



***CENTRACARE –
PAYNESVILLE HOSPITAL***

**200 West First Street
PAYNESVILLE, MINNESOTA**

**MEDICAL STAFF
BYLAWS**

Adopted by Medical Staff: 10/19/2022

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ARTICLE I - GENERAL

1.A. DEFINITIONS

The definitions that apply to terms used in all the Medical Staff documents are set forth in the Credentials Policy.

I.B. TIME LIMITS

Time limits referred to in these Bylaws are advisory only and are not mandatory, unless it is expressly stated that a particular right is waived by failing to take action within a specified period.

I.C. DELEGATION OF FUNCTIONS

Functions assigned to an identified individual or committee may be delegated to one or more designees.

I.D. MEDICAL STAFF DUES

- (1) Annual dues may be as recommended by the Medical Executive Committee and may vary by category.
- (2) Dues, if applicable, will be payable annually upon request. Failure to pay dues will result in ineligibility to apply for reappointment.

ARTICLE 2 – QUALIFICATIONS FOR MEMBERSHIP AND/OR PRIVILEGES

2.A Qualifications for Membership and/or Privileges

To be eligible to apply for initial appointment or reappointment to the Medical Staff/APP/AHP, or for the granting of clinical privileges, an applicant must demonstrate appropriate education, training, experience, current clinical competence, professional conduct, licensure, and ability to safely and competently perform the clinical privileges requested as set forth in the Credentials Policy.

2.A.1 General Qualifications

Appointment to the Medical Staff is a privilege, which shall be extended only to professionally competent individuals who continuously meet the qualifications, standards and requirements set forth in these Bylaws, in the Credentials Policy and in such policies as are adopted from time to time by the Board.

Only physicians, dentists/oral surgeons, and podiatrists who:

- (a) Meet requirements for Board certification identified as Threshold Eligibility Criteria in the Credentials Policy;

- (b) Document their (1) current Minnesota licensure, (2) Current DEA registration (if applicable) with a Minnesota address (3) adequate experience, education and training, (4) current (within the last two years) professional competence, (5) good judgment, and (6) ability to safely and competently perform the clinical privileges requested, so as to demonstrate to the satisfaction of the medical staff that they are professionally and ethically competent and that patients treated by them can reasonably expect to receive quality medical care;
- (c) Are determined (1) to adhere to the ethics of their respective professions, (2) to be able to work cooperatively with others so as not to adversely affect patient care, (3) to keep as confidential, as required by law, all information or records received in the physician-patient relationship or business strategies discussed during administrative conversations, (4) to be willing to participate in and properly discharge those responsibilities determined by the medical staff;
- (d) Maintain in force professional liability insurance in amounts not less than \$1,000,000/\$3,000,000 or as from time to time may be jointly determined by the Board of Directors in consultation with the Medical Executive Committee;

shall be deemed to possess basic qualifications for membership in the medical staff, except for the honorary staff categories in which case these criteria shall only apply as deemed individually applicable by the medical staff.

2.A.2 Particular Qualifications

(a) Physicians

An applicant for physician membership in the medical staff, except for the honorary staff, must hold an MD or DO degree or their equivalent and a valid and unsuspended license to practice medicine issued by the Minnesota Board of Medical Practice. For the purpose of this Article, "or their equivalent" shall mean any degree (e.g. foreign) recognized by the licensing boards in the State of Minnesota to practice medicine. These individuals will have a graduate degree from an approved institution and will have completed an approved residency or will have passed appropriate foreign medical school exams with Educational Commission for Foreign Medical Graduates (ECFMG) certification.

(b) Oral Surgeons

An oral surgeon must be licensed to practice by the Minnesota Board of Dentistry and must have completed an approved residency in oral and maxillofacial surgery.

(c) Podiatrists

A podiatrist must be licensed to practice by the Minnesota Board of Podiatric Medicine and must have completed a podiatric residency approved by the Council on Podiatric Medical Education (CPME) or another recognized accrediting body accepted by the CPME.

2.B Effect of Other Affiliations

No person shall be entitled to receive an application, be appointed or reappointed to the Medical Staff, APP or AHP staff for the reasons delineated in the Credentials Policy. Similarly, one who is otherwise qualified may not be denied membership solely because he/she is not a member of a particular professional society.

