MEDICAL STAFF BYLAWS, POLICIES, AND RULES AND REGULATIONS OF MUNSON MEDICAL CENTER

MEDICAL STAFF BYLAWS

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ARTICLE 1

GENERAL

1.A. DEFINITIONS

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

1.B. DELEGATION OF FUNCTIONS

(1) When an administrative function under these Bylaws is to be carried out by a member of Hospital management, by a Medical Staff member, or by a Medical Staff committee, the individual, or the committee through its chair, may delegate performance of the function to a qualified designee who is a practitioner or Hospital employee (or a committee of such individuals). Any such designee is bound by all the terms, conditions and requirements of these Bylaws. However, the delegating individual or committee is responsible for ensuring the designee performs the function as required by these Bylaws.

(2) When a Medical Staff member is unavailable or unable to perform a necessary function, one or more of the Medical Staff Leaders may perform the function personally or delegate it to another appropriate individual.

1.C. MEDICAL STAFF DUES

(1) Medical Staff dues shall be as recommended by the MEC and may vary by category.

(2) Dues shall be payable annually upon request. Failure to pay dues shall result in ineligibility for reappointment.

(3) Signatories to the Hospital's Medical Staff account shall be the President of the Medical Staff and the Treasurer.

1.D. INDEMNIFICATION

The Hospital shall provide a legal defense for, and shall indemnify, all Medical Staff Officers, department chairs, section chiefs, committee chairs, medical directors, committee members, and authorized representatives when acting in those capacities, to the fullest extent permitted by the Hospital's corporate bylaws.

ARTICLE 2

CATEGORIES OF THE MEDICAL STAFF

Only those individuals who satisfy the qualifications and conditions for appointment to the Medical Staff contained in the Credentials Policy are eligible to apply for appointment to one of the categories listed below. All categories, with the respective rights and obligations of each, are summarized in the chart attached as Appendix A to these Bylaws.

2.A. ACTIVE STAFF

2.A.1. Qualifications:

The Active Staff shall consist of physicians, dentists, oral surgeons, and podiatrists who:

(a) are involved in an average of no less than 12 patient contacts per year during their appointment term; and

(b) have expressed a willingness to contribute to Medical Staff functions and/or demonstrated a commitment to the Medical Staff and Hospital through service on Hospital or Medical Staff committees and/or active participation in performance improvement or professional practice evaluation functions.

Guidelines:

Unless an Active Staff member can definitively demonstrate to the satisfaction of the Credentials Committee at the time of reappointment that their practice patterns have changed and that they will satisfy the activity requirements of this category:

* Any member who has fewer than 12 patient contacts per year, on average, during their appointment term shall not be eligible to request Active Staff status at the time of their reappointment.

** The member will be transferred to another staff category that best reflects their relationship to the Medical Staff and the Hospital (options – Courtesy, Consulting, Community, or Coverage).

2.A.2. Prerogatives:

Active Staff members may:

(a) admit patients without limitation, except as otherwise provided in their specific delineation of clinical privileges in the Bylaws or Bylaws-related documents, or as limited by the Board;

(b) vote in all general and special meetings of the Medical Staff and applicable department, section, and committee meetings;

(c) hold office, serve as department chairs or section chiefs, serve on Medical Staff committees, and serve as chairs of committees; and

(d) exercise such clinical privileges as are granted to them.

2.A.3. Responsibilities:

Active Staff members must assume all the responsibilities of membership on the Active Staff, including:

(a) willingness to serve on committees, as able;

(b) participating in the emergency room specialty coverage program, except as excused by the department to which assigned with the approval of the MEC. Any disputes between the members and the department regarding participation in emergency room coverage will be decided by the MEC;

(c) participating in the evaluation of new members of the Medical Staff;

(d) participating in the professional practice evaluation and performance improvement processes (including constructive participation in the development of clinical practice protocols and guidelines pertinent to their medical specialties);

(e) accepting inpatient consultations, when requested and appropriate; and

(f) paying applicable application fees and dues.

2.B. COURTESY STAFF

2.B.1. Qualifications:

The Courtesy Staff shall consist of physicians, dentists, oral surgeons, and podiatrists who:

(a) are involved in an average of more than three, but fewer than 12, patient contacts per year during their appointment term;

(b) meet all the same threshold eligibility criteria as other Medical Staff members, including specifically those relating to availability and response times with respect to the care of their patients; and

(c) at each reappointment time, provide such quality data and other information as may be requested to assist in an appropriate assessment of current clinical competence and overall qualifications for appointment and clinical privileges (including, but

not limited to, information from another hospital, information from the individual's office practice, information from insurers or managed care organizations in which the individual participates, and/or receipt of confidential evaluation forms completed by referring/referred to physicians).

Guidelines:

Unless a Courtesy Staff member can definitively demonstrate to the satisfaction of the Credentials Committee at the time of reappointment that their practice patterns have changed and that they will satisfy the activity requirements of this category:

* Any member who has fewer than three patient contacts per year, on average, during their appointment term will be transferred to another staff category that accurately reflects their relationship to the Medical Staff and the Hospital (options – Consulting, Community, or Coverage).

** Any member who has more than 12 patient contacts per year, on average, during their appointment term shall be automatically transferred to Active Staff status.

2.B.2. Prerogatives and Responsibilities:

Courtesy Staff members:

(a) may attend and participate in Medical Staff, department, and section meetings (without vote);

(b) may not hold office or serve as department chairs, section chiefs, or committee chairs (unless waived by the MEC and ratified by the Board);

(c) may be invited to serve on committees (with vote);

(d) are generally excused from providing specialty coverage for the Emergency Department for unassigned patients, but:

(1) must assume the care of any of their patients who present to the Emergency Department when requested to do so by an Emergency Department physician, and

(2) must accept referrals from the Emergency Department for follow-up care of their patients treated in the Emergency Department, and

(3) will be required to provide specialty coverage if the MEC finds that there are insufficient Active Staff members in a particular specialty area to perform these responsibilities;

(e) shall cooperate in the professional practice evaluation and performance improvement processes;

(f) may admit patients and exercise such clinical privileges as are granted to them; and

(g) shall pay applicable application fees and dues.

2.C. CONSULTING STAFF

2.C.1. Qualifications:

The Consulting Staff shall consist of physicians, dentists, oral surgeons, and podiatrists who:

(a) are of demonstrated professional ability and expertise who provide a service not otherwise available or in very limited supply on the Active Staff (should the service become readily available on the Active Staff, the Consulting Staff members would not be eligible to request continued Consulting Staff status at the time of their next reappointments and would have to transfer to a different staff category if they desire continued appointment);

(b) provide services at the Hospital only at the request of other members of the Medical Staff; and

(c) at each reappointment time, provide such quality data and other information as may be requested to assist in an appropriate assessment of current clinical competence and overall qualifications for appointment and clinical privileges (including, but not limited to, information from another hospital, information from the individual's office practice, information from insurers or managed care organizations in which the individual participates, and/or receipt of confidential evaluation forms completed by referring/referred to physicians).

2.C.2. Prerogatives and Responsibilities:

Consulting Staff members:

(a) may evaluate and treat (but not admit) patients in conjunction with other members of the Medical Staff;

(b) may not hold office or serve as department chairs, section chiefs, or committee chairs (unless waived by the MEC and ratified by the Board);

(c) may attend meetings of the Medical Staff and applicable department and section meetings (without vote);

(d) may be invited to serve on committees (with vote);

(e) are excused from providing specialty coverage for the Emergency Department and providing care for unassigned patients;

(f) shall cooperate in the professional practice evaluation and performance improvement processes; and

(g) shall pay applicable application fees and dues.

2.D. COMMUNITY STAFF

2.D.1. Qualifications:

The Community Staff consists of those physicians, dentists, oral surgeons, and podiatrists who:

(a) desire to be associated with, but who do not intend to establish a clinical practice at, this Hospital and meet the eligibility criteria set forth in the Medical Staff Credentials Policy with the exception of the qualifications pertaining to clinical privileges, such as response time requirements, coverage, emergency call, clinical activity, DEA registration, and residency and board certification; and

(b) have indicated or demonstrated a willingness to assume all the responsibilities of membership on the Community Staff as outlined in Section 2.D.2.

The primary purpose of the Community Staff is to permit these individuals to access Hospital services for their patients by referral of patients to Active Staff members for admission and care and to promote professional and educational opportunities, including continuing medical education.

2.D.2. Prerogatives and Responsibilities:

Community Staff members:

(a) may attend meetings of the Medical Staff (without vote) and applicable departments (with vote);

(b) may hold office and serve as department chairs or committee chairs;

(c) shall generally have no staff committee responsibilities, but may be invited to serve on committees (with vote);

(d) may attend educational activities sponsored by the Medical Staff and the Hospital;

(e) may refer patients to members of the Active Staff for admission and/or care;

(f) are encouraged to submit their outpatient records for inclusion in the Hospital's medical records for any patients who are referred;

(g) are encouraged to communicate directly with Active Staff members about the care of any patients referred, as well as to visit any such patients;

(h) may review the medical records and test results (via paper or electronic access) for any patients who are referred;

(i) may perform history and physical examinations in the office and have those reports entered into the Hospital's medical records;

(j) will participate in the Emergency Department outpatient backup call schedule, except as excused by the department to which assigned with the approval of the MEC. Any disputes between the member and the department regarding participation in the emergency room coverage will be decided by the MEC;

(k) may not: admit patients, attend patients, exercise inpatient or outpatient clinical privileges, write inpatient orders, perform consultations, assist in surgery, or otherwise participate in the provision or management of clinical care to patients at the Hospital;

(l) may refer to the Hospital's infusion center and write appropriate orders to the same;

(m) may actively participate in the professional practice evaluation and performance improvement processes;

(n) may refer patients to the Hospital's diagnostic facilities; and

(o) must pay applicable application fees and dues.

2.E. COVERAGE STAFF

2.E.1. Qualifications:

The Coverage Staff shall consist of physicians, dentists, oral surgeons, and podiatrists who:

(a) desire appointment to the Medical Staff solely for the purpose of being able to provide coverage assistance to Active Staff members who are members of their group practice or coverage group or where there is a needed service;

(b) at each reappointment time, provide such quality data and other information as may be requested to assist in an appropriate assessment of current clinical competence and overall qualifications for appointment and clinical privileges (including, but not limited to, information from another hospital, information from the individual's office practice, information from managed care organizations in which the

individual participates, and/or receipt of confidential evaluation forms completed by referring/referred to physicians);

(c) are not required to satisfy any defined response time requirements in place at the Hospital, except for those times when they are providing coverage; and

(d) agree that their Medical Staff appointment and clinical privileges will be automatically relinquished, with no right to a hearing or appeal, if their coverage arrangement with the Active Staff member(s) terminates for any reason or if the service need is otherwise met.

2.E.2. Prerogatives and Responsibilities:

Coverage Staff members:

(a) when providing coverage assistance for an Active Staff member, shall be entitled to admit and/or treat patients who are the responsibility of the Active Staff member that is being covered (i.e., the Active Staff member's own patients or unassigned patients who present through the Emergency Department when the Active Staff member is on call);

(b) shall assume all Medical Staff functions and responsibilities as may be assigned, including, where appropriate, care for unassigned patients, emergency service care, consultation, and teaching assignments when providing coverage;

(c) shall be entitled to attend Medical Staff, department, and section meetings (without vote);

(d) may not hold office or serve as department chairs, section chiefs, or committee chairs (unless waived by the MEC and ratified by the Board);

(e) shall generally have no staff committee responsibilities, but may be invited to serve on committees (with vote); and

(f) shall pay applicable application fees and dues.

