

UNION HOSPITAL
MEDICAL STAFF BYLAWS

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ARTICLE I
Definitions

The following definitions shall apply to terms used in these bylaws:

- (1) **“Allied Health Professional”** is an individual, not a member of the Medical Staff or a Union Hospital employee, who is trained in some aspect of the evaluation or treatment of human illness and who is allowed, after approval by the Credentials Committee, the Hospital president and CEO, and the Board of trustees to perform specified services to patients at Union Hospital under the responsibility and supervision of a Medical Staff member.
- (2) **“Board”** means the Board of Trustees of Union Hospital, who have the overall responsibility for the conduct of the Hospital, including the Medical Staff (is defined as the group responsible for conducting the ordinary business affairs of Union Hospital, which for purposes of these Bylaws and, except as the context otherwise requires, shall be deemed to act through the President and Chief Executive Officer of Union Hospital).
- (3) **“Executive Committee”** means the Executive Committee of the Medical Staff unless specifically written **“Executive Committee of the Board.”**
- (4) **“Medical Staff”** means all physicians, dentists, podiatrists and psychologists (holding licenses), who are given privileges to treat patients in the Hospital.
- (5) **“Physicians”** shall be interpreted to include both doctors of medicine and doctors of osteopathy.
- (6) Words used in these bylaws shall be read as the masculine, feminine or neuter gender, and as the single or plural, as the content requires. The captions or headings are for convenience only and are not intended to limit or define the scope or effect of any provision of these Bylaws.

ARTICLE II
Categories of the Medical Staff

Section 2.01. Appointments

All appointments to the Medical Staff shall be made by the Board; except as otherwise provided in this Article, and shall be to one of the following categories of the staff. All appointees shall be assigned to a specific department, but shall be eligible for clinical privileges in other departments as applied for and recommended pursuant to these Bylaws and approved by the Board.

Section 2.02. Active Staff

The Active Staff shall consist of those physicians, dentists, podiatrists and psychologists who agree to assume all the functions and responsibilities of appointment to the Active Staff, including, where appropriate, care for unassigned patients, emergency service care, consultation and teaching assignments and who intend to use Union Hospital as their primary hospital.

Union Hospital Active Staff physicians must participate in a minimum of ten (10) patient care activities (admissions, consultations, and/or surgeries) per two year credentialing period.

Physicians who fail to do so must provide alternative information of either 1) quality data from their primary hospital or 2) written recommendations from no less than three Union Hospital Active Staff physicians with whom the physician has a referral relationship. The inability to supply this information will result in the automatic transfer of that physician's staff status to Courtesy Staff or Community Active Staff.

Active Staff appointees shall be entitled to vote, hold office, serve on Medical Staff committees, and serve as chairmen of such committees. They shall be required to attend meetings as set forth in Section 6.01, paragraph D. Specific exemption from these

requirements may be requested and may be granted by recommendation of the Credentials Committee, and a majority vote of the Medical Executive Committee, if they are satisfied that the physician will provide continuous care to his or her patients, and perform the other functions and responsibilities of appointment to the Active Staff.

Section 2.03. Courtesy Staff

The Courtesy Staff shall consist of physicians, dentists, podiatrists and psychologists of demonstrated competence, qualified for staff appointment, who hold active staff privileges at another hospital, and who do not wish appointment to the Active Staff. The Courtesy Staff shall consist of those who intend to, during each appointment year, admit or operate on no more than 24 patients per year or 48 patients per each two-year reappointment period at the Hospital. Consultations and emergency department treatment shall not be included in the limitation. If during the two-year reappointment period, the physician exceeds 48 patient contacts, he/she shall apply for Active Staff.

No physician shall be on the Courtesy staff that is doing the majority of his hospital work at Union Hospital.

Courtesy Staff appointees shall be obligated to respond to emergency department calls for their private patients requiring emergency care at the Hospital. Courtesy Staff appointees shall reside within the limits of service area as defined by their specific department criteria. Courtesy Staff appointees shall have no Medical Staff committee responsibilities, may not vote and may not hold office. They are encouraged to attend staff and department meetings.

Section 2.04. Active/Community Based Staff

The Active/Community Based Staff shall consist of those qualified physicians, dentists, psychologists and podiatrists who desire to be associated with the Hospital, but who do not intend to establish a practice at this Hospital.

They shall not be granted clinical privileges and shall acknowledge that appointment as an Active/Community Based Staff member may be terminated by the Board upon recommendation of the Medical Executive Committee, without rights to the Hearing and Appeal procedures set forth in the Hearing and Appeals Manual.