2.C Basic Responsibilities of Medical Staff Membership

As a condition of appointment, reappointment, and/or the granting of clinical privileges, every applicant and member of the Medical Staff, APP or AHP Staff specifically agrees to the Basic Responsibilities and Requirements delineated in the Credentials Policy and to the following, as applicable:

- 2.C.1 Maintaining the confidentiality, privacy and security of all protected health information (PHI) maintained by the Hospital or by any business associates of the Hospital. Confidentiality is maintained in accordance with all privacy and security policies and procedures adopted by the Hospital to comply with current Federal, State and local laws and regulations, including, but not limited to, the HIPAA Privacy Regulations. PHI will not be requested, accessed, used, shared, removed, released or disclosed except in accordance with CentraCare's health information privacy policies and applicable law. Information about a patient whom a Medical Staff member is treating may be shared by the member with any other Medical Staff member who has responsibility for that patient's care. Information can also be shared with any other non-Medical Staff member provider who will be participating in the patient's care.

Passwords used by a member of the Medical Staff to access PHI from CentraCare - Paynesville Hospital records will be used only by said member, who will not disclose the password to any other individual (except authorized staff if needed for investigative purposes). The use of the member's password is equivalent to the member's electronic signature. Any misuse of a Hospital computer system or information from a system may, in addition to any sanctions approved by the CentraCare – Paynesville Hospital Board regarding security measures, be a violation of State and Federal law and may result in denial of payment under Medicare;

- 2.C.2 Abiding by the lawful ethical principles of the American Medical Association (or equivalent professional association related to the member's professional discipline);
- 2.C.3 Making appropriate arrangements for coverage for his or her patients as determined by the medical staff;
- 2.C.4 Providing information to and/or testifying on behalf of the medical staff or an accused practitioner regarding any matter under an investigation and those which are the subject of a hearing pursuant to these bylaws;
- 2.C.5 Responding to a call from a patient care area regarding one of their patients as per all applicable CentraCare policies. When appropriate, response to such calls may be made by a physician covering call for the physician's group.

ARTICLE 3 - CATEGORIES OF THE MEDICAL STAFF

3.A OVERVIEW

- (1) Qualifications and conditions for appointment to the Medical Staff and Advanced Practice Provider Staff are outlined in the Credentials Policy. The qualifications for appointment to the specific categories are outlined below.
- (2) Appointments will be made by the Operating Committee, upon recommendation of the Medical Executive Committee, to one of the following categories: Active, Consulting, Courtesy, Affiliate, Honorary, or CentraCare Credentialed Staff.

3.B ACTIVE STAFF

3.B.1 Qualifications:

The Active Staff consists of physicians, dentists, and podiatrists who:

- (a) are involved in at least 50 patient contacts at the Hospital per appointment term; or
- (b) fail to meet the activity requirements of this category but are clinically active at the Hospital and have demonstrated a commitment to the Medical Staff through service on Medical Staff or Hospital committees or active participation in performance/quality improvement function.

3.B.2 Prerogatives:

Active Staff Members:

- (a) may vote in all general and special meetings of the Medical Staff and applicable committee meetings;
- (b) may hold office; and
- (c) may serve as committee chairperson.

3.B.3 Responsibilities:

Active Staff members must, as requested:

- (a) perform the functions and responsibilities of membership on the Active Staff, including care for unassigned patients, committee service, and evaluation of members during the provisional period;
- (b) participate in the peer review and performance improvement process;
- (c) accept consultations;

- (d) attend applicable meetings; and
- (e) pay application fees, dues, and assessments.

3.C CONSULTING STAFF

3.C.1 Qualifications:

The Consulting Staff consists of physicians, dentists, and podiatrists who:

- (a) are of recognized professional ability and expertise and provide a service that is not otherwise available on the Active Staff; and
- (b) are appointed to the Active or Associate Staff at another hospital where they are currently practicing, unless their clinical specialty does not support an active inpatient practice and the Operating Committee makes an exception to this requirement.

3.C.2 Prerogatives and Responsibilities:

Consulting Staff members:

- (a) may treat (but not admit) patients in conjunction with another physician on the Medical Staff;
- (b) may attend meetings of the Medical Staff (without vote);
- (c) may attend applicable committee meetings (with vote);
- (d) may not hold office or serve as committee chairperson; and
- (e) must pay application fees, dues and assessments.