2.F. ADMINISTRATIVE STAFF

2.F.1. Qualifications:

Physicians who provide administrative services to the Medical Staff and Hospital shall be eligible for appointment to this category of the Medical Staff. Since such appointments are for administrative purposes only, they shall carry no admitting privileges, no clinical privileges, and no patient responsibilities.

2.F.2. Prerogatives and Responsibilities:

Administrative Staff members:

(a) may not consult, admit, or attend to patients;

(b) may attend Medical Staff and department meetings (without vote);

(c) may serve on committees (without vote unless he or she also holds a voting position);

(d) are entitled to attend educational programs of the Medical Staff and the Hospital;

(e) may not hold office but may serve as department chairs or committee chairs; and

(f) are not required to pay application fees and dues.

2.G. HONORARY STAFF

2.G.1. Qualifications:

(a) The Honorary Staff shall consist of practitioners who have retired from the practice of medicine in this Hospital after serving for more than 10 years, who are in good standing, and who have been recommended by the MEC.

(b) Once an individual is appointed to the Honorary Staff, that status is ongoing. As such, there is no need for the individual to submit a reappointment application/reappointment processing.

2.G.2. Prerogatives and Responsibilities:

Honorary Staff members:

(a) may not consult, admit, or attend to patients;

(b) may attend Medical Staff and department or section meetings (without vote);

(c) may be invited to serve on committees (with vote);

(d) are entitled to attend educational programs of the Medical Staff and the Hospital;

(e) may not hold office or serve as department chairs or committee chairs (unless waived by the MEC and ratified by the Board); and

(f) are not required to pay application fees and dues.

2.H. TELEMEDICINE STAFF

2.H.1. Qualifications:

The Telemedicine Staff shall consist of physicians who are licensed to practice medicine in Michigan (or who meet the alternative licensing requirements applicable to telemedicine providers in both the state where the individual is located and Michigan) and who meet all of the qualifications for Medical Staff appointment outlined in the Medical Staff Credentials Policy, except for those requirements relating to geographic residency, coverage arrangements, and emergency call responsibilities.

2.H.2. Prerogatives and Responsibilities:

Telemedicine Staff members:

(a) may not admit patients to the Hospital;

(b) may exercise such privileges as are granted to them;

(c) may attend Medical Staff, committee, department, and section meetings if invited to do so (without vote);

(d) may not hold office or serve as department chairs, section chiefs, or committee chairs;

(e) shall cooperate in the performance improvement and ongoing and focused professional practice evaluation activities; and

(f) are required to pay applicable application fees.

ARTICLE 3

OFFICERS

3.A. DESIGNATION

The officers of the Medical Staff shall be the President, the President-Elect, the Treasurer, and the Immediate Past President of the Medical Staff.

3.B. ELIGIBILITY CRITERIA

Only those members of the Active and Community Staffs who satisfy the following criteria initially and continuously shall be eligible to serve as an officer of the Medical Staff, unless an exception is recommended by the MEC and approved by the Board. They must:

(1) be appointed to the Active or Community Staff in good standing, and have served on the Active or Community Staff for at least two years;

(2) be certified by an appropriate specialty board or possess comparable competence, as determined through the credentialing and privileging process;

(3) have no pending adverse recommendations concerning Medical Staff membership or clinical privileges;

(4) not presently be serving as Medical Staff Officers, Board members, department chairs, or committee chairs at any other hospital that is not affiliated with Munson Healthcare and shall not so serve during their term of office;

(5) in the case of the President and President-Elect, not presently be serving as a department chair or section chief at the Hospital;

(6) be willing to faithfully discharge the duties and responsibilities of the position;

(7) have experience in a leadership position, or other involvement in performance improvement functions;

(8) have demonstrated an ability to work well with others; and

(9) disclose if they have a contractual or employment relationship with the Hospital or any financial relationship (i.e., an ownership or investment interest or a compensation arrangement) with an entity that competes with the Hospital or any affiliate, other than those services provided within a practitioner's office and billed under the same provider number used by the practitioner. Any such disclosure shall be reviewed by the Nominating Committee in conjunction with the MEC to

determine whether the relationship is such that it renders an individual ineligible for the position for which he or she is being considered.

All such individuals are encouraged to obtain education relating to Medical Staff leadership, credentialing, and/or professional practice evaluation functions prior to and/or during the term of the office.

3.C. DUTIES

3.C.1. President of the Medical Staff:

The President of the Medical Staff shall:

(a) act in consultation with the MMC CMO, the CEO, and the Board in matters of mutual concern involving the care of patients in the Hospital;

(b) communicate and represent the opinions, policies, concerns, needs, and grievances of the Medical Staff to the Board;

(c) be accountable to the Board, in conjunction with the MEC, for the quality and efficiency of clinical services and performance within the Hospital and for the effectiveness of the performance improvement and professional practice evaluation functions delegated to the Medical Staff;

(d) serve as a voting member of the MEC, chair of the Professional Standards Committee (with vote), and an *ex officio* member (without vote) of all other Medical Staff committees;

(e) call, preside at, and be responsible for the agenda of all duly constituted meetings of the Medical Staff;

(f) unless otherwise provided in the Medical Staff Bylaws or Organization Manual, appoint all department chairs, section chiefs, and committee chairs and members, with input from the members of the relevant department, section, or committee;

(g) serve as an *ex officio* member (with vote) of the Board and the Joint Conference Committee of the Board;

(h) be a signatory on the Hospital's Medical Staff account;

(i) consult with the President-Elect on matters of special concern to the Medical Staff, maintain a liaison with the MMC CMO, and assist in settling grievances and problems of the Medical Staff;

(j) promote adherence to the Bylaws, policies, and Rules and Regulations of the Medical Staff;

(k) recommend Medical Staff representatives to Hospital committees; and

(l) perform all functions authorized in all applicable policies, including the collegial intervention steps outlined in these Bylaws.

3.C.2. President-Elect:

The President-elect shall:

(a) assume all duties of the President of the Medical Staff and act with full authority as President of the Medical Staff whenever he or she is temporarily unavailable;

(b) call, preside at, serve as a voting member of, and be responsible for the agenda of all meetings of the MEC;

(c) serve as a Medical Staff representative on the Joint Conference Committee of the Board;

(d) assume all such additional duties as are assigned to him or her by the President of the Medical Staff or the MEC; and

(e) automatically succeed the President of the Medical Staff at the completion of their term or in the event of a vacancy during their term.

3.C.3. Treasurer:

The Treasurer shall:

(a) supervise the collection of Medical Staff dues and account for the funds collected;

(b) submit a Treasurer's report to the Medical Staff at the annual meeting of the Medical Staff;

(c) perform such other duties as ordinarily pertain to the office of treasurer; and

(d) serve as a voting member of the MEC.

3.C.4. Immediate Past President of the Medical Staff:

The Immediate Past President of the Medical Staff shall:

(a) serve as an advisor and mentor to the President of the Medical Staff and the other officers;

(b) perform such additional duties as are assigned by the President of the Medical Staff, the MEC, or the Board;

(c) serve as a voting member of the MEC for a term of six months following the completion of his or her term as President of the Medical Staff; and

(d) serve a two-year term on the Munson Healthcare Board (with vote).

3.D. NOMINATIONS

(1) The Nominating Committee shall consist of the three past Presidents of the Medical Staff when available and practical. If a Past President is unable or unwilling to serve, the current President of the Medical Staff will select an alternative member.

(2) The Nominating Committee shall solicit names from the Medical Staff and present a slate of one or more qualified nominees for the offices of President-elect and Treasurer, as well as any vacant at-large positions on the MEC. Each nominee must meet the eligibility criteria in Section 3.B and agree to serve, if elected. Notice of the nominees shall be provided to the Medical Staff at least 30 days prior to the election.

(3) Additional nominations may also be submitted to the Nominating Committee by written petition signed by at least 10 members of the Active Staff at least 15 days prior to the election. In order for a nomination to be added to the ballot, the Nominating Committee must confirm the individual meets the eligibility in Section 3.B of these Bylaws, as well as his or her willingness to serve.

(4) Nominations from the floor shall not be accepted.

3.E. ELECTION

The elections shall be held by electronic ballot returned to the Medical Staff Office by the date indicated. Voting by proxy shall not be allowed. The candidate who receives the majority of votes cast shall be elected, assuming a quorum of at least 20% of the voting staff participates.

3.F. TERM OF OFFICE

Officers shall assume office on the first day of the Medical Staff Year following the election. Each officer shall serve for a term of two years or until a successor is elected. At-large members of the MEC shall serve three-year terms.

3.G. REMOVAL

(1) A vote to remove an elected officer or member of the MEC may be initiated by a one-third vote of the MEC or a one-third vote of the Active Staff. Grounds for removal shall be:

(a) failure to comply with applicable policies, Bylaws, or Rules and Regulations;

(b) failure to continue to satisfy any of the criteria in Section 3.B of these Bylaws;

(c) failure to perform the duties of the position held;

(d) conduct detrimental to the interests of patient care and/or the Medical Staff; or

(e) an infirmity that renders the individual incapable of fulfilling the duties of that office.

(2) The individual shall be given 10 days' written notice of the date of the MEC meeting at which action is to be considered. The individual shall be afforded an opportunity to speak to the MEC at this meeting prior to a vote on removal.

3.H. VACANCIES

Vacancies in the office of Treasurer shall be filled by the Medical Staff President with concurrence of the MEC. If there is a vacancy in the Office of President, the President-Elect shall assume the office of President and shall serve as President for the remainder of their predecessor's unexpired term in addition to their own two-year term. A vacancy in the Office of President-elect or a vacancy of an at-large MEC member shall be filled by a special election conducted as soon as reasonably possible after the vacancy occurs.

ARTICLE 4

DEPARTMENTS AND SECTIONS

4.A. ORGANIZATION

The Medical Staff shall be organized into departments and sections as listed in the Medical Staff Organization Manual. Subject to the approval of the Board, the MEC may create new departments, eliminate departments, create sections within departments, or otherwise reorganize the department structure.

4.B. ASSIGNMENT TO DEPARTMENTS AND SECTIONS

(1) Upon initial appointment to the Medical Staff, each member shall be assigned to a department and may be assigned to a section. Assignment to a particular department or section does not preclude an individual from seeking and being granted clinical privileges typically associated with another department or section.

(2) An individual may request a change in department assignment to reflect a change in the individual's clinical practice.

4.C. FUNCTIONS OF DEPARTMENTS

The departments shall be organized for the purpose of implementing processes (i) to monitor and evaluate the quality and appropriateness of the care of patients served by the departments, (ii) to monitor the practice of all those with clinical privileges or a scope of practice in a given department, and (iii) to provide appropriate specialty coverage in the Emergency Department, consistent with the provisions in these Bylaws and related documents.

4.D. QUALIFICATIONS OF DEPARTMENT CHAIRS

Each department chair shall satisfy all the eligibility criteria outlined in Section 3.B, unless waived by the Board after considering the recommendation of the President of the Medical Staff.

4.E. APPOINTMENT AND REMOVAL OF DEPARTMENT CHAIRS

(1) The President of the Medical Staff shall appoint all department chairs, considering input from the members assigned to the department, the MEC, and the Hospital. Department chairs shall serve a term of two years, and there shall be no limitation on the number of terms they may serve.