Appointees may perform and dictate the preoperative history and physical examination into the Hospital record if otherwise qualified to do so according to the Medical Staff Credentials Manual. The following is required and will be documented on the history and physical.

- The physician performing the procedure has reviewed the submitted history and physical document.
- The physician performing the procedure has performed a second assessment to confirm the information and findings.
- The physician performing the procedure updates information and findings as necessary and the current physical/psychosocial status and appropriate organ specific findings.
- The physician performing the procedure signs and dates the information as an attestation to it being current.

Members of the Active/Community Based Staff may attend Medical Staff and department meetings without vote and shall not hold any Medical Staff office or serve as department chief or committee chair.

Section 2.05. Telemedicine Staff

Telemedicine is the exchange of medical information from one site to another via electronic communications for the purpose of improving patient care, treatment and services. The Board will approve the clinical services that will be provided through telemedicine upon the recommendations of the Medical Executive Committee.

Each appointee to the Telemedicine Staff shall be credentialed and granted privileges in accordance with the provisions of this policy in the same manner as any other applicant. Exception may be made if the following criteria are met:

1. Union Hospital, in providing telemedicine services to patients, has an agreement with the distant site hospital or distant site telemedicine entity and requires that the distant site meet the existing Medicare conditions of participation for credentialing and privileging decisions.
2. Union Hospital must ensure that:
 - a. The distant site hospital or entity is either a Medicare participating hospital, or its credentialing and privileging process and standards meet those in the Medicare conditions of participation;
 - b. The physician or practitioner is privileged at the distant site hospital or entity;
 - c. The physician or practitioner holds a license issued by the State Medical Board of Ohio, the state in which Union Hospital's patients are receiving the telemedicine services;
 - d. The physician or practitioner must possess current, valid professional liability insurance coverage in such amounts, containing such coverage and underwritten by such insurers as shall be required by the Union Hospital Board of Trustees from time to time; and
 - e. It reviews the exercise of telemedicine privileges at Union Hospital and provides this quality assurance/performance improvement information to the distant site hospital or entity for use in its periodic appraisal of the physician or practitioner.

Telemedicine privileges, if granted, shall be for a period of not more than two years.

Individuals granted telemedicine privileges shall be subject to the Union Hospital's performance improvement and peer review activities.

Section 2.06. Honorary Staff

The Honorary Staff shall consist of Medical Staff appointees who have retired from active hospital practice or other physicians, dentists, podiatrists or psychologists who are of outstanding reputation, not necessarily residing in the community. Persons appointed to the Honorary Staff shall not be eligible to admit or attend patients, to vote, to hold office or to serve on standing Medical Staff committees, but may be appointed to special committees. They may, but are not required to, attend any regular Medical Staff meetings.

Section 2.07. Visiting Professionals

Visiting Professionals shall include visiting podiatrists, medical students, interns, residents and other health professionals who visit Union Hospital for professional educational activities. They may not admit or attend patients and must be under the direct supervision of a member of the Active Medical Staff. Visiting Professionals shall also include proctors for educational purposes and/or for monitoring and evaluating activities of Medical Staff performance for Union Hospital. Persons appointed to the Visiting Professional Staff shall not be eligible to vote, to hold office or to serve on standing Medical Staff committees, but may be appointed to special committees.

ARTICLE III
Structure of the Medical Staff

Section 3.01. Medical Staff Year

The Medical Staff year commences on the 1st day of January and ends on the 31st day of December each year.

Section 3.02. Officers of the Medical Staff

The officers of the Medical Staff shall be:

- A. President;
- B. Vice President;
- C. Immediate Past President; and
- D. Secretary/Treasurer.

Section 3.03. Qualification of Medical Staff Leaders

Only those Active Staff appointees who satisfy the following criteria shall be eligible to serve as Medical Staff officers, Credentials Committee members, department chiefs and committee chairpersons:

- A. have been appointed in good standing to the Active Medical Staff of the Hospital for at least 3 years and continue so during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved;
- B. to be eligible to serve as department chief candidates must have completed Phase I of the Medical Staff Leadership program;
- C. candidates for vice president of the medical staff must have completed Phase II of the Medical Staff Leadership program;
- D. candidates for the medical staff president must have completed Phase III of the Medical Staff Leadership program;
- E. have no pending adverse recommendations concerning staff appointment or clinical privileges;
- F. have outstanding professional qualifications;

- G. shall not be presently serving as a medical staff or corporate officer, department chief or credentials committee chairperson at another hospital, and shall not so serve during the term of office;
- H. maintain an active clinical practice at the Hospital, using it as their primary hospital;
- I. have constructively participated in Medical Staff affairs, including quality review and peer review activities;
- J. have served actively on at least two Medical Staff committees;
- K. be willing to discharge faithfully the duties and responsibility of the position to which the individual is elected or appointed;
- L. be knowledgeable concerning the duties of the office;
- M. possess acceptable written and oral communication skills;
- N. possess and have demonstrated an ability for good interpersonal relationships; and
- O. must disclose in writing to the Nominating Committee, in the case of Medical Staff Officers, to the President of the Medical Staff relative to chairmanship of committees, and to the departments in the case of department chiefs, upon request, 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 Medical Staff.