3.D COURTESY STAFF

3.D.1 Qualifications:

The Courtesy Staff consists of physicians, dentists, and podiatrists who:

- (a) have fewer than 50 patient contacts, per appointment term, at the Hospital (involvement in a greater number of patient contacts will result in the automatic transfer to the Active Staff unless an exception is made by the Medical Executive Committee to recommend appointment to a different category); and
- (b) are members of the Active Staff or Associate Staff at another hospital, unless their clinical specialty does not support an active inpatient practice and the Operating Committee makes an exception to this requirement.

3.D.2 Prerogatives and Responsibilities:

Courtesy Staff members:

- (a) may attend Medical Staff meetings (without vote);
- (b) may not hold office or serve as a committee chairperson;
- (c) may be invited to serve on committees (with vote);
- (d) must perform all functions and responsibilities assigned, including, where appropriate, care for unassigned patients, emergency service care, consultations, and teaching assignments;
- (e) will cooperate in the peer review and performance improvement process; and
- (f) must pay application fees, dues and assessments.

3.E AFFILIATE STAFF

3.E.1. Qualifications:

The Affiliate Staff will consist of physicians, dentists, and podiatrists who:

- (a) desire to be associated with, but who do not intend to establish an inpatient practice at, the Hospital;
- (b) satisfy the qualifications for appointment to the Medical Staff, but are exempt from the eligibility criteria set forth in the Credentials Policy pertaining to residence, emergency call, and coverage; and
- (c) are interested in pursuing professional and educational opportunities, including continuing medical education, available at the Hospital.

3.E.2 Prerogatives and Responsibilities:

- (a) Affiliate Staff members:
 - (1) are not permitted to admit, consult, or attend to inpatients;
 - (2) may visit their patients when hospitalized and review their medical records, but may not write orders or make medical record entries or actively participate in the provision or management of care to inpatients;
 - (3) may attend Medical Staff meetings (without vote);
 - (4) may serve on committees, if appointed (with vote);
 - (5) may attend educational activities of the Medical Staff and the Hospital;
 - (6) are permitted to use the Hospital's diagnostic facilities;
 - (7) are not granted clinical privileges to treat patients on an inpatient basis;
 - (8) must accept referrals from the Emergency Department for follow-up care of patients treated there; and
 - (9) must pay application fees, dues and assessments.
- (b) The granting of appointment to the Affiliate Staff is a courtesy only, which may be terminated by the Operating Committee upon recommendation of the Medical Executive Committee, with no right to a hearing or appeal.

3.F HONORARY STAFF

3.F.1. Qualifications:

- (a) The Honorary Staff will consist of physicians, dentists, and podiatrists who:
 - (1) have a record of previous long-standing service to the Hospital and have retired from the active practice of medicine; or
 - (2) are recognized for outstanding or noteworthy contributions to the medical sciences.
- (b) None of the specific qualifications for appointment are applicable to members of the Honorary Staff.

3.F.2 Prerogatives and Responsibilities:

Honorary Staff members:

- (a) may not admit, attend, or consult on patients;
- (b) may attend Medical Staff meetings (without vote);
- (c) may be appointed to committees (with vote); and
- (d) are not required to pay application fees, dues or assessments.

3.G. CENTRACARE CREDENTIALLED STAFF

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3.G.1 Qualifications

- (a) The CentraCare credentialed staff shall consist of providers that meet the qualifications for membership on the Medical Staff, APP Staff or AHP Staff as delineated in these Bylaws.
- (b) These providers have been recommended for credentialing by the CentraCare Credentialing Committee and have been approved for credentialing by CentraCare - Paynesville Hospital.

3.G.2 Prerogatives

These providers:

- (a) are exempt from the basic responsibilities and rights granted to other members of the Medical Staff, APP Staff or AHP Staff. They are also exempt from all CentraCare -Paynesville Hospital medical education that is required of physicians and licensed independent practitioners granted privileges at CentraCare - Paynesville Hospital;

- (b) may not attend or vote on matters at Medical Staff meetings;
- (c) may not hold office in the medical staff or be appointed to committees;
- (d) have not been granted privileges to practice at CentraCare - Paynesville Hospital;
and
- (e) are not required to pay application fees, dues or assessments.

3.G.3 Limitations

- (a) These providers may be appointed to the CentraCare credentialed staff for no longer than 24 months. They may be reappointed if they have successfully completed the reappointment process.
- (b) Providers on the CentraCare Credentialed Staff that wish to request privileges at CentraCare - Paynesville Hospital will be reassigned to the applicable staff category.