(2) A vote to remove a department chair may be initiated by a one-third vote of the department or a one-third vote of the MEC. Grounds for removal shall be:

(a) failure to comply with applicable policies and Bylaws;

(b) failure to continue to satisfy any of the criteria in Section 3.B of these Bylaws;

(c) failure to perform the duties of the position held;

(d) suspected conduct detrimental to the interests of patient care and/or the Medical Staff; or

(e) an infirmity that renders the individual incapable of fulfilling the duties of that office.

(3) The individual shall be given 10 days' written notice of the date of the MEC meeting at which action is to be considered. The individual shall be afforded an opportunity to speak to the MEC at this meeting prior to a vote on removal.

4.F. DUTIES OF DEPARTMENT CHAIRS

Department chairs shall work in collaboration with Medical Staff Leaders and other Hospital personnel to collectively be responsible for the following:

(1) coordinating all clinically-related activities of the department;

(2) coordinating all administratively-related activities of the department;

(3) continuing surveillance of the professional performance of all individuals in the department who have delineated clinical privileges, including performing ongoing and focused professional practice evaluations (OPPE and FPPE), in accordance with relevant Medical Staff policies;

(4) recommending criteria for clinical privileges that are relevant to the care provided in the department;

(5) evaluating requests for clinical privileges for each member of the department;

(6) assessing and recommending off-site sources for needed patient care, treatment, and services not provided by the department or the Hospital;

(7) integrating the department into the primary functions of the Hospital;

(8) coordinating and integrating interdepartmental and intradepartmental services;

(9) developing and implementing policies and procedures that guide and support the provision of care, treatment, and services in the department;

(10) making recommendations for a sufficient number of qualified and competent persons to provide care, treatment, and services;

(11) determining the qualifications and competence of department personnel who are not licensed independent practitioners and who provide patient care, treatment, and services;

(12) continuously assessing and improving the quality of care, treatment, and services provided within the department;

(13) maintaining quality monitoring programs, as appropriate;

(14) providing for the orientation and continuing education of all persons in the department;

(15) making recommendations for space and other resources needed by the department;

(16) cooperating with the preparation of Emergency Department on-call rosters to ensure appropriate coverage;

(17) performing all functions authorized in these Bylaws and the Medical Staff Credentials Policy, including collegial intervention efforts;

(18) serving as a voting member of the MEC; and

(19) at their discretion, appointing a Vice Chair to assist with these duties.

4.G. SECTIONS

4.G.1. Functions of Sections:

(a) Sections may perform any of the following activities:

(1) continuing education;

(2) discussion of policy;

(3) discussion of equipment needs;

(4) development of recommendations to the department chair or the MEC;

(5) participation in the development of criteria for clinical privileges (when requested by the department chair); and

(6) discussion of a specific issue related to credentialing, professional practice evaluation, and/or performance improvement at the request of a department chair or the MEC.

(b) Any section that meets shall keep minutes or reports reflecting the activities of section.

(c) Sections shall not be required to hold any number of regularly scheduled meetings.

4.G.2. Qualifications, Appointment, and Removal of Section Chiefs:

Section chiefs shall be appointed (and removed) by the President of the Medical Staff, with input from the members of the section. Section chiefs must meet the same qualifications as department chairs. Section chiefs shall serve a term of two years, and there shall be no limitation on the number of terms they may serve.

4.G.3. Duties of Section Chiefs:

The section chief shall carry out the functions delegated by the department chair and/or the MEC, which may include the following:

(a) review and report on applications for initial appointment and clinical privileges;

(b) review and report on applications for reappointment and renewal of clinical privileges;

(c) evaluate individuals who are granted privileges in order to confirm competence and professionalism;

(d) participate in the development of criteria for clinical privileges within the section;

(e) review and report on the professional performance of individuals practicing within the section;

(f) be responsible for continuing surveillance of the professional performance of all individuals in the section who have delineated clinical privileges, including performing ongoing and focused professional practice evaluations (OPPE and FPPE), in accordance with relevant Medical Staff policies;

(g) support the department chair in making recommendations regarding the coordination of section activities, as well as the Hospital resources necessary for the section to function effectively; and

(h) prepare Emergency Department on-call rosters to ensure appropriate coverage.

ARTICLE 5

MEDICAL STAFF COMMITTEES
AND PERFORMANCE IMPROVEMENT FUNCTIONS

5.A. MEDICAL STAFF COMMITTEES AND FUNCTIONS

This Article and the Medical Staff Organization Manual outline the Medical Staff committees that carry out ongoing and focused professional practice evaluations and other performance improvement functions that are delegated to the Medical Staff by the Board.

5.B. APPOINTMENT OF COMMITTEE CHAIRS AND MEMBERS

(1) Unless otherwise indicated by a specific committee composition, all committee chairs and members shall be appointed by the President of the Medical Staff, in consultation with the MMC CMO. Committee chairs shall be selected based on the criteria set forth in Section 3.B of these Bylaws. All committee chairs and members must signify their willingness to meet basic expectations of committee membership as set forth in Section 3.B of the Organization Manual.

(2) Unless otherwise provided by a specific committee composition, committee chairs and members shall be appointed for an initial term of two years, and may be reappointed for additional terms. All appointed chairs and members may be removed and vacancies filled by the President of the Medical Staff, at their discretion.

(3) Unless otherwise indicated, all Hospital and administrative representatives on the committees shall be appointed by the CEO. All such representatives shall serve on the committees, without vote.

(4) Unless otherwise indicated, the President of the Medical Staff, the MMC CMO, and the CEO (or their respective designees) shall be *ex officio* members on all committees, without vote. The President of the Medical Staff shall serve on these committees without any specific attendance requirements.

5.C. MEETINGS, REPORTS, AND RECOMMENDATIONS

Unless otherwise indicated, each committee described in these Bylaws or in the Medical Staff Organization Manual shall meet as necessary to accomplish its functions and shall maintain a permanent record of its findings, proceedings, and actions. Each committee shall make a timely report after each meeting to the MEC and to other committees and individuals as may be indicated.

5.D. MEDICAL EXECUTIVE COMMITTEE

5.D.1. Composition:

(a) The MEC shall include the following voting members:

- the President of the Medical Staff;
- the President-elect;
- the Treasurer;
- the department chairs;
- three at-large Active Staff members elected by the Medical Staff for terms of three years representing the following subspecialty areas: medical hospitalists, medical subspecialists, and surgical subspecialists;
- Chair of the Credentials Committee; and
- a representative of the Graduate Medical Education Program.

(b) The President-elect will chair the MEC.

(c) The CEO, the Vice President – Patient Care Services, the MMC CMO, the Chair of the Medical Performance Improvement Committee, and the Chair of the Well-Being Committee shall be *ex officio* members of the MEC, without vote.

(d) The Immediate Past President will also serve as a voting member of the MEC for a term of six months following the completion of his or her term as President of the Medical Staff.

(e) Other Medical Staff members or Hospital personnel may be invited to attend a particular MEC meeting (as guests, without vote) in order to assist the MEC in its discussions and deliberations regarding any issue on its agenda. These individuals shall be present only for the relevant agenda item and shall be excused for all others. Such individuals are an integral part of the MEC review processes and are bound by the same confidentiality requirements as the standing members of the MEC.

(f) Medical Staff members are invited to attend those portions of an MEC meeting that are open and do not deal with privileged, peer review, or confidential information or agenda items.

5.D.2. Duties:

(a) The MEC is delegated the primary authority over activities related to the functions of the Medical Staff and performance improvement activities regarding the professional services provided by individuals with clinical privileges. This authority may be removed or modified by amending these Bylaws and related policies.

(b) The MEC is responsible for the following:

(1) acting on behalf of the Medical Staff in the intervals between Medical Staff meetings (the officers are empowered to act in urgent situations between MEC meetings);

(2) coordinating the activities and policies adopted by the Medical Staff, departments, sections, and committees;

(3) receiving and acting upon requests and recommendations from the departments, sections and committees and officers of the Medical Staff;

(4) recommending directly to the Board on at least the following:

(i) the Medical Staff's structure;

(ii) the mechanism used to review credentials and to delineate individual clinical privileges;

(iii) applicants for Medical Staff appointment and reappointment;

(iv) delineation of clinical privileges for each eligible individual;

(v) participation of the Medical Staff in Hospital performance improvement activities and the quality of professional services being provided by the Medical Staff;

(vi) the mechanism by which Medical Staff appointment may be terminated;

(vii) hearing procedures outlined in these Bylaws; and

(viii) reports and recommendations from Medical Staff committees, departments, and other groups, as appropriate;

(5) consulting with administration on quality-related aspects of contracts for patient care services;

(6) reviewing (or delegating the review of) quality indicators to ensure uniformity regarding patient care services;

(7) providing leadership in activities related to patient safety;

(8) ensuring that the Bylaws, policies, and associated documents of the Medical Staff are reviewed and updated periodically;

(9) providing and promoting effective liaison among the Medical Staff, Administration, and the Board; and

(10) performing such other functions as are assigned to it by these Bylaws, the Credentials Policy, or other applicable policies.

5.D.3. Meetings:

The MEC shall meet as often as necessary to fulfill its responsibilities and shall maintain a permanent record of its proceedings and actions.

5.E. PERFORMANCE IMPROVEMENT FUNCTIONS

(1) The Medical Staff is actively involved in the measurement, assessment, and improvement of at least the following:

(a) patient safety, including processes to respond to patient safety alerts, meet patient safety goals, and reduce patient safety risks;

(b) the Hospital's and individual practitioners' performance on Joint Commission and Centers for Medicare & Medicaid Services ("CMS") core measures;

(c) medical assessment and treatment of patients;

(d) medication usage, including review of significant adverse drug reactions, medication errors, and the use of experimental drugs and procedures;

(e) the utilization of blood and blood components (including review of significant transfusion reactions);

(f) operative and other invasive procedures, including tissue review and review of discrepancies between pre-operative and post-operative diagnoses;

(g) appropriateness of clinical practice patterns;

(h) significant departures from established patterns of clinical practice;

(i) use of information about adverse privileging determinations regarding any practitioner;

(j) providing oversight in the process of analyzing and improving patient satisfaction;

(k) the use of developed criteria for autopsies;

(l) sentinel events, including root cause analyses and responses to unanticipated adverse events;

(m) nosocomial infections and the potential for infection;

(n) unnecessary procedures or treatment;

(o) appropriate resource utilization;

(p) education of patients and families;

(q) coordination of care, treatment, and services with other practitioners and Hospital personnel;

(r) accurate, timely, and legible completion of medical records;

(s) 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 **Appendix B** of these Bylaws;

(t) review of findings from the ongoing and focused professional practice evaluation activities that are relevant to an individual's performance; and

(u) communication of findings, conclusions, recommendations, and actions to improve performance to appropriate Medical Staff members and the Board.

(2) A description of the committees that carry out systematic monitoring and performance improvement functions, including their composition, duties, and reporting requirements, is contained in the Medical Staff Organization Manual.

5.F. CREATION OF STANDING COMMITTEES

In accordance with the amendment provisions in the Organization Manual, the MEC may, without amendment of these Bylaws, establish additional committees to perform one or more staff functions. In the same manner, the MEC may dissolve or rearrange committee structure, duties, or composition as needed to better accomplish Medical Staff functions. Any function required to be performed by these Bylaws which is not assigned to an individual, a standing committee, or a special committee shall be performed by the MEC.

5.G. SPECIAL COMMITTEES

Special committees shall be created and their members and chairs shall be appointed by the President of the Medical Staff and/or the MEC. Such special committees shall confine their activities to the purpose for which they were appointed and shall report to the MEC.

ARTICLE 6

MEETINGS

6.A. MEDICAL STAFF YEAR

The Medical Staff year is June 1 to May 31.