All Medical Staff leaders must possess at least the above qualifications and maintain such qualifications during the term of office.

Section 3.04. The President

The President shall act with the Vice President of Medical Affairs/Chief Medical Officer in cooperation with the Chief Executive Officer in matters of mutual concern involving the Hospital; and will fulfill those duties specified in the Medical Staff Operations and Procedure Manual. The President shall be a voting member of the Board of Trustees of Union Hospital.

Section 3.05. Vice President

The Vice President shall assume all duties and have the authority of the President in the event of the President's temporary inability to perform due to illness, being out of the community or being unavailable for any other reason; perform such further duties to assist the President as the President may from time to time request; and fulfill those duties specified in the Medical Staff Operations and Procedure Manual. The Vice President shall be a voting member of the Board of Trustees of Union Hospital. The Vice President shall assume all duties for Medical Staff Leadership and Medical Staff Continuing Medical Education and shall appoint other medical staff members as required to assist him.

Section 3.06. Secretary/ Treasurer

The Secretary/Treasurer or his designee shall fulfill those duties specified in the Medical Staff Operations and Procedure Manual. The Secretary/Treasurer shall not be a member of the Board of Trustees of Union Hospital.

Section 3.07. Immediate Past President

The Immediate Past President shall serve on the Medical Executive Committee and perform such additional or special duties as shall be assigned to him by the President, the Medical Executive Committee or the Board. The Immediate Past President shall be a voting member of the Board of Trustees of Union Hospital.

Section 3.08. Election of Officers.

- A. At least three (3) months before the scheduled date of the next Medical Staff election, the President shall appoint a Nominating Committee consisting of Active Staff appointees. The Nominating Committee shall prepare a slate of nominees for each office to be filled at that election. Refer to the Medical Staff Operations and Procedure Manual.
- B. Nominations for officers of the Medical Staff shall be presented by the Nominating Committee to the Medical Executive Committee. The Medical

Executive Committee may make additions or changes to the Nominating Committee's recommendation, according to the majority vote of the Medical Executive Committee. The Medical Executive Committee approves the ballot to be sent for written secret mail ballot. The election of each officer shall become effective as soon as approved by the Board. Each officer shall then serve from the start of the next Medical Staff year for a term of two years or until a successor has been elected and the election approved by the Board.

- C. In any election, if there are three (3) or more candidates for an office and no candidate receives a majority, there shall be successive balloting such that the name of the candidate receiving the fewest votes is omitted from each successive slate until a majority of the voting members is obtained by one candidate.

Section 3.09. Removal of Officers

- A. Officers of the Medical Staff may be removed from office by a vote of approval of 75% of the Medical Staff Executive Committee for the following reasons.
 - 1. Failure to satisfy the criteria for qualification of officers.
 - 2. Failure to carry out their assigned or required duties.
 - 3. Inability to carry out the assigned duties for a period of at least 90 days.
 - 4. Conduct detrimental to the best interests of the Medical Staff and/or Hospital.

Section 3.10. Vacancies in Office

If there is a vacancy in the office of the President, prior to the expiration of the President's term, the Vice President shall assume the duties and authority of the President for the remainder of the unexpired term. If there is a vacancy in any other office, the Medical Executive Committee shall appoint another Active Staff appointee to serve out the remainder of the unexpired term. Such appointment will be effective when approved by the Board.

ARTICLE IV
Medical Staff Organization

Section 4.01. Organization of the Departments

The Medical Staff shall be organized into departments. Each department shall have a chief with overall responsibility for the supervision and satisfactory discharge of the functions of the department. All licensed independent practitioners are assigned to at least one clinical department and are granted clinical privileges that are relevant to the care provided in that department. Clinical departments of the Medical Staff are listed in the Operations and Procedure Manual.

Section 4.02. Creation and Dissolution of Departments

The following factors shall be considered by the Medical Executive Committee and the Board in determining additional departments or if the dissolution of a department is warranted.

Creation of an additional department

- A. There are a sufficient number of physicians practicing in a particular subspecialty within the department that it would be more effective and efficient for them to perform the review and monitoring functions required of the department as a separate unit.

