants as may be necessary; and submit recommendations to the Board concerning all matters relating to appointments, reappointments, staff category, clinical privileges and corrective action;
- D. Review the credentials of all applicants for scope of practice/clinical privileges as allied health professionals; investigate and interview such applicants as may be necessary; and make report of its findings and recommendations to the Board concerning such applications.
- E. Review the Hospital's criteria for granting privileges and the application forms relating to Medical Staff appointment, reappointment and other credentialing matters, and make recommendations regarding same to the Board.
- F. Account to the Board and to the staff for the overall quality and efficiency of patient care in the Hospital and the participation of the medical staff in organization performance improvement activities;
- G. Take reasonable steps to encourage professionally ethical conduct and competent clinical performance on the part of staff appointees, including initiating investigations and initiating and pursuing correction action, when warranted;
- H. Make recommendations to the Board on medico-administrative and Hospital management matters;
- I. Keep the Medical Staff up-to-date concerning the licensure and accreditation status of the Hospital;
- J. Consistent with the mission and philosophy of the Hospital, participate in identifying community health needs and in setting Hospital goals and implementing programs to meet those needs;

- K. Represent and act on behalf of the Medical Staff, subject to such limitations as may be imposed by these Bylaws;
- L. Formulate and/or recommend to the Board Medical Staff Rules, Policies and Procedures; and
- M. Review the Medical Staff bylaws, policy on appointment, rules and regulations and associated documents at least biennially and recommend such changes thereto as may be necessary or desirable;
- N. Make recommendations concerning the structure of the Medical Staff, the mechanism by which Medical Staff membership may be terminated and the mechanisms for fair hearing procedures.

MEETINGS: The Executive Committee shall meet at least bimonthly. Permanent records of its proceedings and actions shall be maintained.

SECTION 3. ADDITIONAL COMMITTEES

Additional standing or ad hoc committees may be established by the Executive Committee as are necessary for the Medical Staff to carry out its various functions effectively.

- A. Unless otherwise provided for in these bylaws, all committee chairpersons will be appointed by the Board, from the Active Staff, after considering recommendations from the Chief of Staff. Chairpersons shall be appointed for an initial term of one year, at the beginning of a calendar year. A chairperson may be reappointed for additional terms without limitation.
- B. Except as otherwise provided for in these bylaws, committee members shall be appointed by the Chief of Staff, in consultation with the Administrator, for one year terms, at the beginning of a calendar year. Committee members may be reappointed for consecutive terms without limit.

ARTICLE VI. MEETINGS

Except as otherwise specified, the action of a majority of the members present and voting at a meeting at which a quorum is present is the action of the group. Action may be taken without a meeting by the Staff or Committee by presentation of the question to each member eligible to vote, in person or by mail, and their vote recorded. Such vote shall be binding so long as the question is voted on by at least the number of voting members of the group that could constitute a quorum. Written proxies will be allowed.

SECTION 1. MEDICAL STAFF MEETINGS

- A. An Annual Meeting of the Medical Staff shall be held. Written notice of the meeting shall be sent to all Medical Staff members and conspicuously posted.
- B. The Medical Staff shall hold regular meetings no less than quarterly, for the purpose of reviewing and evaluating reports and recommendations, and to act on any other matters placed on the agenda by the Chief of Staff. One of these meetings shall be the Annual Meeting. The meeting dates will be set at the beginning of the calendar year by the Chief of Staff.
- C. The Chief of Staff may call a Special Meeting of the Medical Staff at any time. The Chief of Staff shall call a special meeting within 20 days after receipt of a written request therefore signed by a majority of the Medical Staff, or upon a resolution by the Executive Committee. Such request or resolution shall state the purpose of the meeting. The Chief of Staff shall designate the time and place of any Special Meeting.
- D. Written or printed notice stating the time, place and purposes of any Special Meeting of the Medical Staff shall be conspicuously posted and shall be sent to each member of the Medical Staff at least 7 days before the date of such meeting, except as provided in Section 6 for emergency special meetings. No business shall be transacted at any Special Meeting except that stated in the notice of such meeting.

SECTION 2. COMMITTEE MEETINGS

- A. Committees may, by resolution, provide the time for holding regular meetings without notice other than such resolution. Section chairs shall hold meetings as needed to carry out section business.
- B. A special meeting of any committee may be called by or at the request of the chairperson or by the Chief of Staff.

SECTION 3. QUORUM

Medical Staff Meetings: Those present and voting shall constitute a quorum.