6.B. MEDICAL STAFF MEETINGS

6.B.1. Regular Meetings:

The Medical Staff shall meet at least once a year.

6.B.2. Special Meetings:

Special meetings of the Medical Staff may be called by the President of the Medical Staff, or the MEC, or by a petition signed by at least 10% of the Active Staff.

6.C. DEPARTMENT, SECTION, AND COMMITTEE MEETINGS

6.C.1. Regular Meetings:

Except as otherwise provided in these Bylaws or in the Organization Manual, each department, section, and committee shall meet as necessary to accomplish its functions, at times set by the Presiding Officer.

6.C.2. Special Meetings:

A special meeting of any department, section, or committee may be called by or at the request of the Presiding Officer, the President of the Medical Staff, or the MEC, or by a petition signed by at least 10% of the Active Staff members of the department, section, or committee (but in no event fewer than two members).

6.D. PROVISIONS COMMON TO ALL MEETINGS

6.D.1. Prerogatives of the Presiding Officer:

(a) The Presiding Officer of each meeting of the Medical Staff, a department, a section, or a committee is responsible for setting the agenda for any regular or special meeting.

(b) The Presiding Officer has the discretion to conduct a meeting virtually (e.g., by email) or by telephone conference or videoconference.

(c) The Presiding Officer shall have the authority to rule definitively on all matters of procedure. While Robert's Rules of Order may be used for reference in the discretion of the Presiding Officer, it shall not be binding. Rather, specific provisions of these Bylaws and Medical Staff, department, section, or committee custom shall prevail at all meetings and elections.

6.D.2. Notice of Meetings:

(a) Medical Staff members shall be provided notice of all regular meetings of the Medical Staff and regular meetings of departments, sections, and committees at least 14 days in advance of the meetings. Notice may also be provided by posting in a designated location at least 14 days prior to the meetings. All notices shall state the date, time, and place of the meetings.

(b) When a special meeting of the Medical Staff, a department, a section, or a committee is called, electronic notification must be given at least 48 hours prior to the special meeting. In addition, posting may not be the sole mechanism used for providing notice of any special meeting.

(c) The attendance of any individual at any meeting shall constitute a waiver of that individual's objection to the notice given for the meeting.

6.D.3. Quorum and Voting:

(a) For any regular or special meeting of the Medical Staff, 20% of the voting staff members shall constitute a quorum. For meetings of the MEC, 30% of the voting members of the committee shall constitute a quorum for the MEC.

(b) Departments, sections, and committees (except for the MEC) shall determine their own quorum requirements. Where no such decision is made, those voting members present (but not fewer than two) shall constitute a quorum.

(c) Recommendations and actions of the Medical Staff, departments, sections, 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 voting members present.

(d) As an alternative to a formal meeting, and at the discretion of the Presiding Officer, the voting members of the Medical Staff, a department, a section, or a committee may also be presented with a question by mail, facsimile, e-mail, hand delivery, telephone, or other technology approved by the President of the Medical Staff, and their votes returned to the Presiding Officer by the method and within the time frame designated in the notice. Except as noted in (a) and (b) above, a quorum for purposes of these votes shall be the number of responses returned to the Presiding Officer (but not fewer than two) by the date indicated. The question raised shall be determined in the affirmative and shall be binding if a majority of the responses returned has so indicated.

(e) Voting by proxy shall not be allowed. However, the Presiding Officer may allow absentee ballots.

6.D.4. Minutes, Reports, and Recommendations:

(a) Minutes of all meetings of the Medical Staff, departments, sections, and committees shall be prepared and shall include a record of the attendance of members and the recommendations made and the votes taken on each matter. The minutes shall be authenticated by the Presiding Officer.

(b) A summary of all recommendations and actions of the Medical Staff, departments, sections, and committees shall be transmitted to the MEC. The Board shall be kept apprised of the recommendations of the Medical Staff and its departments, sections, and committees.

(c) A permanent file of the minutes of all meetings shall be maintained by the Hospital.

6.D.5. Confidentiality:

All Medical Staff business conducted by committees, departments, or sections is considered confidential and proprietary and should be treated as such. However, members of the Medical Staff who have access to, or are the subject of, credentialing and/or peer review information understand that this information is subject to heightened sensitivity and, as such, 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 Credentials Policy or other applicable Medical Staff or Hospital policy. A breach of confidentiality with regard to any Medical Staff information may result in the imposition of disciplinary action.

6.D.6. Attendance Requirements:

(a) Members of the MEC, the Credentials Committee, the Professional Standards Committee, and the Peer Review Committee are expected to attend at least 50% of all regular and special meetings of these committees. Failure to attend the required number of meetings may result in the President of the Medical Staff replacing the member with another qualified individual.

(b) Each Active Staff member is expected, but not required, to attend and participate in all Medical Staff meetings and applicable department, section, and committee meetings each year.

ARTICLE 7

QUESTIONS INVOLVING MEDICAL STAFF MEMBERS

7.A. PROFESSIONAL PRACTICE EVALUATION ACTIVITIES

Professional practice evaluation activities shall be conducted in accordance with the Medical Staff's professional practice evaluation policies. Matters that are not satisfactorily resolved through collegial intervention efforts or through the Medical Staff's professional practice evaluation policies shall be referred to the MEC for its review in accordance with Section 7.C below. Such interventions and evaluations, however, are not mandatory prerequisites to MEC review.

7.B. COLLEGIAL INTERVENTION AND PROGRESSIVE STEPS

(1) These Bylaws and supplemental policies of the Medical Staff encourage the use of progressive steps by Medical Staff Leaders and Hospital management, beginning with collegial and educational efforts, to address questions relating to an individual's clinical practice and/or professional conduct that have been validated. The goal of these efforts is to arrive at voluntary, responsive actions by the individual to resolve questions that have been raised.

(2) All of these efforts are fundamental components of the Medical Staff's professional practice evaluation activities and are confidential and protected in accordance with Michigan law.

(3) "Collegial Intervention" means a face-to-face discussion between a Medical Staff member and one or more Medical Staff Leaders, as well as either the MMC CMO and/or the CEO, along with a follow-up letter that summarizes the discussion and, when applicable, the expectations regarding the practitioner's future practice and/or conduct in the Hospital.

(4) Collegial intervention efforts involve reviewing and following up on questions raised about the clinical practice and/or conduct of Medical Staff members and conducting counseling, coaching, education, and related steps, such as the following:

(a) advising colleagues of all applicable policies, such as policies regarding appropriate behavior, communication issues, emergency call obligations, and the timely and adequate completion of medical records; and

(b) sharing comparative quality, utilization, and other relevant information, including any variations from clinical practice or evidence-based protocols or guidelines, in order to assist individuals to conform their practices to appropriate norms.

(5) The relevant Medical Staff Leader(s) shall document collegial intervention efforts in an individual's confidential file. The individual shall have an opportunity to review any formal documentation prepared by the Medical Staff Leader(s) and respond in writing. The response shall be maintained in that individual's file along with the original documentation.

(6) Collegial intervention efforts are encouraged, but are not mandatory, and shall be within the discretion of the appropriate Medical Staff Leaders and Hospital management.

(7) These efforts are intended to resolve issues in a constructive manner and do not involve the formal hearing process. Accordingly, Medical Staff members do not have the right to be accompanied by legal counsel when the Medical Staff leadership is engaged in collegial intervention efforts or other progressive steps. However, a member may request that another member of the Medical Staff be allowed to accompany him or her as an advisor. Any such individual must agree to maintain all information as confidential and should understand that he or she may be removed from the meeting by the Medical Staff leadership if his or her presence or conduct is deemed to be disruptive, provided that a clear warning is first given, requesting that the disruptive actions cease, before he or she is removed. Finally, there shall be no recording (audio or video) of any meetings that involve collegial intervention or progressive steps activities.

7.C. FORMAL INVESTIGATIONS

7.C.1. Initial Review:

(a) Whenever a serious question has been raised, or where collegial efforts or actions under the professional practice evaluation policy have not resolved an issue, regarding:

(1) the clinical competence or clinical practice of any member of the Medical Staff, including the care, treatment or management of a patient or patients;

(2) the safety or proper care being provided to patients;

(3) the known or suspected violation by any member of the Medical Staff of applicable ethical standards or the Bylaws, rules and regulations, and policies of the Hospital or the Medical Staff; and/or

(4) conduct by any member of the Medical Staff that is considered lower than the standards of the Hospital or disruptive to the orderly operation of the Hospital or its Medical Staff, including the inability of the member to work harmoniously with others,

the matter may be referred to the President of the Medical Staff, the chair of the department, the chief of the section, the chair of a standing committee, the MMC CMO, or the CEO.

(b) In addition, if the Board becomes aware of information that raises concerns about any Medical Staff member, the matter shall be referred to the President of the Medical Staff, the chair of the department, the chief of the section, the chair of a standing committee, the MMC CMO, or the CEO for review and appropriate action in accordance with these Bylaws.

(c) The person to whom the matter is referred shall conduct or arrange for an inquiry to determine whether the question raised has sufficient credibility to warrant further review and, if so, shall forward it in writing to the MEC.

(d) No action taken pursuant to this Section shall constitute an investigation.

7.C.2. Initiation of a Formal Investigation:

(a) When a question involving clinical competence or professional conduct is referred to, or raised by, the MEC, the MEC shall review the matter and determine whether to conduct an investigation, to direct the matter to be handled pursuant to another Medical Staff policy, or to proceed in another manner. The MEC may determine to refer matters involving disruptive behavior or sexual harassment to the Board for further action. Prior to making its determination, the MEC may discuss the matter with the individual. An investigation shall begin only after the MEC votes to commence a formal investigation (hereinafter a "Formal Investigation").

(b) The MEC shall inform the individual that a Formal Investigation has begun and that if the individual resigns his or her appointment or clinical privileges during this time, a report to the National Practitioner Data Bank will be triggered. Notification may be delayed if, in the MEC's judgment, informing the individual immediately would compromise the Formal Investigation or disrupt the operation of the Hospital or Medical Staff.

7.C.3. Formal Investigative Procedure:

(a) Once a determination has been made to begin a Formal Investigation, the MEC shall either investigate the matter itself or appoint an ad hoc committee or individual to conduct the Formal Investigation, keeping in mind the conflict of interest guidelines outlined the Medical Staff Credentials Policy. Any ad hoc committee may include individuals not on the Medical Staff. Whenever the questions raised involve the clinical competence of the individual under review, the ad hoc committee shall include a peer of the individual (e.g., physician, dentist, oral surgeon, or podiatrist).

(b) The committee conducting the Formal Investigation ("investigating committee") shall have the authority to review relevant documents and interview individuals. It shall also have available to it the full resources of the Medical Staff and the Hospital, as well as the authority to use outside consultants, if needed. An outside consultant or agency may be used whenever a determination is made by the Hospital and investigating committee that:

(1) the clinical expertise needed to conduct the review is not available on the Medical Staff;

(2) the individual under review is likely to raise, or has raised, questions about the objectivity of other practitioners on the Medical Staff;

(3) the individuals with the necessary clinical expertise on the Medical Staff would not be able to conduct a review without risk of allegations of bias, even if such allegations are unfounded; or

(4) the thoroughness and objectivity of the Formal Investigation would be aided by such an external review.

(c) The investigating committee may require a physical, mental, and/or behavioral examination of the individual by health care professional(s) acceptable to it. The individual being investigated shall execute a release (in a form approved or provided by the investigating committee) allowing (i) the investigating committee (or its representative) to discuss with the health care professional(s) conducting the examination the reasons for the examination; and (ii) the health care professional(s) conducting the examination to discuss and provide documentation of the results of such examination directly to the investigating committee. The cost of such health examination shall be borne by the individual.