All references to Medical Staff, APP Staff or AHP Staff contained within these Bylaws, the Rules & Regulations, and other Medical Staff documents, with the exception of the Credentials Policy, do NOT include the CentraCare Credentialed Staff.

3.H ADVANCED PRACTICE PROVIDER STAFF

3.H.1 Qualifications:

The Advanced Practice Provider Staff consists of advanced practice provider professionals who satisfy the qualifications and conditions for appointment to the Advanced Practice Provider Staff contained in the Credentials Policy. The Advanced Practice Provider Staff is not a category of the Medical Staff but is included in this Article of the Bylaws for convenient reference.

3.H.2 Prerogatives and Responsibilities:

Advanced Practice Provider Staff members:

- (a) are encouraged to attend Medical Staff meetings with a vote on all matters except (i) the election of Medical Staff officers, (ii) amendments to these Bylaws, the Credentials Policy, and the Medical Staff Rules and Regulations, or (iii) adoption of other Medical Staff policies and procedures;
- (b) may not hold office or serve as committee chairperson;
- (c) may serve on a committee, if requested, with voting rights to be determined by the particular committee;
- (d) must cooperate in the peer review and performance improvement process; and
- (e) must pay applicable fees, dues, and assessments.

3.I ALLIED HEALTH STAFF

3.I.1 Qualifications:

The Allied Health Staff consists of allied health professionals who satisfy the qualifications and conditions for appointment to the Allied Health Staff contained in the Credentials Policy. The Allied Health Staff is not a category of the Medical Staff but is included in this Article of the Bylaws for convenient reference.

3.I.2 Prerogatives and Responsibilities:

Allied Health Staff members:

- (a) are encouraged to attend Medical Staff meetings with a vote on all matters except (i) the election of Medical Staff officers, (ii) amendments to these Bylaws, the Credentials Policy, and the Medical Staff Rules and Regulations, or (iii) adoption of other Medical Staff policies and procedures;
- (b) may attend applicable committee meetings (without vote) and serve as an appointed member on a committee (with vote);
- (c) may not hold office or serve as committee chairperson;
- (d) must cooperate in the peer review and performance improvement process; and
- (e) must pay applicable fees, dues, and assessments.

ARTICLE 4 - OFFICERS

4.A DESIGNATION

The Medical Staff will have the following officers:

- (1) Chief of Staff; and
- (2) Vice Chief of Staff

4.B ELIGIBILITY CRITERIA

Only those members of the Active Staff who are physicians, dentists, or podiatrists, who satisfy the following criteria initially and continuously will be eligible to serve as an officer of the Medical Staff. They must:

- (1) be appointed in good standing to the Active Staff;
- (2) be willing to faithfully discharge the duties and responsibilities of the position;
- (3) have experience in a leadership position, or other involvement in performance improvement functions;
- (4) have demonstrated an interest in maintaining quality medical care at the Hospital;
- (5) have demonstrated an ability to work well with others;
- (6) attend continuing education relating to Medical Staff leadership and/or credentialing functions prior to or during the term of the office; and
- (7) have no pending adverse recommendations concerning staff appointment or clinical privileges.

4.C DUTIES

4.C.1 Chief of Staff:

The Chief of Staff will:

- (a) act in coordination and cooperation with the Administrator and others in management positions in matters of mutual concern involving the care of patients in the Hospital;
- (b) represent and communicate the views, policies and needs, and report on the activities of the Medical Staff to the Administrator and the Operating Committee;
- (c) provide day-to-day liaison on medical staff matters with the Administrator and the Operating Committee;
- (d) call, preside at, and be responsible for the agenda of all meetings of the Medical Staff;
- (e) appoint all committee members and chairpersons in consultation with the Administrator;
- (f) be a member of all other Medical Staff committees, *ex officio*, with vote;
- (g) promote adherence to these Bylaws, Medical Staff policies, the Rules and Regulations and to the policies and procedures of the Hospital;
- (h) recommend Medical Staff representatives to Hospital committees;
- (i) be the spokesperson for the Medical Staff in external professional and public relations;
- (j) perform all functions authorized in all applicable policies, including collegial intervention in the Credentials Policy; and
- (k) attend meetings of the Operating Committee, with vote, in accordance with the Hospital corporate bylaws.