Dissolution of a department

- A. There are no longer an adequate number of Medical Staff appointees in the department to enable it to accomplish the functions set forth in these bylaws.
- B. There are an insubstantial number of patients or an insignificant amount of clinical activity to warrant the imposition of the designated duties of the appointees in the department.
- C. The department fails to fulfill all department responsibilities and functions.
- D. No qualified individual is willing to serve as chairperson.

Section 4.03. Clinical Departments

To be eligible to exist as a department, each must:

- A. be chaired by an individual qualified in accordance with these bylaws;
- B. fulfill all of the department functions outlined in these bylaws; and
- C. be large enough to accomplish its function, but not so large that performing the function becomes burdensome.

Departments shall be created or dissolved by the Board after considering recommendations from the Medical Executive Committee. If the Medical Executive Committee determines that an existing department no longer fulfills these qualifications, it shall, upon approval of the Board, dissolve the department and assign its members to another department.

Section 4.04. Functions of Departments

- A. Each clinical department shall recommend to the Credentials Committee and Medical Executive Committee written criteria for the assignment of clinical privileges within the department. Such criteria shall be consistent with and subject to the bylaws, policies, rules and regulations of the Medical Staff and Hospital. These criteria shall be effective when approved by the Board.
- B. Clinical privileges shall be based upon demonstrated competence, training and experience within the specialties covered by the department.
- C. Each department shall systematically evaluate the quality and efficiency of the care provided by its members as outlined in the Operations and Procedure Manual, Functions of Departments.

Section 4.05. Selection and Tenure of Department Chiefs

- A. The chief of each department shall be elected by the members of the department, effective upon Board approval.
- B. The term of office of department chiefs shall be for a period of two years.

- C. Removal of a chief during the term of office may be initiated by a 75% vote of all active staff appointees in the department, by vote of 75% of the voting members of the Medical Executive Committee or by the Board on its own motion. This removal shall be effective when it is approved by the Board.

Section 4.06. Functions of Department Chiefs

The clinical department chief is responsible for the administrative and operational activities within the department and will fulfill those duties specified in the Operations and Procedure Manual of the Medical Staff.

Section 4.07. Responsibilities of Department Members

Each Medical Staff member is responsible for the duties and responsibilities as outlined in the Operations and Procedure Manual.

ARTICLE V
Committees of the Medical Staff

Section 5.01. General

- A. Committees of the Medical Staff shall be designated as Standing or Special (ad hoc) and whose functions and responsibilities are described in the committee profiles. Standing committees shall be those committees whose functions and responsibilities are described in the Operations and Procedure Manual. Special (ad hoc) committees shall be those committees that the Medical Executive Committee shall, from time to time, determine to be necessary and create.
- B. The President and Chief Executive Officer of the Hospital, with the Vice President of Medical Affairs/Chief Medical Officer, or the President's designee, shall serve as an ex officio member of all committees of the Medical Staff.
- C. All Medical Staff committee members, unless specifically provided otherwise, are appointed by the President of the Medical Staff.

Section 5.02. Term

Unless otherwise specified herein, all committee appointments shall be for the Medical Staff year.

Section 5.03. Committee Chairperson

Unless otherwise specified herein, the chairperson of each committee shall be appointed by the President of the Medical Staff.

Section 5.04. Authority and Manner of Acting

- A. All committees of the Medical Staff, except the Medical Executive Committee, are subject to the authority of, and shall report to the Medical Executive Committee.

- B. Any person serving as a member of a committee of the Medical Staff, except an ex officio member, shall be entitled to vote on any matter before the committee for consideration.
- C. Unless otherwise provided in the Bylaws or directed in writing by the Medical Executive Committee, any standing or special committee may recommend any action to the Medical Executive Committee by the vote of a majority of its members present at a meeting in which a quorum is present.
- D. Committees are authorized to perform such functions as are specified in the Operations and Procedures Manual or as directed by the Medical Executive Committee.
- E. All committees shall prepare and file minutes of all meetings with the Quality Improvement Department unless otherwise specified in the Operations and Procedure Manual.

Section 5.05. Conflict of Interest

- A. When performing a function outlined in these Bylaws, the Credentials Manual, the Rules and Regulations, or other applicable policy, if any appointee has or reasonably could be perceived as having a conflict of interest or a bias, that appointee will not participate in the final discussion or voting on the matter, and will be excused from any meeting during that time. However, he or she may provide relevant information and may answer any questions concerning the matter before leaving.
- B. Any appointee with knowledge of the existence of a potential conflict of interest or bias on the part of any other appointee may call the conflict of interest to the attention of the President of the Medical Staff (or the Vice President if the President of the Medical Staff is the person with the potential conflict) or the applicable department or committee chair. The President of the Medical Staff or the applicable department or committee chair will make a final determination as to whether the provisions in this section should be triggered.