(d) The individual shall have an opportunity to meet with the investigating committee before it makes its report. Prior to this meeting, the individual shall be informed of the general questions being investigated and may submit written questions in advance of the meeting, as may his or her legal counsel.

(e) At the meeting, the individual shall be invited to discuss, explain, or refute the questions that gave rise to the Formal Investigation. This meeting is not a hearing, and none of the procedural rules for hearings shall apply. A summary of the interview shall be prepared by the investigating committee and included with its report, but no recording (audio or video) or transcript of the meeting shall be permitted or made. The individual being investigated shall have the right to be accompanied by legal counsel at this meeting, who may serve as an advisor to the individual but may not actively participate in the interview. The chair of the investigating committee retains the right to remove the individual's counsel at any time if counsel's presence or conduct is deemed to be disruptive to the meeting,

provided that a clear warning is first given, requesting that the disruptive actions cease, before he or she is removed.

(f) The investigating committee shall make a reasonable effort to complete the Formal Investigation and issue its report within 30 days of the commencement of the Formal Investigation, provided that an outside review is not necessary. When an outside review is necessary, the investigating committee shall make a reasonable effort to complete the Formal Investigation and issue its report within 30 days of receiving the results of the outside review. These time frames are intended to serve as guidelines and, as such, shall not be deemed to create any right for an individual to have a Formal Investigation completed within such time periods.

(g) At the conclusion of the Formal Investigation, the investigating committee shall prepare a report summarizing its findings.

7.C.4. Recommendation:

(a) The MEC will review the findings of the investigating committee and may determine that no action is justified; or make any recommendation that it deems necessary or appropriate.

(b) A recommendation by the MEC that would entitle the individual to request a hearing under Section 8.A.1 of these Bylaws shall be forwarded to the President of the Medical Staff, who shall promptly inform the individual by special notice. The President of the Medical Staff shall hold the recommendation until after the individual has completed or waived a hearing and appeal.

(c) If the determination of the MEC does not entitle the individual to request a hearing in accordance with Section 8.A.2 of these Bylaws, it shall take effect immediately and shall remain in effect unless modified by the Board.

(d) In the event the Board considers a modification to the recommendation of the MEC that would entitle the individual to request a hearing, the President of the Medical Staff shall inform the individual by special notice. No final action shall occur until the individual has completed or waived a hearing and appeal.

(e) When applicable, any recommendations or actions that are the result of a Formal Investigation or hearing and appeal shall be monitored by Medical Staff Leaders on an ongoing basis through the Hospital's performance improvement activities or pursuant to the applicable policies regarding conduct, as appropriate.

7.D. PRECAUTIONARY SUSPENSION OR RESTRICTION OF CLINICAL PRIVILEGES

7.D.1. Grounds for Precautionary Suspension or Restriction:

(a) If a continuing exercising of clinical privileges would, in the sole discretion of any Medical Staff Officer or department chair, acting in conjunction with the MMC CMO or the CEO, OR the MEC (the "Requestor"), create an imminent danger to the health and/or safety of any individual, the Requestor shall have the authority to (1) afford an individual an opportunity to voluntarily refrain from exercising privileges pending a Formal Investigation; or (2) suspend or restrict all or any portion of an individual's clinical privileges as a precaution.

(b) A precautionary suspension or restriction can be imposed at any time, including, but not limited to, immediately after the occurrence of an event that causes concern, following a pattern of occurrences that raises concern, or following a recommendation of the MEC that would entitle the individual to request a hearing.

(c) Precautionary suspension or restriction is an interim step in the professional review activity, but it is not a complete professional review action in and of itself. It shall not imply any final finding of responsibility for the situation that caused the suspension or restriction.

(d) A precautionary suspension or restriction shall become effective immediately upon imposition. In addition, a precautionary suspension or restriction shall immediately be reported in writing to the CEO and the President of the Medical Staff, and shall remain in effect unless it is modified by the President of the Medical Staff, in conjunction with the CEO or the MEC.

(e) The individual in question shall be provided a brief written description of the reason(s) for the precautionary suspension, including the names and medical record numbers of the patient(s) involved (if any), within three days of the imposition of the suspension.

7.D.2. MEC Procedure:

(a) The MEC shall review the matter resulting in a precautionary suspension or restriction (or the individual's agreement to voluntarily refrain from exercising clinical privileges) within a reasonable time under the circumstances, not to exceed seven days.

(b) Prior to, or as part of, this review, the individual shall be given an opportunity to meet with the MEC. The individual may propose ways other than precautionary suspension or restriction to protect patients and/or employees, depending on the circumstances. Legal counsel for the MEC and the individual who is subject to the precautionary suspension may be present to advise their respective clients. The President-Elect (or his or her designee who is acting as Chair) retains the right to

remove counsel for either or both parties if their presence or conduct is deemed to be disruptive to the meeting, provided that a clear warning is first given, requesting that the disruptive actions cease, before he or she is removed. No recording (audio or video) or transcript of the meeting shall be permitted or made.

(c) After considering the matters resulting in the suspension or restriction and the individual's response, if any, the MEC shall determine the appropriate next steps, which may include, but are not limited to, commencing a focused review or a Formal Investigation or recommending some other action that is appropriate under the circumstances. The MEC shall also determine whether the precautionary suspension or restriction should be continued, modified, or terminated pending the completion of the focused review or Formal Investigation (and hearing and appeal, if applicable).

(d) There is no right to a hearing based on the imposition or continuation of a precautionary suspension or restriction unless the suspension is in effect for more than 15 days.

7.D.3. Care of Patients:

(a) Immediately upon the imposition of a precautionary suspension or restriction, the President of the Medical Staff, department chair, or the MMC CMO shall assign to another individual with appropriate clinical privileges responsibility for care of the suspended individual's hospitalized patients, or to otherwise aid in implementing the precautionary restriction, as appropriate. The assignment shall be effective until the patients are discharged. The wishes of the patient shall be considered in the selection of a covering physician.

(b) All members of the Medical Staff have a duty to cooperate with the President of the Medical Staff, the department chair, the MEC, the MMC CMO, and the CEO in enforcing precautionary suspensions or restrictions.

7.E. AUTOMATIC RELINQUISHMENT/ACTIONS

7.E.1. Failure to Complete Medical Records:

Failure to complete medical records, after notification by the medical records department of delinquency, shall result in automatic relinquishment of all clinical privileges and all Medical Staff duties, except those related to the completion of medical records. Relinquishment shall continue until all delinquent records are completed and reinstatement accomplished in accordance with applicable policies and rules and regulations. Failure to complete the medical records that caused relinquishment within the time required by applicable policies and rules and regulations shall result in automatic resignation from the Medical Staff.

7.E.2. Action by Government Agency or Insurer and

Failure to Satisfy Threshold Eligibility Criteria:

(a) Any action taken by any licensing board, professional liability insurance company, court or government agency regarding any of the matters set forth below, or any failure to satisfy any of the threshold eligibility criteria set forth in these Bylaws, must be promptly reported by the Medical Staff member to the Medical Staff Services Department.

(b) An individual's appointment and clinical privileges shall be automatically relinquished, without the right to the procedural rights outlined in these Bylaws, if an individual fails to satisfy any of the threshold eligibility criteria set forth in Section 2.A.1 of the Medical Staff Credentials Policy on a continuous basis. This includes, but is not limited to, the following occurrences:

(1) Licensure: Revocation, expiration, suspension, or the placement of restrictions on an individual's license.

(2) Controlled Substance Authorization: Revocation, expiration, suspension or the placement of restrictions on an individual's DEA controlled substance authorization.

(3) Insurance Coverage: Termination or lapse of an individual's professional liability insurance coverage, or other action causing the coverage to fall below the minimum required by the Hospital or cease to be in effect, in whole or in part.

(4) Medicare and Medicaid Participation: Debarment, proposed debarment, termination, exclusion, or preclusion by government action from participation in the Medicare/Medicaid or other federal or state health care programs.

(5) Criminal Activity: Arrest, charge, indictment, conviction, or a plea of guilty or no contest pertaining to any felony; or to any misdemeanor involving (i) controlled substances; (ii) illegal drugs; (iii) Medicare, Medicaid, or insurance or health care fraud or abuse; (iv) child abuse; (v) elder abuse; or (vi) violence against another. (DUIs will be addressed in the manner outlined in Section 2.B.1(g) of the Medical Staff Credentials Policy.)

(c) Automatic relinquishment shall take effect immediately upon notice to the Hospital and continue until the matter is resolved and the individual is reinstated, if applicable.

(d) If the underlying matter leading to automatic relinquishment is resolved within 60 days, the individual may request reinstatement. Failure to resolve the matter within 60 days of the date of relinquishment shall result in an automatic resignation from the Medical Staff.

7.E.3. Failure to Complete or Comply with Training or Educational Requirements:

Failure to complete and/or comply with training or educational requirements that are adopted by the MEC and approved by the Board, including, but not limited to, those pertinent to electronic medical records, CPOE, the privacy and security of protected health information, infection control, or patient safety shall result in the automatic relinquishment of all clinical privileges. Any relinquishment will continue in effect until documentation of compliance is provided to the satisfaction of the requesting party. If the requested information is not provided within 30 days of the date of relinquishment, it shall result in automatic resignation from the Medical Staff.

7.E.4. Failure to Provide Requested Information:

Failure to provide information pertaining to an individual's qualifications for appointment, reappointment, or clinical privileges, in response to a written request from the Credentials Committee, the MEC, the Professional Standards Committee, the Peer Review Committee, the MMC CMO, the CEO, or any other committee authorized to request such information, shall result in the automatic relinquishment of all clinical privileges. The information must be provided within a reasonable time frame as established by the requesting party. Any relinquishment will continue in effect until the information is provided to the satisfaction of the requesting party. If the requested information is not provided within 30 days of the date of relinquishment, it shall result in automatic resignation from the Medical Staff.

7.E.5. Failure to Attend Special Meeting:

(a) Whenever there is a concern regarding the clinical practice or professional conduct involving any individual, a Medical Staff Leader may require the individual to attend a special meeting with one or more of the Medical Staff Leaders and/or with a standing or ad hoc committee of the Medical Staff.

(b) The notice to the individual regarding this meeting shall be given by special notice at least three days prior to the meeting. The notice shall inform the individual who will be in attendance, a summary of the issues to be discussed, and that attendance at the meeting is mandatory. The individual requesting the meeting will take reasonable steps to find a time for the meeting that is mutually agreeable to all parties. Generally, no legal counsel shall be present at the meeting, unless otherwise prescribed for in these Bylaws. However, the individual may request that another Medical Staff member accompany him or her as an advisor in accordance with Section 7.B(7).

(c) Failure of the individual to attend the meeting shall result in the automatic relinquishment of all clinical privileges until such time as the individual does attend the special meeting. If the individual does not attend the special meeting within 30 days of the date of relinquishment, it shall result in automatic resignation from the Medical Staff.

7.E.6. Request for Reinstatement:

(a) Requests for reinstatement following the expiration or lapse of a license, controlled substance authorization, and/or insurance coverage will be processed by the Medical Staff Services Department. If any questions or concerns are noted, the Medical Staff Services Department will refer the matter for further review in accordance with (b) below.