4.C.2 Vice Chief of Staff:

The Vice Chief of Staff will:

- (a) assume all duties of the Chief of Staff and act with full authority as Chief of Staff in his or her absence;
- (b) assume all such additional duties as are assigned by the Chief of Staff; and
- (c) attend meetings of the Operating Committee, without vote, in accordance with the Hospital corporate bylaws; and

- (d) cause to be kept accurate and complete minutes of Medical Staff meetings.

4.D NOMINATION AND ELECTION PROCESS

Officers will be nominated at the annual meeting and voted upon. If there is more than one nomination per office, there will be a ballot vote, otherwise, a show of hands will suffice. Officers must be a member of the Active Staff at the time of nomination and election, meet the eligibility criteria outlined in Section 4.B of these Bylaws, and remain in good standing during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved. Officers must possess the ability, Medical Staff experience and willingness to devote the time and effort needed to be an officer of the Medical Staff. Only members of the Active Staff shall be eligible to vote for officers. The officers will be empowered to act for the Medical Staff in the intervals between Medical Staff meetings.

4.E TERM OF OFFICE, VACANCIES AND REMOVAL

4.E.1 Term of Office:

- (a) Medical Staff officers will serve for a term of two years or until a successor is elected.
- (b) Officers will assume office on the first day of the medical staff year.

4.E.2 Vacancies:

- (a) A vacancy in the office of Chief of Staff will be filled by the Vice Chief of Staff, who will serve until the end of the unexpired term of the Chief of Staff.
- (b) A vacancy in the office of Vice Chief of Staff will be filled by a special election using the general nomination and election process described in these Bylaws.

4.E.3 Removal:

- (a) The Medical Staff, by a two-thirds vote, may remove any officer for:
 - (1) failure to comply with applicable policies, Bylaws, or the Rules and Regulations;
 - (2) failure to perform the duties of the position held;
 - (3) conduct detrimental to the interests of the Medical Staff or the Hospital; or
 - (4) an infirmity that renders the individual incapable of fulfilling the duties of that office.

- (b) The individual subject to removal will be given at least ten days' special notice of the date of the meeting at which removal is to be considered. The individual will be afforded an opportunity to speak to the Medical Staff prior to a vote on removal.
- (c) Removal proceedings will be effective when approved by the Operating Committee.

ARTICLE 5 - MEDICAL STAFF COMMITTEES AND PERFORMANCE IMPROVEMENT FUNCTIONS

5.A MEDICAL EXECUTIVE COMMITTEE

5.A.1 Composition:

- (a) The Medical Executive Committee will consist of all Active Staff members. The Chief of Staff will serve as Chairperson of the Medical Executive Committee.
- (b) The Administrator will be an *ex-officio* member, without vote, of the Medical Executive Committee.
- (c) Other administrative personnel may be invited to attend meetings of the Medical Executive Committee to provide input and support for the Committee.
- (d) There may be a non-physician member of the Operating Committee who serves as a non-voting Operating Committee representative.

5.A.2 Duties:

The Medical Executive Committee is delegated the primary authority over activities related to functions of the Medical Staff and for performance improvement of the professional services provided by individuals with clinical privileges. The Medical Executive Committee is responsible to:

- (a) represent and to act on behalf of the Medical Staff in all matters, without requirement of subsequent approval by the staff, subject only to any limitations imposed by these Bylaws;
- (b) recommend directly to the Operating Committee on at least the following:
 - (1) the Medical Staffs structure;
 - (2) the mechanism used to review credentials and to delineate individual clinical privileges;
 - (3) applicants for appointment and reappointment to the Medical Staff, Advanced Practice Provider Staff and Allied Health Staff;
 - (4) delineation of clinical privileges for each eligible individual;
 - (5) participation of the Medical Staff in performance improvement activities and the quality of professional services being provided by the Medical Staff;

- (6) the mechanism by which appointment to the Medical Staff, Advanced Practice Provider Staff and Allied Health Staff may be terminated;
 - (7) hearing procedures; and
 - (8) reports and recommendations from Medical Staff committees and other groups, as appropriate;
- (c) consult with administration on quality-related aspects of contracts for patient care services;
 - (d) review quality indicators to ensure uniformity regarding patient care services;
 - (e) provide leadership in activities related to patient safety;
 - (f) provide oversight in the process of analyzing and improving patient satisfaction;
 - (g) review, at least every two years, the Bylaws, Rules and Regulations, policies, and associated documents of the Medical Staff and recommend such changes as may be necessary or desirable; and
 - (h) perform such other functions as are assigned to it by these Bylaws, the Rules and Regulations, the Credentials Policy, or other applicable policies.