- C. The fact that a department chief or any appointee is in the same specialty as an appointee whose performance is being reviewed does not automatically create a conflict. In addition, the assessment of whether a conflict of interest exists will be interpreted reasonably by the persons involved, taking into consideration common sense and objective principles of fairness. No one has a right to compel disqualification of another appointee based on an allegation of conflict of interest.
- D. The fact that a department or committee member or Medical Staff leader chooses to refrain from participation, or is excused from participation, will not be interpreted as a finding of actual conflict.

Section 5.06. Medical Executive Committee

A. Composition

1. The Medical Executive Committee shall consist of the officers of the Medical Staff, the Immediate Past President, the chief of each clinical department, the chairperson of the Credentials Committee, chairperson of the Utilization Management Committee, and chairperson of the Multidisciplinary Committee.
2. The President shall be the chairperson of the Medical Executive Committee.
3. The Chief Executive Officer, or designee, members of the administrative staff and the chairperson of the Board may attend meetings of the Medical Executive Committee and participate in its discussions, but without vote. All individuals appointed to the staff may attend Medical Executive Committee meetings, except for portions of such meetings dealing with confidential peer review matters, as determined by the chairperson.

B. Duties

The duties of the Medical Executive Committee shall be:

1. to represent and to act on behalf of the Medical Staff in all matters, without requirement of subsequent approval by the Staff, between

meetings of the Medical Staff, subject only to any limitations imposed by these Bylaws;

2. to coordinate the activities and general policies of the various departments;
3. to receive and act upon those committee reports as specified in these Bylaws, and to make recommendations concerning them to the Chief Executive Officer and the Board;
4. to implement policies of the Medical Staff that is not the responsibility of departments;
5. to provide liaison among Medical Staff, the Chief Executive Officer and the Board;
6. to keep the Medical Staff abreast of applicable accreditation and regulatory requirements affecting the Hospital;
7. to enforce Hospital and Medical Staff rules in the best interest of patient care and of the Hospital on the part of all persons who hold appointment to the Medical Staff;
8. to be responsible to the Board for implementation of the Hospital's Quality Assessment and Improvement Plan as it affects the Medical Staff;
9. to review the Bylaws, Operations and Procedures Manual, Rules and Regulations Manual, Peer Review Manual, Credentials Manual and Hearing and Appeals Manual of the Medical Staff and associated documents at least once a year and recommend such changes thereto as may be necessary or desirable;
10. to review the report of the Credentials Committee on all applicants, to make recommendation for staff membership, assignments to departments and delineation of clinical privileges;
11. to create special committees of the Medical Staff at their discretion;
12. to consult with Administration on quality-related aspects of contracts for patient care services with entities outside the Hospital, and
13. to conduct other such functions as are necessary for the effective operation of the Medical Staff.

C. Meetings, Reports, Recommendations and Quorum

The Medical Executive Committee shall meet at least ten times per year or more often if necessary to transact pending business. Special meetings of the Medical Executive Committee may be called at any time by the President of the Medical Staff. The Medical Executive Committee shall maintain a permanent record of its proceeding and actions. The reports of all meetings will be maintained in the Quality Improvement Department.

The presence of one half of the Medical Executive Committee membership shall constitute a quorum for all action of that Committee. Once the quorum is met, the business of the meeting may continue and all actions taken shall be binding, even though less than a quorum exists at a later time in the meeting.

Section 5.07. Other Committees

Committee duties are outlined in the Medical Staff Operations and Procedure Manual.

A. Standing Committee Duties

A listing of the Standing Committees and their duties are outlined in the Medical Staff Operations and Procedure Manual. All committees shall meet at least quarterly, unless otherwise specified in the Operations and Procedure Manual.

B. Special (ad hoc) Committees

The Medical Executive Committee may from time to time create Special (ad hoc) Committees of the Medical Staff. The creation of any such committee will follow the Operations and Procedure Manual regarding Special Committees.

C. Creation or Dissolution of Standing Committees

The Medical Executive Committee may establish additional Standing Committees to perform one or more staff functions. The Medical Executive Committee may by resolution and upon approval by the Board, dissolve or rearrange committee structure, duties or composition as needed, to better perform the Medical Staff functions. Any function required to be performed by these bylaws, which is not

assigned to a Standing or Special (ad hoc) Committee, shall be performed by the Medical Executive Committee.

ARTICLE VI
Meetings of the Medical Staff

Section 6.01. Staff Meetings

A. Annual Medical Staff Meeting

The Medical Staff shall meet on dates set by the President with an agenda established by need. The Medical Staff shall meet at least annually.