(b) All other requests for reinstatement shall be reviewed by the relevant department chair, the Chair of the Credentials Committee, the President of the Medical Staff, the MMC CMO, and the CEO. If the determination to reinstate is unanimous, it shall then be forwarded to the Credentials Committee, MEC, and the Board for ratification. If, however, any of the individuals reviewing the request have any questions or concerns, those questions shall be noted and the reinstatement request shall be forwarded to the Credentials Committee, MEC, and Board for review and recommendation.

7.F. LEAVES OF ABSENCE

An individual may request a leave of absence in accordance with the Medical Staff's leave of absence policy.

ARTICLE 8

HEARING AND APPEAL PROCEDURES

8.A. INITIATION OF HEARING

8.A.1. Grounds for Hearing:

(a) An individual is entitled to request a hearing whenever the MEC makes one of the following recommendations:

(1) denial of initial appointment to the Medical Staff;

(2) denial of reappointment to the Medical Staff;

(3) revocation of appointment to the Medical Staff;

(4) denial of requested clinical privileges;

(5) revocation of clinical privileges;

(6) suspension of clinical privileges for more than 15 days;

(7) mandatory concurring consultation requirement (i.e., the consultant must approve the course of treatment in advance);

(8) denial of reinstatement from a leave of absence if the reasons relate to clinical competence or professional conduct; or

(9) any other recommendation that would cause a report to the individual's state licensing board and/or the National Practitioner Data Bank.

(b) No other recommendations shall entitle the individual to a hearing.

(c) If the Board makes any of these determinations without an adverse recommendation by the MEC, an individual would also be entitled to request a hearing. For ease of use, this Article refers to adverse recommendations of the MEC. When a hearing is triggered by an adverse recommendation of the Board, any reference in this Article to the "MEC" shall be interpreted as a reference to the "Board."

8.A.2. Actions Not Grounds for Hearing:

None of the following actions shall constitute grounds for a hearing, and they shall take effect without hearing or appeal, provided that the individual shall be entitled to submit a written explanation to be placed into his or her file:

(a) determination that an applicant for membership fails to meet the threshold eligibility qualifications or criteria for membership;

(b) ineligibility to request membership or privileges or continue privileges because a relevant specialty is closed under a medical staff development plan or covered under an exclusive provider agreement;

(c) failure to process a request for a privilege when the individual does not meet the eligibility criteria to hold the privilege;

(d) determination that an application is incomplete or untimely;

(e) determination that an application shall not be processed due to an intentional misstatement or omission;

(f) change in assigned staff category or a determination that an individual is not eligible for a specific staff category;

(g) expiration of membership and privileges as a result of failure to submit an application for reappointment within the allowable time period;

(h) issuance of a letter of guidance, counsel, warning, or reprimand;

(i) determination that conditions, monitoring, supervision, or a general consultation requirement (i.e., the individual must obtain a consult but need not get prior approval for the treatment) is appropriate for an individual;

(j) determination that a requirement for additional training or continuing education is appropriate for an individual;

(k) the voluntary acceptance of a Performance Improvement Plan;

(l) any requirement to complete a health assessment, diagnostic testing, a complete physical, mental, or behavioral evaluation, or a clinical competency evaluation pursuant to any Bylaws-related document;

(m) conducting a Formal Investigation into any matter or the appointment of an ad hoc investigating committee;

(n) grant of conditional appointment or reappointment or of an appointment or reappointment period that is shorter in duration than the maximum term permitted under the Credentials Policy;

(o) refusal of the Hospital to consider a request for appointment, reappointment, or privileges within two years of a final adverse decision regarding such request;

(p) precautionary suspension that is in effect for 15 days or less;

(q) automatic relinquishment of appointment or privileges or automatic resignation;

(r) denial of a request for leave of absence, for an extension of a leave or for reinstatement from a leave if the reasons do not relate to clinical competence or professional conduct;

(s) removal from the on-call roster or any other reading panel;

(t) withdrawal of temporary privileges;

(u) requirement to appear for a special meeting; and

(v) termination of any contract with or employment by the Hospital.

8.B. THE HEARING

8.B.1. Notice of Recommendation:

The President of the Medical Staff shall promptly give special notice of a recommendation which entitles an individual to request a hearing. This notice shall contain:

(a) a statement of the recommendation and the general reasons for it;

(b) a statement that the individual has the right to request a hearing on the recommendation within 30 days of receipt of this notice; and

(c) a copy of this Article.

8.B.2. Request for Hearing:

An individual has 30 days following receipt of the notice to request a hearing. The request shall be in writing to the President of the Medical Staff and shall include the name, address, and telephone number of the individual's counsel, if any. Failure to request a hearing shall constitute waiver of the right to a hearing, and the recommendation shall be transmitted to the Board for final action.

8.B.3. Notice of Hearing and Statement of Reasons:

(a) The President of the Medical Staff shall schedule the hearing and provide, by special notice to the individual requesting the hearing, the following:

(1) the time, place, and date of the hearing;

(2) a proposed list of witnesses who shall give testimony at the hearing and a brief summary of the anticipated testimony;

(3) the names of the Hearing Panel members (or Hearing Officer) and Presiding Officer, if known; and

(4) a statement of the specific reasons for the recommendation, including a list of patient records (if applicable), and a general description of the information supporting the recommendation. This statement does not bar presentation of additional evidence or information at the hearing, so long as the additional material is relevant to the recommendation or the individual's qualifications and the individual has a sufficient opportunity to review and rebut the additional information.

(b) The hearing shall begin no sooner than 30 days after the notice of the hearing, unless an earlier hearing date has been specifically agreed to in writing by the parties, and will be scheduled for a date and time that is mutually agreeable to all parties.

8.B.4. Hearing Panel, Presiding Officer, and Hearing Officer:

(a) Hearing Panel:

The President of the Medical Staff, after consulting with the CEO, shall appoint a Hearing Panel in accordance with the following guidelines:

(1) The Hearing Panel shall consist of at least three members and may include any combination of:

(i) any member of the Medical Staff, provided the member has not actively participated in the matter at any previous level; and/or

(ii) physicians not affiliated with the Hospital.

(2) Knowledge of the underlying peer review matter, in and of itself, shall not preclude the individual from serving on the Panel.

(3) Employment by, or other contractual arrangement with, the Hospital or an affiliate shall not preclude an individual from serving on the Panel.

(4) The Panel shall not include any individual who is in direct economic competition with the individual requesting the hearing.

(5) The Panel shall not include any individual who is professionally associated with, related to, or involved in a significant referral relationship with, the individual requesting the hearing.

(6) The Panel shall not include any individual who is demonstrated to have an actual bias, prejudice, or conflict of interest that would prevent the individual from fairly and impartially considering the matter.

(7) In addition, the appointment of the Hearing Panel shall comply with the guidelines set forth in the conflict of interest provisions found in the Medical Staff Credentials Policy.

(b) Presiding Officer:

(1) The President of the Medical Staff, after consulting with the CEO, shall appoint a Presiding Officer. The Presiding Officer may not be, or represent clients who are, in direct competition with the individual who requested the hearing and may not currently represent the Hospital in any legal matters. The Presiding Officer shall not act as an advocate for either side at the hearing.

(2) The Presiding Officer shall:

(i) allow the participants in the hearing to have a reasonable opportunity to be heard and to present evidence, subject to reasonable limits on the number of witnesses and duration of direct and cross-examination;

(ii) prohibit conduct or presentation of evidence that is cumulative, excessive, irrelevant or abusive or that causes undue delay;

(iii) maintain decorum throughout the hearing;

(iv) determine the order of procedure;

(v) rule on all matters of procedure and the admissibility of evidence; and

(vi) conduct argument by counsel on procedural points within or outside the presence of the Hearing Panel at the Presiding Officer's discretion.

(3) The Presiding Officer may be advised by legal counsel to the Hospital with regard to the hearing procedure.

(4) The Presiding Officer may participate in the private deliberations of the Hearing Panel and be a legal advisor to it, but shall not be entitled to vote on its recommendations.

(c) Hearing Officer:

(1) As an alternative to a Hearing Panel, the President of the Medical Staff, after consulting with the CEO, may propose the use of a Hearing Officer. This alternative will be presented to the individual requesting the hearing for his or her consideration. If the individual requesting the hearing agrees to the use of a Hearing Officer, the President of the Medical Staff will then appoint a Hearing Officer to perform the functions of a Hearing Panel and the Presiding Officer. The Hearing Officer may not be, or represent clients who are, in direct economic competition with the individual requesting the hearing.

(2) If a Hearing Officer is appointed instead of a Hearing Panel, all references in this Article to the "Hearing Panel" or "Presiding Officer" shall be deemed to refer to the Hearing Officer.

(d) Objections:

Any objection to any member of the Hearing Panel, to the Presiding Officer, or to the Hearing Officer shall be made in writing, within 10 days of receipt of notice, to the President of the Medical Staff. A copy of such written objection must be provided to the CEO and must include the basis for the objection. The President of the Medical Staff shall rule on the objection and give notice to the parties. The President of the Medical Staff may request that the Presiding Officer (or another Medical Staff Officer if the Presiding Officer is the subject of the objection) make a recommendation as to the validity of the objection.

(e) Compensation:

The Hearing Panel, Presiding Officer, and/or Hearing Officer may be compensated by the Hospital, but the individual requesting the hearing may participate in the payment of any such compensation should the individual wish to do so.

8.B.5. Counsel:

(a) The Presiding Officer, Hearing Officer, and counsel for either party may be an attorney at law who is licensed to practice, in good standing, in any state.

(b) The Hospital's in-house attorneys will serve as a resource for questions related to the procedural matters described in these Bylaws.

8.C. PRE-HEARING PROCEDURES

8.C.1. General Procedures:

The pre-hearing and hearing processes shall be conducted in an informal manner. Formal rules of evidence or procedure shall not apply.

8.C.2. Time Frames:

The following time frames, unless modified by mutual written agreement of the parties, shall govern the timing of pre-hearing procedures:

(a) the pre-hearing conference shall be scheduled at least 14 days prior to the hearing;

(b) the parties shall exchange witness lists and proposed documentary exhibits at least 10 days prior to the pre-hearing conference; and

(c) any objections to witnesses and/or proposed documentary exhibits must be provided at least five days prior to the pre-hearing conference.

8.C.3. Witness List:

(a) At least 10 days before the pre-hearing conference, the individual requesting the hearing shall provide a written list of the names of witnesses expected to offer testimony on his or her behalf.

(b) The witness list shall include a brief summary of the anticipated testimony.

(c) The witness list of either party may, in the discretion of the Presiding Officer, be amended at any time during the course of the hearing, provided that notice of the change is given to the other party.

8.C.4. Provision of Relevant Information:

(a) Prior to receiving any confidential documents, the individual requesting the hearing must agree that all documents and information shall be maintained as confidential and shall not be disclosed or used for any purpose outside of the hearing. The individual must also provide a written representation that their counsel and any expert(s) have executed Business Associate agreements in connection with any patient Protected Health Information contained in any documents provided.

(b) Upon receipt of the above agreement and representation, the individual requesting the hearing shall be provided with a copy of the following:

(1) copies of, or reasonable access to, all patient medical records referred to in the statement of reasons, at the individual's expense;

(2) reports of experts relied upon by the MEC;

(3) copies of relevant minutes (with portions regarding other physicians and unrelated matters deleted); and

(4) copies of any other documents relied upon by the MEC.

The provision of this information is not intended to waive any privilege under the Michigan peer review protection statutes.

(c) There shall be no right to discovery beyond the above information. No information shall be provided regarding other practitioners on the Medical Staff. In addition, there is no right to depose, interrogate, or interview witnesses or other individuals prior to the hearing.