5.B PERFORMANCE IMPROVEMENT FUNCTIONS

- (1) The Medical Staff shall act as a "committee of the whole" Medical Staff body for the purpose of functions involving the measurement, assessment, and improvement of the following:
 - (a) medical assessment and treatment of patients;
 - (b) use of information about adverse privileging decisions for any practitioner privileged through the Medical Staff process;
 - (c) medication usage;
 - (d) the use of blood and blood components;
 - (e) operative and other procedures;
 - (f) appropriateness of clinical practice patterns;
 - (g) significant departures from established patterns of clinical practice;
 - (h) the use of developed criteria for autopsies;
 - (i) sentinel event data;
 - G) patient safety data;

- (k) the Hospital's and individual practitioners' performance on Centers for Medicare & Medicaid Services' core measures; and
 - (l) the required content and quality of history and physical examinations, as well as the time frames required for completion, all of which are set forth in the Medical Staff Rules & Regulations.
- (2) The Medical Staff participates in the following activities:
- (a) education of patients and families;
 - (b) coordination of care, treatment, and services with other practitioners and Hospital personnel;
 - (c) accurate, timely, and legible completion of patient's medical records;
 - (d) review of findings of the assessment process that are relevant to an individual's performance. The Medical Staff is responsible for determining the use of this information in the ongoing evaluations of a practitioner's competence; and
 - (e) communication of findings, conclusions, recommendations, and actions to improve performance to appropriate staff members and the governing body.

5.C CREATION OF STANDING AND SPECIAL COMMITTEES

- (1) The Medical Staff may, by resolution, and without amendment of these Bylaws, establish additional committees to perform one or more staff functions, including peer review activities. The composition, duties and meeting requirements of any standing committees are set forth in Appendix A of these Bylaws.
- (2) The Medical Staff may dissolve or rearrange the structure, duties, or composition of Medical Staff committees.
- (3) Any function required to be performed by these Bylaws which is not assigned to an individual, a standing committee, or a special committee will be performed by the Medical Staff as a whole.
- (4) Special committees will be created and their members and chairpersons will be appointed by the Chief of Staff. Such task forces will confine their activities to the purpose for which they were appointed and will report to the Chief of Staff.

ARTICLE 6 - MEETINGS

6.A GENERAL

6.A.1 Medical Staff Year:

For the purpose of these Bylaws, the Medical Staff year commences on the first day of January and ends on the 31st day of December.

6.A.2 Meetings:

- (a) The Medical Staff will meet at least eleven times per year. The annual meeting of the Medical Staff will be the last meeting of the year.
- (b) Medical Staff committees will meet as often as necessary.
- (c) Meetings may be conducted by telephone conference or by other electronic means.

6.A.3 Regular Meetings:

At the beginning of each Medical Staff year, the Chief of Staff and the chairperson of each committee will schedule regular meetings for the year. Notice of these meetings will be provided to members of the Medical Staff, and to members of the respective committees.

6.A.4 Special Meetings:

- (a) A special meeting of the Medical Staff may be called by the Chief of Staff, a majority of the Medical Executive Committee, the Chairperson of the Operating Committee, or by a petition signed by at least 50% of the voting members of the Medical Staff.
- (b) A special meeting of any committee may be called by or at the request of the Chief of Staff, the committee chairperson, or by a petition signed by at least 50% of the voting members of the committee.
- (c) No business will be transacted at any special meeting except that stated in the meeting notice.

6.B PROVISIONS COMMON TO ALL MEETINGS

6.B.1. Notice:

- (a) The notice of regular and special meetings will state the date, time, and place of the meeting.

- (b) Notice of any regular or special meeting of the Medical Staff or of a committee will be sent to each voting member of the Medical Staff or committee, via CentraCare e-mail, at least seven calendar days in advance of the meeting.
- (c) The attendance of any individual at any meeting will constitute a waiver of that individual's notice of the meeting.