B. Special Staff Meeting

Special meetings of the Medical Staff may be called at any time by the President of the Medical Staff, a majority of the Medical Executive Committee or a petition signed by not less than one-fourth of the voting staff. In the event that it is necessary for the staff to act on a question without being able to meet, the voting staff may be presented with the question by mail and their votes returned to the President by mail. Such a vote shall be valid as long as the question is voted on by a majority of the Medical Staff eligible to vote.

C. Quorum

- 1. Annual Medical Staff Meetings:** The presence of one-third of the persons eligible to vote shall constitute a quorum for any annual or special meeting of the Medical Staff. A quorum once having been found, the business of the meeting may continue and all actions taken shall be binding even though less than a quorum exists at a later time in the meeting.
- 2. Department and Committee Meetings:** The presence of one-third of the total membership of the committee or department eligible to vote at any regular or special meeting (but in no event less than two members) shall constitute a quorum for all actions, except that the presence of one-half of the Medical Executive Committee membership, shall constitute a quorum for all action of that committee. A quorum once having been found, the business of the meeting may continue and all actions taken shall be

binding even though less than a quorum exists at a later time in the meeting.

D. Attendance Requirements

Members of the Medical Staff are encouraged and expected to attend meetings of the Medical Staff, and required to attend at least fifty (50%) of applicable, scheduled department and committee meetings.

E. Robert's Rules of Order

The latest edition of Robert's Rules of Order shall prevail at all meetings, unless waived, except that the chairperson of any meeting may vote. Robert's Rules of Order shall not be binding at Medical Staff meetings or elections, but may be used for reference in the discretion of the presiding officer for the meeting. Rather, specific provisions of these Bylaws, and Medical Staff department or committee custom, shall prevail at all meetings, and the department chairperson or committee chairperson shall have the authority to rule definitively on all matters of procedure.

F. Voting

- (1) Recommendations and actions of the Medical Staff, departments, and committees shall be by consensus. In the event it is necessary to vote on an issue, that issue will be determined by a majority vote of those individuals present.
- (2) The voting members of the Medical Staff, a department, or a committee may also be included in meetings or be presented with a question by video conference, mail, facsimile, e-mail, hand delivery, or telephone, and their votes returned to the chairperson by the method designated in the notice. A quorum for purposes of these votes shall be one-third of the number of responses returned to the chairperson by the date indicated (one-half from the Medical Executive Committee). The question raised shall be determined in the affirmative if a majority of the responses returned has so indicated.
- (3) Meetings may be conducted by telephone or video conference.

- (4) Any individual, who, by virtue of position, attends a meeting in more than one capacity, shall be entitled to only one vote.

G. Notice of Meetings

Notice of all meetings of the Medical Staff, including department and committee meetings, shall be mailed to each member at the address of record in advance of such meeting.

H. Minutes

Minutes of all department meetings, committee meetings, and any meeting involving peer review activities shall be prepared and shall include a record of the attendance of members, of the recommendations made and of the votes taken on each matter. The minutes shall be signed by the presiding officer and promptly forwarded to the Quality Improvement Department for inclusion in the Medical Staff Book of Minutes.

I. Confidentiality

Members of the Medical Staff who have access to or are the subjects of credentialing and/or peer review information agree to maintain the confidentiality of this information. Credentialing and peer review documents, and information contained therein, must not be disclosed to any individual not involved in the credentialing or peer review processes, except as authorized by the Medical Staff Credentials Manual or other applicable Medical Staff or Hospital policy. A breach of confidentiality may result in referral to the Medical Executive Committee for appropriate disposition.

ARTICLE VII
Amendments

Section 7.01. Amendments by the Medical Staff

All proposed amendments of these Bylaws initiated by the Medical Staff shall, as a matter of procedure, be referred to the Medical Executive Committee. The Medical Executive Committee may refer such proposed amendments to the Bylaws Committee, or vote to send such proposed amendments directly for Medical Staff mail or electronic ballot. To be adopted, an amendment must receive a majority of the votes cast by the voting members. Amendments so adopted shall be effective when approved by the Board of Trustees.

Section 7.02. Amendments by the Executive Committee

A. Bylaws

The Medical Executive Committee shall have the power to adopt such amendments to the Bylaws as are, in the committee's judgment, technical or legal modifications or clarifications, reorganization or renumbering, or amendments made necessary because of punctuation, spelling or other errors of grammar or expression.

Such amendments shall be effective after approval by the Medical Staff and the Board. This action to amend may be taken by a motion acted upon in the same manner as any other motion before the Medical Executive Committee. Such amendments shall be sent to the Chief Executive Officer and posted on the Medical Staff bulletin board for 14 days.