(d) At least 10 days prior to the pre-hearing conference (or as otherwise agreed upon by both sides), each party shall provide the other party with its proposed exhibits. All objections to documents or witnesses shall be submitted in writing at least five days in advance of the pre-hearing conference. The Presiding Officer shall not entertain subsequent objections unless the party offering the objection demonstrates good cause.

(e) Evidence unrelated to the reasons for the recommendation or to the individual's qualifications for appointment or the relevant clinical privileges shall be excluded.

(f) Neither the individual, nor any other person acting on behalf of the individual, may contact Hospital employees or Medical Staff members whose names appear on the MEC's witness list or in documents provided pursuant to this section concerning the subject matter of the hearing, until the Hospital has been notified and has contacted the individuals about their willingness to be interviewed. The Hospital will advise the individual who has requested the hearing once it has contacted such employees or Medical Staff members and confirmed their willingness to meet. Any employee or Medical Staff member may agree or decline to be interviewed by or on behalf of the individual who requested a hearing. The Hospital will also refrain from contacting those people identified on the individual's witness list without (1) notifying the individual that it wishes to contact a witness, and (2) confirming the witness's willingness to be interviewed by the Hospital through the individual.

8.C.5. Pre-Hearing Conference:

The Presiding Officer shall require the individual and the MEC or their representatives (who may be counsel) to participate in a pre-hearing conference, which shall be held no later than 14 days prior to the hearing. At the pre-hearing conference, the Presiding Officer shall resolve all procedural questions, including any objections to exhibits or witnesses. The Presiding Officer shall establish the time to be allotted to each witness's testimony and cross-examination. It is expected that the hearing shall last no more than 15 hours, with each side being afforded approximately seven and a half hours to present its case, in terms of both direct and cross-examination of witnesses. Both parties are required to prepare their case so that a hearing shall be concluded after a maximum of 15 hours. The Presiding Officer may, after considering any objections, grant limited extensions upon a demonstration of good cause and to the extent compelled by fundamental fairness.

8.C.6. Stipulations:

The parties and their counsel, if applicable, shall use their best efforts to develop and agree upon stipulations, so as to provide for a more orderly and efficient hearing by narrowing the issues on which live testimony is reasonably required.

8.C.7. Provision of Information to the Hearing Panel:

The following documents shall be provided to the Hearing Panel in advance of the hearing: (a) a pre-hearing statement that either party may choose to submit; (b) exhibits offered by the parties following the pre-hearing conference (without the need for authentication); and (c) any stipulations agreed to by the parties.

8.D. HEARING PROCEDURES

8.D.1. Rights of Both Sides and the Hearing Panel at the Hearing:

(a) At a hearing, both sides shall have the following rights, subject to reasonable limits determined by the Presiding Officer:

(1) to call and examine witnesses, to the extent they are available and willing to testify;

(2) to introduce exhibits;

(3) to cross-examine any witness on any matter relevant to the issues;

(4) to have representation by counsel who may call, examine, and cross-examine witnesses and present the case; and

(5) to submit proposed findings, conclusions, and recommendations to the Hearing Panel after the conclusion of the hearing session(s).

(b) If the individual who requested the hearing does not testify, he or she may be called and questioned.

(c) The Hearing Panel may question witnesses, request the presence of additional witnesses, and/or request documentary evidence.

8.D.2. Record of Hearing:

A stenographic reporter shall be present to make a record of the hearing. The cost of the reporter shall be borne by the Hospital. Copies of the transcript shall be available at the individual's expense. Oral evidence shall be taken only on oath or affirmation administered by any person entitled to notarize documents in this state.

8.D.3. Failure to Appear:

Failure, without good cause, to appear and proceed at the hearing shall constitute a waiver of the right to a hearing and the matter shall be transmitted to the Board for final action.

8.D.4. Presence of Hearing Panel Members:

A majority of the Hearing Panel shall be present throughout the hearing. In unusual circumstances when a Hearing Panel member must be absent from any part of the hearing, he or she shall read the entire transcript of the portion of the hearing from which he or she was absent.

8.D.5. Persons to Be Present:

The hearing shall be restricted to those individuals involved in the proceeding, the President of the Medical Staff, the MMC CMO, and the CEO. In addition, administrative personnel may be present as requested by the CEO or the President of the Medical Staff.

8.D.6. Order of Presentation:

The MEC shall first present evidence in support of its recommendation. Thereafter, the burden shall shift to the individual who requested the hearing to present evidence.

8.D.7. Admissibility of Evidence:

The hearing shall not be conducted according to rules of evidence. Evidence shall not be excluded merely because it is hearsay. Any relevant evidence shall be admitted if it is the sort of evidence on which responsible persons are accustomed to rely in the conduct of serious affairs, regardless of the admissibility of such evidence in a court of law. The guiding principle shall be that the record contains information sufficient to allow the Board to decide whether the individual is qualified for appointment and clinical privileges.

8.D.8. Post-Hearing Statement:

Each party shall have the right to submit a written statement, and the Hearing Panel may request that statements be filed, following the close of the hearing.

8.D.9. Postponements and Extensions:

Postponements and extensions of time may be requested by anyone, but shall be permitted only by the Presiding Officer or the President of the Medical Staff on a showing of good cause.

8.E. HEARING CONCLUSION, DELIBERATIONS, AND RECOMMENDATIONS

8.E.1. Basis of Hearing Panel Recommendation:

Consistent with the burden on the individual to demonstrate that he or she satisfies, on a continuing basis, all criteria for initial appointment, reappointment, and clinical privileges, the Hearing Panel shall recommend in favor of the MEC unless it finds that the individual who requested the hearing has proved, by clear and convincing evidence, that the recommendation that prompted the hearing was arbitrary, capricious, or not supported by credible evidence.

8.E.2. Deliberations and Recommendation of the Hearing Panel:

Within 20 days after final adjournment of the hearing (which may be designated as the time the Hearing Panel receives the hearing transcript or any post-hearing statements, whichever is later), the Hearing Panel shall conduct its deliberations outside the presence of any other person except the Presiding Officer. Thereafter, the Hearing Panel shall render a recommendation, accompanied by a report, which shall contain a concise statement of the basis for its recommendation.

8.E.3. Disposition of Hearing Panel Report:

The Hearing Panel shall deliver its report to the President of the Medical Staff. The President of the Medical Staff shall send by special notice a copy of the report to the individual who requested the hearing. The President of the Medical Staff shall also provide a copy of the report to the MEC.

8.F. APPEAL PROCEDURE

8.F.1. Time for Appeal:

(a) Within 10 days after notice of the Hearing Panel's recommendation, either party may request an appeal. The request shall be in writing, delivered to the President of the Medical Staff either in person or by certified mail, return receipt requested, and shall include a statement of the reasons for appeal and the specific facts or circumstances which justify further review.

(b) If an appeal is not requested within ten days, an appeal is deemed to be waived and the Hearing Panel's report and recommendation shall be forwarded to the Board for final action.

8.F.2. Grounds for Appeal:

The grounds for appeal shall be limited to the following:

(a) there was substantial failure by the Hearing Panel to comply with the Medical Staff Bylaws during the hearing, so as to deny a fair hearing; and/or

(b) the recommendations of the Hearing Panel were made arbitrarily or capriciously and/or were not supported by credible evidence.

8.F.3. Time, Place and Notice:

Whenever an appeal is requested as set forth in the preceding Sections, the Chair of the Board (or the CEO on behalf of the Chair) shall schedule and arrange for an appeal. The individual shall be given special notice of the time, place, and date of the appeal. The appeal shall be held as soon as arrangements can reasonably be made, taking into account the schedules of all the individuals involved.

8.F.4. Nature of Appellate Review:

(a) The Board may serve as the Review Panel or the Chair of the Board may appoint a Review Panel composed of not less than three persons, either members of the Board or others, including but not limited to reputable persons outside the Hospital, to consider the record upon which the recommendation before it was made and recommend final action to the Board.

(b) Each party shall have the right to present a written statement in support of its position on appeal. The party requesting the appeal shall submit a statement first and the other party shall then have ten days to respond. In its sole discretion, the Review Panel may allow each party or its representative to appear personally and make oral argument not to exceed 30 minutes.

(c) When requested by either party, the Review Panel may, in its discretion, accept additional oral or written evidence subject to the same rights of cross-examination provided at the Hearing Panel proceedings. Such additional evidence shall be accepted only if the Review Panel determines that the party seeking to admit it has demonstrated that it is relevant, new evidence that could not have been presented at the hearing, or that any opportunity to admit it at the hearing was improperly denied.

8.G. BOARD ACTION

8.G.1. Final Decision of the Board:

(a) Within 30 days after the Board (i) considers the appeal as a Review Panel, (ii) receives a recommendation from a separate Review Panel, or (iii) receives the Hearing Panel's report and recommendation when no appeal has been requested, the Board shall consider the matter and take final action.

(b) The Board may review any information that it deems relevant, including, but not limited to, the findings and recommendations of the MEC, Hearing Panel, and Review Panel (if applicable). The Board may adopt, modify, or reverse any recommendation that it receives or, in its discretion, refer the matter to any

individual or committee for further review and recommendation, or make its own decision based upon the Board's ultimate legal authority for the operation of the Hospital and the quality of care provided.

(c) The Board shall render its final decision in writing, including specific reasons, and shall send special notice to the individual. A copy shall also be provided to the MEC for its information.

8.G.2. Further Review:

Except where the matter is referred by the Board for further action and recommendation by any individual or committee, the final decision of the Board shall be effective immediately and shall not be subject to further review. If the matter is referred for further action and recommendation, such recommendation shall be promptly made to the Board in accordance with the instructions given by the Board.

8.G.3. Right to One Hearing and One Appeal Only:

No member of the Medical Staff shall be entitled to more than one hearing and one appellate review on any matter. If the Board denies initial appointment to the Medical Staff or reappointment or revokes the appointment and/or clinical privileges of a current member of the Medical Staff, that individual may not apply for staff appointment or for those clinical privileges for a period of two years unless the Board provides otherwise.

ARTICLE 9

BASIC STEPS

The details associated with the following Basic Steps are contained in the Credentials Policy and the Policy on Advanced Practice Providers and Other Practitioners in a more expansive form.

9.A. QUALIFICATIONS FOR APPOINTMENT AND REAPPOINTMENT

To be eligible to apply for initial appointment or reappointment to the Medical Staff or for the grant of clinical privileges or scope of practice, an applicant must demonstrate appropriate education, training, experience, current clinical competence, professional conduct, licensure, and ability to safely and competently perform the clinical privileges and scope of practice requested as set forth in the Credentials Policy and the Policy on Advanced Practice Providers and Other Practitioners.

9.B. PROCESS FOR CREDENTIALING AND PRIVILEGING

(1) Complete applications for appointment and privileges will be transmitted to the applicable department chair and/or section chief, who will review the individual's education, training, and experience and prepare a written report stating whether the individual meets all qualifications. This report will be forwarded to the Credentials Committee.

(2) The Credentials Committee will review the department chair's and/or section chief's report, the application, and supporting materials and make a recommendation. The recommendation of the Credentials Committee will be forwarded, along with the department chair's and/or section chief's report, to the MEC for review and recommendation.

(3) The MEC may accept the recommendation of the Credentials Committee, refer the application back to the Credentials Committee for further review, or state specific reasons for disagreement with the recommendation of the Credentials Committee. If the recommendation of the MEC is to grant appointment or reappointment and privileges, it will be forwarded to the Board for final action. If the recommendation of the MEC is unfavorable, the individual will be notified by the CEO of the right to request a hearing.