6.B.2 Quorum and Voting:

- (a) For the purpose of amending these Bylaws, the Credentials Policy, or the Rules and Regulations, the presence of at least 50% of the voting members will constitute a quorum. For meetings of the Medical Executive Committee, the presence of at least 50% of the voting committee members will constitute a quorum. For all other Medical Staff committees or business, the presence of at least two voting members will constitute a quorum.
- (b) Once a quorum is established, the business of the meeting may continue and actions taken will be binding.
- (c) Recommendations and actions of the Medical Staff and committees will be by consensus. Except as otherwise provided in these Bylaws, in the event it is necessary to vote on an issue, the issue will be determined by a majority of the voting members.
- (d) As an alternative to a formal meeting, the voting members of the Medical Staff or a committee may be presented with a question by 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 will be the number of responses returned to the chairperson by the date indicated, except for the quorum requirements noted in (a) above. The question raised will be determined in the affirmative if a majority of the responses returned has so indicated.
- (e) Meetings may be conducted by telephone conference subject to the attendance requirements in Article 6.C

6.B.3 Agenda:

The Chief of Staff will set the agenda for regular and special meetings of the Medical Staff. The chairperson of each committee will set the agenda for general and special meetings of the respective committee.

6.B.4 Rules of Order:

The latest edition of Robert's Rules of Order Revised may be used for reference at meetings and elections. Specific provisions of these Bylaws and Medical Staff custom will prevail at meetings, and the Chief of Staff or applicable committee chairperson will have the authority to rule definitively on matters of procedure.

6.B.5 Minutes:

- (a) Minutes of Medical Staff and committee meetings will be prepared and will include a record of the attendance of members and the recommendations made. The minutes will be signed by the presiding officer.
- (b) A permanent file of the minutes of all meetings shall be maintained electronically by the Hospital. The Operating Committee will be kept apprised of the recommendations of the Medical Staff.

6.B.6 Confidentiality:

- (a) Members of the Medical Staff who have access to or are the subject of credentialing and/or peer review information agree to maintain the confidentiality of this information.
- (b) 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 Credentials Policy or other applicable Medical Staff or Hospital policy.
- (c) A breach of confidentiality may result in the imposition of disciplinary action.

6.C ATTENDANCE

- (1) Unless excused for good cause by the Chief of Staff, members of the Active Staff are required to attend the annual meeting and 70% of the regular Medical Staff meetings. The annual meeting and at least one regular Medical Staff meeting per quarter must be attended in person. A member who is absent from any regular meeting will notify the Chief of Staff of his/her absence and the reason therefor.
- (2) Members of the Consulting, Courtesy, Advanced Practice Provider and Allied Health Staffs are expected to attend and participate in applicable meetings, but do not have any attendance requirements.
- (3) Whenever there is an apparent or suspected deviation from standard clinical practice, or professional conduct, involving any individual, the Chief of Staff may require the individual to attend a meeting with Medical Staff Leaders and/or with a standing or ad hoc committee of the Medical Staff.
- (4) Unless excused for good cause by the Chief of Staff, the procedures for, and consequences of failing to abide by, these attendance requirements are addressed in the Credentials Policy.

ARTICLE 7 – ADOPTION AND AMENDMENT OF OTHER MEDICAL STAFF DOCUMENTS

7.A RULES AND REGULATIONS

The medical staff shall initiate and adopt such Rules and Regulations as it may deem necessary for the proper conduct of its work and shall periodically review and revise its Rules and Regulations to comply with current medical staff practice.

7.A.1 Proposed changes may be originated by the Bylaws Committee, the Medical Executive Committee itself, or by a petition signed by twenty percent (20%) of the active medical staff members. An amendment to the Medical Staff Rules and Regulations may be made by a majority vote of the members of the Medical Executive Committee. Notice of all proposed amendments to the Rules and Regulations will be provided to each member of the active medical staff at least 14 days prior to the vote by the Medical Executive Committee. Any voting member may submit written comments on the amendments to the Medical Executive Committee.

7.A.2 In cases of a documented need for an urgent amendment to the rules and regulations necessary to comply with law or regulation, the Medical Executive Committee may provisionally adopt, and the governing body may provisionally approve an urgent amendment without prior notification of the active medical staff. In such cases, the medical staff will be notified by the Medical Executive Committee of the provisionally adopted amendment as soon as possible. The medical staff then has 14 days to review and comment on the provisional amendment. If there is no conflict between the organized medical staff and the Medical Executive Committee, the provisional amendment stands. If there is conflict over the provisional amendment, the process for resolving conflict between the organized medical staff and the Medical Executive Committee is implemented. If necessary, a revised amendment is then submitted to the governing body for action.