B. Operations and Procedure Manual

The Medical Executive Committee shall have the power to adopt such amendments to the Operations and Procedure Manual as required. Before the Medical Executive Committee acts on any amendments to the Operations and Procedure Manual, the amendments shall be posted in the Medical Staff lounge for fourteen (14) days to provide an opportunity for Medical Staff members to

comment. This action to amend may be taken by a motion acted upon in the same manner as any other motion before the Medical Executive Committee and requires approval of at least 75% of the voting members of the Medical Executive Committee. Such amendments shall be effective immediately and shall be permanent if not disapproved by the Board within 30 days of adoption by the Medical Executive Committee.

C. Credentials Manual

The Medical Executive Committee shall have the power to adopt such amendments to the Credentials Manual as required. This action to amend may be taken by a motion acted upon in the same manner as any other motion before the Medical Executive Committee and require approval of at least 75% of the voting members of the Medical Executive Committee. Before the Medical Executive Committee acts on any amendments to the Credentials Manual, the amendments shall be posted in the Medical Staff lounge for fourteen (14) days to provide an opportunity for Medical Staff members to comment. Such amendments shall be effective immediately and shall be permanent if not disapproved by the Board within 30 days of adoption by the Medical Executive Committee.

D. Peer Review Manual

The Medical Executive Committee shall have the power to adopt such amendments to the Peer Review Manual as required. This action to amend may be taken by a motion acted upon in the same manner as any other motion before the Medical Executive Committee and require approval of at least 75% of the voting members of the Medical Executive Committee. Before the Medical Executive Committee acts on any amendments to the Peer Review Manual, the amendments shall be posted in the Medical Staff lounge for fourteen (14) days to provide an opportunity for Medical Staff members to comment. Such amendments shall be effective immediately and shall be permanent if not disapproved by the Board within 30 days of adoption by the Medical Executive Committee.

E. Rules and Regulations Manual

The Medical Executive Committee shall have the power to adopt such amendments to the Rules and Regulations Manual as required. This action to amend may be taken by a motion acted upon in the same manner as any other motion before the Medical Executive Committee and require approval of at least 75% of the voting members of the Medical Executive Committee. Before the Medical Executive Committee acts on any amendments to the Rules and Regulations Manual, the amendments shall be posted in the Medical Staff lounge for fourteen (14) days to provide an opportunity for Medical Staff members to comment. Such amendments shall be effective immediately and shall be permanent if not disapproved by the Board within 30 days of adoption by the Medical Executive Committee.

F. Hearing and Appeals Manual

The Medical Executive Committee shall have the power to adopt such amendments to the Hearing and Appeals Manual as required. This action to amend may be taken by a motion acted upon in the same manner as any other motion before the Medical Executive Committee and requires approval of at least 75% of the voting members of the Medical Executive Committee. Before the Medical Executive Committee acts on any amendments to the Hearing and Appeals Manual, the amendments shall be posted in the Medical Staff lounge for fourteen (14) days to provide an opportunity for Medical Staff members to comment. Such amendments shall be effective immediately and shall be permanent if not disapproved by the Board within 30 days of adoption by the Medical Executive Committee.

ARTICLE VIII

Adoption

Section 8.01. Adoption

A. Medical Staff Bylaws

These Bylaws are adopted and made effective upon approval of the Board, superseding and replacing any and all previous Medical Staff Bylaws, and henceforth, all activities and actions of the Medical Staff and of each individual exercising clinical privileges in the Hospital shall be taken under and pursuant to the requirements of these Bylaws.

B. The Operations and Procedure Manual

The Operations and Procedure Manual of the Medical Staff are hereby adopted and placed into effect insofar as they are consistent with these Bylaws, until such time as they are amended in accordance with the terms of these bylaws and made effective upon approval of the Board, superseding and replacing any and all previous Operations and Procedure Manual, and henceforth, all activities and actions of the Medical Staff and of each individual exercising clinical privileges in the Hospital shall be taken under and pursuant to the requirements of these Bylaws.

C. The Credentials Manual

The Credentials Manual of the Medical Staff is hereby adopted and placed into effect insofar as they are consistent with these Bylaws, until such time as they are amended in accordance with the terms of these Bylaws.

D. The Peer Review Manual

The Peer Review Manual of the Medical Staff is hereby adopted and placed into effect insofar as they are consistent with these Bylaws, until such time as they are amended in accordance with the terms of these Bylaws.

E. The Rules and Regulations Manual

The Rules and Regulations Manual of the Medical Staff is hereby adopted and placed into effect insofar as they are consistent with these Bylaws, until such time as they are amended in accordance with the terms of these Bylaws.