Executive Committee Meetings: Fifty percent (50%) of the voting members of the committee.

Committee/Department Meetings: Those present and voting shall constitute a quorum.

SECTION 4. ATTENDANCE REQUIREMENTS

Each Active Staff appointee is required to attend the Annual Meeting and at least fifty percent (50%) of other regular Medical Staff meetings. Attendance at Medical Staff meetings will be used in evaluating practitioners at the time of reappointment. Consulting and Courtesy staff appointees are expected to attend and participate in Medical Staff meetings unless unavoidably prevented from doing so; such attendance is not however required as a condition of continued staff appointment.

Executive Committee Meetings: Members of the Executive Committee are expected to attend at least fifty percent (50%) of the meetings held.

SECTION 5. PARTICIPATION BY CHIEF EXECUTIVE OFFICER

The Chief Executive Officer or any representative assigned by the Chief Executive Officer may attend any committee meeting of the Medical Staff.

SECTION 6. NOTICE OF MEETINGS

Written notice stating the date, time and place of any Special Meeting or of any regular meeting not held pursuant to resolution shall be delivered or sent to each member of the committee not less than seven (7) days before the time of such meeting by the person or persons calling the meeting, or posted conspicuously at least five (5) days in advance of the meeting. Notice regarding the Annual Meeting shall be delivered or sent to each staff member at least two (2) weeks before the time of such meeting.

If an emergency special meeting is deemed necessary by the Chief of Staff or other appropriate chair, such emergency special meeting may be held upon 2 days written or verbal notice and conspicuous posting.

If notice is sent by mail, it shall be deemed delivered when deposited, postage prepaid, in the US mail, addressed to the member at her/his address as it appears on the records of the Hospital. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting.

SECTION 7. ACTION AT MEETINGS

The recommendation of a majority of voting members present at a meeting at which a quorum is present shall be the action of a committee/the Medical Staff. Such recommendation will then be forwarded to the Executive Committee for final action.

SECTION 8. MINUTES

Minutes of each regular and special meeting of a committee or the Medical Staff 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 and copies thereof shall be submitted to the Executive or other designated committee. A permanent file of the minutes of each meeting shall be maintained.

ARTICLE VII. REVIEW, REVISION, ADOPTION AND AMENDMENT

SECTION 1. MEDICAL STAFF RESPONSIBILITY

The Medical Staff, through its Executive Committee, shall be responsible for formulating, reviewing, and recommending to the Board Medical Staff bylaws, policies and amendments thereto, which shall be effective when approved by the Board. Such responsibility shall be exercised in good faith and in a reasonable, responsible and timely manner. This applies as well to the review, adoption and amendment of the related rules, policies and protocols developed to implement the various sections of these bylaws. Neither the Board nor the Medical Staff may unilaterally change the Medical Staff bylaws.

SECTION 2. METHODS OF ADOPTION AND AMENDMENT

- A. All proposed amendments, whether originated by the Executive Committee, another standing committee, or by a member of the Active Staff, must be reviewed and voted upon by the Executive Committee. Except as provided in D, favorable recommendations by the Executive Committee will be presented for a vote to the Medical Staff.
- B. The proposed amendment shall be conspicuously posted and/or distributed to all Active Staff at least 14 days prior to the distribution of the ballot.
- C. Each member of the Active Staff will be eligible to vote on the proposed amendment via printed ballot. An amendment will be deemed approved by a majority affirmative vote of the returned ballots.
- D. The Executive Committee may, without vote by the Medical Staff, adopt such amendments to the Bylaws as are, in the committee's judgment, technical or legal modifications or clarifications, reorganization or renumbering or due to punctuation,

spelling or other errors of grammar or expression. Such amendments shall be effective immediately upon approval by the Board.

- E. Any amendment recommended by the Executive Committee shall become effective only after approval by the Board.

SECTION 3. RELATED PROTOCOLS AND MANUALS

The Executive Committee may recommend to the Board, a Policy on Appointment and Clinical Privileges, any other policies or rules/regulations necessary to further define the general policies contained in these bylaws, and any changes to such documents or these Bylaws. Upon adoption by the Board, such policies, manuals and rules/regulations will be incorporated by reference and become part of these Bylaws.

The Medical Staff Rules and Regulations in effect at the time of adoption of these Bylaws are hereby readopted and shall remain in effect until such time as changes consistent with these Bylaws are recommended and adopted by the Board.