7.B CREDENTIALS POLICY, PRIVILEGE & HEARING MANUAL

An amendment to the Credentials Policy or the Privilege & Hearing Manual may be made by a majority vote of the members of the Medical Executive Committee. Notice of all proposed amendments to this document will be provided to each member of the active Medical Staff at least 14 days prior to the vote by the Medical Executive Committee. Any voting member may submit written comments on the amendments to the Medical Executive Committee.

7.C OTHER MEDICAL STAFF POLICIES

All other Medical Staff policies may be adopted and amended by a majority vote of the Medical Executive Committee. No prior notice is required. Amendments to Medical Staff policies will be distributed to or otherwise made available to Medical Staff/APP/AHP members in a timely manner.

7.D APPROVAL

- A. Adoption of and changes to the Credentials Policy, Privilege & Hearing Manual and Medical Staff Rules and Regulations will become effective only when approved by the Board.
- B. Applicants and members of the medical staff shall be governed by such rules and regulations as are properly initiated and adopted. If there is a conflict between the bylaws and rules and regulations, the bylaws shall prevail.
- C. The mechanism described herein shall be the sole method for the initiation, adoption, amendment, or repeal of the medical staff rules and regulations.

ARTICLE 8 - AMENDMENTS

8.A PROCEDURE

All proposed amendments of these Bylaws shall, as a matter of procedure, be referred to the Medical Executive Committee. They shall be voted upon at a general meeting provided they shall have been posted via the CentraCare e-mail system or by mail at least 14 days prior to the meeting. To be adopted, an amendment must receive a majority of the votes cast by the voting staff who are present at the time of such vote and who do vote. Amendments so adopted shall be effective when approved by the Operating Committee.

8.B AMENDMENTS DUE TO DOCUMENT FORMAT

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 immediately and shall be permanent if not disapproved by the Medical Staff or the Operating Committee within 60 days of adoption by the Medical Executive Committee. The action to amend may be taken by a motion acted upon in the same manner as any other motion before the Medical Executive Committee. Immediately upon adoption, such amendments shall be sent to the Administrator and to the members of the Medical Staff via CentraCare e-mail.

8.C PROHIBITION OF UNILATERAL AMENDMENT

These Bylaws may not be unilaterally amended by the Medical Executive Committee, the Medical Staff, or the Board.

ARTICLE 9 - HISTORY AND PHYSICAL

Qualified licensed practitioners granted privileges to do so may perform history and physicals (H&Ps) or updates to H&Ps. Qualified licensed practitioners who are not privileged may perform H&Ps according to state law, however, a credentialed and privileged licensed practitioner must provide an update to the H&P. Privileges to admit include the privilege to perform or update a history and physical.

Privileges to perform an H&P or an update to an H&P are granted only to:

A. Physicians

Privileges to conduct or update the H&P may be granted upon request to qualified physicians who are members of the medical staff or seeking temporary or locum tenens privileges.

B. Dentists, Oral/Maxillofacial Surgeons and Podiatrists

Privileges to conduct or update H&Ps only for those patients admitted solely for dentistry, oral/maxillofacial surgery or podiatric surgery, may be granted upon request to qualified oral/maxillofacial surgeons or podiatrists, as applicable, who are members of the medical staff or seeking temporary privileges.

C. Advanced Practice Providers or Allied Health Professionals

Who may perform H&Ps within the scope of their practice license.

Every patient receives an H&P within twenty-four hours of admission, but prior to surgery or a procedure requiring anesthesia services. If an H&P was performed within thirty days of admission and is in the patient's medical record, that H&P will be updated by a qualified licensed practitioner within twenty-four hours of admission. Every patient admitted for surgery or a procedure must have an H&P completed by a qualified licensed practitioner within 24 hours but prior to surgery; unless a previous H&P performed within thirty days prior to the surgery is in the medical record, this H&P will then be updated within twenty-four hours of admission. In all cases the H&P must be updated prior to surgery or a procedure requiring anesthesia services.

ARTICLE 10 - ADOPTION

- (a) These Bylaws are adopted and made effective upon approval of the Operating Committee, superseding and replacing any and all previous Medical Staff Bylaws, Rules and Regulations, policies, manuals or Hospital policies pertaining to the subject matter thereof.

- (b) The present Rules and Regulations of the Medical Staff are hereby readopted and placed into effect insofar as they are consistent with these Bylaws, until such time as they are amended. To the extent they are inconsistent, the Rules and Regulations are of no force or effect.

Adopted by the Medical Staff on:

Date: 10/19/2022

Approved by the Operating Committee:

Date: 11/29/2022