F. The Hearing and Appeals Manual

The Hearing and Appeals Manual of the Medical Staff is hereby adopted and placed into effect insofar as they are consistent with these Bylaws, until such time as they are amended in accordance with the terms of these Bylaws.

ARTICLE IX
History and Physical

Section 9.01. History and Physical

1. A complete medical history and physical examination must be performed and documented in the patient's medical record within 24 hours after admission or registration (but in all cases prior to surgery or any procedure requiring anesthesia services).

Complete History and Physical

2. A complete history and physical is required for the following:
 - a. Inpatient admissions; and
 - b. Ambulatory procedures requiring an overnight stay
 - Outpatients not formally admitted, yet requiring an overnight stay.
 - c. The "overnight rule" shall exclude observation patients; refer to the brief history and physical requirements.
3. The following are required elements:
 - a. patient identification;
 - b. chief complaint – in the patient's own words, if possible;
 - c. history of present illness, including planned procedures as appropriate;
 - d. medical history;
 - e. surgical history;
 - f. family history;
 - g. psycho/social history appropriate to age, including any abuse or neglect;
 - h. immunizations (pediatric-status, adult-pneumonia, influenza, etc.);
 - i. allergies;
 - j. current medications;
 - k. review of systems, including:
 - skin;
 - head and neck;
 - eyes, ears, nose and throat;

- heart and lungs;
 - gastrointestinal;
 - genitourinary (females – check date of last PAP; if over one year, offer test);
 - musculoskeletal;
 - neurological; and
 - mental status/psychiatric;
- l. Physical assessment, including:
 - vital signs (also available from nursing assessment);
 - general appearance;
 - head and neck;
 - eyes, ears, nose and throat;
 - heart and lungs;
 - abdomen and breasts;
 - rectal or gastrointestinal;
 - genitourinary;
 - musculoskeletal;
 - neurological; and
 - mental status/psychiatric;
 - m. an impression or diagnosis drawn from the history and physical;
 - n. a plan of care; and
 - o. data reviewed.

Brief History and Physical

4. A brief history and physical is required for the following:
 - a. short-stay medical patients, including:
 - observation patients (even if requiring an overnight stay); and
 - b. same-day, ambulatory procedures placing the patient at risk:
 - outpatients not expected to remain overnight.

5. The following are required elements:
 - a. chief complaint – in the patient’s own words, if possible;
 - b. history of present illness to include planned procedures as appropriate;
 - c. medical/surgical history with family and psycho/social history appropriate to age;
 - d. allergies;
 - e. current medications;
 - f. a limited physical assessment, including the following:
 - vital signs;
 - mental status;
 - heart and lungs; and
 - an impression or diagnosis;
 - g. If a procedure is planned, the history and physical will include a pre-procedure diagnosis, plan for anesthesia, and an examination of the procedure site. Furthermore, patients planned for conscious sedation must also receive an airway assessment and be given an American Society of Anesthesiology (“ASA”) class.
6. Format and time requirements:
 - a. The above information may be dictated or handwritten in a legible fashion, altered by the physician based on the needs of the patient, and will be available in the record within 24 hours after admission or prior to surgery or a procedure involving anesthesia.
 - b. An admission note should be placed on the chart within 24 hours after admission and contain, at a minimum, a conclusion, impression, or diagnosis and a statement of the plan of care.
 - c. The exact format and order of either the complete or brief history and physical shall be left to the discretion of the physician.
7. Emergency procedures:
 - a. A history and physical report, either transcribed or handwritten in a legible fashion, must be on the chart prior to an operative or invasive procedure.

- b. If the history and physical or brief summary is not on the chart, the procedure will be cancelled by the nursing supervisor and the physician notified, unless the surgeon states, in writing, that an emergency exists or such a delay would constitute a hazard to the patient.
8. Use of an interval note:
- a. Any history and physical performed more than 30 days prior to an admission or registration is invalid and may not be entered into the medical record.
 - b. If a medical history and physical examination has been completed within the 30-day period prior to admission or registration, a durable, legible copy of this report may be used in the patient's medical record. However, in these circumstances, the patient must also be evaluated within 24 hours of the time of admission/registration or prior to surgery/invasive procedure, whichever comes first, and an update recorded in the medical record.
 - c. The update of the history and physical examination must reflect (i) any changes in the patient's condition since the date of the original history and physical that might be significant for the planned course of treatment or (ii) state that there have been no changes in the patient's condition.
9. Admission to inpatient status:
- If a patient undergoes an operative or invasive procedure initially requiring a brief history and physical, and is admitted to inpatient status post-procedure, a complete history and physical will be prepared.