(4) When the disaster plan has been implemented, the CEO, the MMC CMO, or the President of the Medical Staff may use a modified credentialing process to grant disaster privileges after verification of the volunteer's identity and licensure.

ARTICLE 10

AMENDMENTS

10.A. MEDICAL STAFF BYLAWS

(1) Neither the MEC, the Medical Staff, nor the Board may unilaterally amend these Bylaws.

(2) Amendments to these Bylaws may be proposed by the MEC or by a petition signed by at least 10% of the voting members of the Medical Staff.

(3) All proposed amendments to these Bylaws must be reviewed by the MEC prior to a vote by the Medical Staff. The MEC will report on them, either favorably or unfavorably, at the next regular meeting of the Medical Staff, or at a special meeting called for such purpose. The proposed amendments may be voted upon at any meeting if notice has been provided at least 14 days prior to the meeting. To be adopted, the amendment must receive a majority of the votes cast by the voting staff at the meeting.

(4) The MEC may also present proposed amendments to these Bylaws to the Active Staff by written or electronic ballot, to be submitted to the Medical Staff Services Department by the date indicated by the MEC, which date shall be not less than 14 days after notice of the proposed amendment has been provided. Along with the proposed amendments, the MEC will provide a written report on them, either favorably or unfavorably. To be adopted, the amendment must receive a majority of the votes cast.

(5) The MEC shall have the power to adopt technical, non-substantive amendments to these Bylaws which are needed because of reorganization, renumbering, punctuation, spelling, or other errors of grammar or expression.

(6) All amendments shall be effective only after approval by the Board.

(7) If the Board has determined not to accept a recommendation submitted to it by the MEC or the Medical Staff, the MEC may request a conference between the representatives of the Board and officers of the Medical Staff. Such conference shall be for the purpose of further communicating the Board's rationale for its contemplated action and permitting the officers of the Medical Staff to discuss the rationale for the recommendation. Such a conference will be scheduled by the CEO within two weeks after receipt of a request.

10.B. OTHER MEDICAL STAFF DOCUMENTS

(1) In addition to the Medical Staff Bylaws, there shall be policies, procedures, and Rules and Regulations that shall be applicable to all members of the Medical Staff and other individuals who have been granted clinical privileges or a scope of practice. All Medical Staff policies, procedures, and Rules and Regulations shall be considered an integral part of the Medical Staff Bylaws and will be amended in accordance with this section. These additional documents are the Credentials Policy, the Policy on Advanced Practice Providers and Other Practitioners, the Medical Staff Organization Manual, and the Medical Staff Rules and Regulations.

(2) An amendment to the Credentials Policy, the Medical Staff Rules and Regulations, the Medical Staff Organization Manual, and the Policy on Advanced Practice Providers and Other Practitioners may be made by a majority vote of the members of the MEC present and voting at any meeting of that committee where a quorum exists. Notice of all proposed amendments to these documents shall be provided to each voting member of the Medical Staff at least 14 days prior to the MEC meeting when the vote is to take place, and any voting member may submit written comments on the amendments to the MEC.

(3) All other policies of the Medical Staff may be adopted and amended by a majority vote of the MEC. No prior notice is required.

(4) Amendments to the Credentials Policy, Medical Staff Organization Manual, Policy on Advanced Practice Providers and Other Practitioners, Medical Staff Rules and Regulations, and other Medical Staff policies may also be proposed by a petition signed by at least 10% of the voting staff. Any such proposed amendments will be reviewed by the MEC, which may comment on the amendments before they are forwarded to the Board for its final action.

(5) The MEC and the Board will have the power to provisionally adopt urgent amendments to the Rules and Regulations that are needed in order to comply with a law or regulation, without providing prior notice of the proposed amendments to the Medical Staff. Notice of provisionally adopted amendments will be provided to each member of the Medical Staff as soon as possible. The Medical Staff will have 30 days to review and provide comments on the provisional amendments to the MEC. If there is no conflict between the Medical Staff and the MEC, the provisional amendments will stand. If there is conflict over the provisional amendments, the process for resolving conflicts set forth below will be implemented.

(6) Adoption of and changes to the Credentials Policy, Policy on Advanced Practice Providers and Other Practitioners, Medical Staff Rules and Regulations, and other Medical Staff policies will become effective only when approved by the Board. However, no Board approval is required for changes to the Medical Staff Organization Manual.

(7) The present Medical Staff Rules and Regulations of the Hospital are hereby readopted 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. To the extent any present Rule or Regulation is inconsistent with these Bylaws, it is of no force or effect.

10.C. CONFLICT MANAGEMENT PROCESS

(1) When there is a conflict between the Medical Staff and the MEC with regard to:

(a) proposed amendments to the Medical Staff Rules and Regulations;

(b) a new policy proposed or adopted by the MEC; or

(c) proposed amendments to an existing policy that is under the authority of the MEC,

a special meeting of the Medical Staff to discuss the conflict may be called by a petition signed by at least 10% of the voting staff. The agenda for that meeting will be limited to attempting to resolve the differences that exist with respect to the amendment(s) or policy at issue.

(2) If the differences cannot be resolved, the MEC shall forward its recommendations, along with the proposed recommendations pertaining to the amendment or policy at issue offered by the voting staff members, to the Board for final action.

(3) This conflict management section is limited to the matters noted above. It is not to be used to address any other issue, including, but not limited to, professional review actions concerning individual members of the Medical Staff.

(4) Nothing in this section is intended to prevent individual Medical Staff members from communicating positions or concerns related to the adoption of, or amendments to, the Medical Staff Bylaws, the Medical Staff Rules and Regulations, or other Medical Staff policies directly to the Board. In such situations, Medical Staff members are encouraged to communicate their concerns related to the adoption of, or amendments to, the Medical Staff Bylaws, the Medical Staff Rules and Regulations, or other Medical Staff policies through the President of the Medical Staff. The President of the Medical Staff will forward the request for communication to the Chair of the Board, as well as to the MEC, the CEO, and the MMC CMO for information. The Chair of the Board will determine the manner and method of the Board's response to the Medical Staff member(s).

10.D. UNIFIED MEDICAL STAFF PROVISIONS

10.D.1. Adoption of a Unified Medical Staff:

If the Board of Munson Healthcare elects to adopt a single unified Medical Staff that includes the Hospital, the voting members of the Medical Staff may approve or opt out of the unified Medical Staff structure by conducting a vote in accordance with the process outlined in Section 10.A for amending these Medical Staff Bylaws.

10.D.2. Bylaws, Policies, and Rules and Regulations of the Unified Medical Staff:

Upon approval of a unified Medical Staff structure, the unified Medical Staff will adopt Medical Staff bylaws, policies, and rules and regulations that:

(a) take into account the unique circumstances of each participating hospital, including any significant differences in the patient populations that are served and the clinical services that are offered; and

(b) address the localized needs and concerns of Medical Staff members at each of the participating hospitals.

10.D.3. Opt-Out Procedures:

If a unified Medical Staff structure is approved, the voting members of the unified Medical Staff may later vote to opt out of the unified Medical Staff. Any such vote will be conducted in accordance with the process outlined in the Medical Staff Bylaws in force at the time of the vote.

ARTICLE 11

ADOPTION

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

Adopted by the Medical Staff: _____

Approved by the Board: _____

APPENDIX A
MEDICAL STAFF CATEGORIES SUMMARY

	Active	Courtesy	Consulting	Community	Coverage	Honorary	Adm.	Tele.
Basic Requirements								
Number of patient contacts/ year	≥ 12	> 3 & < 12	NA	N	NA	N	NA	NA
Rights								
Admit	Y*	Y*	N	N	Y*	N	N	N
Exercise clinical privileges	Y	Y	Y	N	Y	N	N	Y
May attend meetings	Y	Y	Y	Y	Y	Y	Y	Y
Voting privileges	Y	P	P	P	P	P	N, unless otherwise holds a voting position	N
Hold office	Y	N, unless waiver	N, unless waiver	Y	N, unless waiver	N, unless waiver	N	N
Responsibilities								
May be invited to serve on committees	Y	Y	Y	Y	Y	Y	Y	Y
Emergency call coverage	Y	F/U	N	F/U	P	N	N	N
Meeting requirements	Y	N	N	N	N	N	N	N
Dues	Y	Y	Y	Y	Y	N	N	N
Comply w/ Guidelines	Y	Y	Y	Y	Y	N	N	Y

Y = Yes
N = No
N/A = Not applicable
P = Partial (with respect to voting, only when appointed to a committee and/or department but not at Medical Staff meetings. Community Staff members may vote at applicable department meetings)
F/U = Follow-up care
* = When permissible by the individual's granted delineation of privileges

APPENDIX B

HISTORY AND PHYSICAL EXAMINATIONS

(1) Timing of the History and Physical Examination

(a) 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 an invasive procedure requiring anesthesia services). The history and physical examination must be performed by a physician or other licensed individual who is qualified to perform such examinations under Michigan law and Hospital policy.

(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. In such cases, within 24 hours after admission/registration or prior to surgery/invasive procedure, whichever comes first, the patient must be reassessed by a practitioner who has been granted clinical privileges by the Hospital to perform histories and physicals. The purpose of this assessment is to identify any changes subsequent to the original examination. The practitioner must update the history and physical examination to reflect any changes in the patient's condition since the date of the original history and physical or state that there have been no changes in the patient's condition.

(c) When the history and physical examination is not performed or recorded in the medical record before a surgical, diagnostic operative or invasive procedure, the operation or procedure will be canceled unless the attending physician states in writing that an emergency situation exists. If it is an emergency situation and a history and physical has been dictated but has not been transcribed, there will be a statement to that effect in the patient's chart, with an admission note by the attending physician. The admission note must be documented immediately prior to surgery (same day as surgery) and will include, at a minimum, an assessment of the patient's heart rate, respiratory rate and blood pressure.

(d) Consultation summaries and office visit notes generated by electronic medical record systems may be used in lieu of an H&P provided all content and timeliness requirements are met.

(2) Scope of the History and Physical Examination

(a) The scope of the medical history and physical examination for inpatient and observation patients will include, as pertinent:

- patient identification;

- chief complaint;
- history of present illness;
- review of systems;
- personal medical history, including medications and allergies;
- immunization status;
- family medical history;
- social history, including any abuse or neglect;
- physical examination, to include pertinent findings in those organ systems relevant to the presenting illness and to co-existing diagnoses;
- vital signs, along with height, weight, and BMI;
- data reviewed;
- assessments, including problem list;
- plan of treatment; and
- if applicable, signs of abuse, neglect, addiction, or emotional/behavioral disorder, which will be specifically documented in the physical examination, and any need for restraint or seclusion which will be documented in the plan of treatment.

(b) In the case of a pediatric patient, the history and physical examination report must also include: (i) developmental age; (ii) head circumference (if appropriate).

(c) For psychiatric patients, when indicated, a complete neurological examination will be completed at the time of the admission medical examination.

(3) Situations That Do Not Require a Comprehensive H&P

For certain outpatient diagnostic or procedural services, a site- or procedure-specific assessment, rather than an H&P, may be completed and documented in the patient's record after registration but prior to procedure. This option applies to healthy patients or those with mild systemic disease with no functional limitations who may be receiving at the most local anesthetic or minimal medication for anxiety relief for the procedure. The assessment could be used in qualified outpatient situations, including for example, but not limited to, diagnostic radiology, dental procedures, podiatric procedures, breast biopsies, wound care, and other similar outpatient procedures or services.