BYLAWS OF THE MEDICAL STAFF
OF
ATRIUM MEDICAL CENTER

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BYLAWS OF THE MEDICAL STAFF

OF

ATRIUM MEDICAL CENTER

PREAMBLE

Atrium Medical Center ("Hospital") is a non-profit corporation organized under the laws of the State of Ohio for the purpose of providing health care and medical services for inpatients and outpatients and promoting the well-being of the citizens of the surrounding area. The Board of Directors of the Hospital has charged the Medical Staff of Atrium Medical Center with the responsibility for providing, monitoring and improving patient care in the Hospital. To that end, the Medical Staff of Atrium Medical Center is continually striving to achieve quality patient care for inpatients and outpatients of the Hospital and accepts and agrees to discharge its responsibilities to the ultimate authority of the Board of Directors.

The physicians, dentists, podiatrists and psychologists practicing in Atrium Medical Center therefore organize their activities in conformity with these Bylaws in order to carry out the functions delegated to the Medical Staff by the Board of Directors.

ARTICLE I. NAME

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

Adopted by the Medical Staff on 12/20/95
Approved by the Board of Trustees on 1/25/96
Resolution adopted re: facility name change: 12/9/07

ARTICLE II. DEFINITIONS

1. ADVERSE, ADVERSE RECOMMENDATION, or ADVERSE ACTION means a recommendation or action of the Medical Executive Committee or a recommendation of the Board of Directors that denies, limits, or otherwise restricts Medical Staff appointment and/or Clinical Privileges, , on the basis of quality of care, clinical competency or professional conduct, or as otherwise defined in the Medical Staff By-Laws.

2. ALLIED HEALTH PROFESSIONAL or AHP means an individual other than a licensed Physician, dentist, podiatrist, or psychologist ("Practitioner") who functions in a medical support role to or who exercises independent judgment within the areas of his/her professional competence and is qualified to render direct or indirect medical, dental, surgical, podiatric, or psychological care under the supervision of, or in collaboration with a Practitioner who has been accorded privileges to provide such care in the Hospital. AHP's may include, but are not limited to, physician assistants, certified registered nurse anesthetists, advance practice nurses, or other individuals whose scope of practice has been recognized by the Hospital and referenced within the Allied Health Professionals Manual.

3. APPLICANT means anyone who seeks appointment to the Medical Staff and/or Clinical Privileges in the Hospital or a change in the category of appointment and/or Privileges. The term is not limited to a Practitioner, but also includes an AHP.

4. APPOINTEE means a Practitioner who has been granted appointment to the Medical Staff and/or granted Clinical Privileges.

5. AUTHORITY OF THE MEDICAL STAFF means subject to the authority and approval of the Board, the Medical Staff shall exercise such power as is reasonably necessary to discharge its responsibilities under these Bylaws and under the Code of Regulations of the Hospital.

6. BOARD OF DIRECTORS or BOARD means the Board of Directors of the Hospital.

7. BYLAWS or MEDICAL STAFF BYLAWS means the articles, amendments, and those related Manuals, Rules & Regulations, policies and procedures which constitute the basic governing documents of the Medical Staff. The Manuals, Rules & Regulations, and all such related documents are specifically and fully incorporated by reference herein as if restated in their entirety in the Bylaws. These Bylaws are not intended to and shall not create any contractual rights between the Hospital and any Practitioner. Any and all contracts of association or employment shall control contractual and financial relationships between the Hospital and Practitioner.

8. CHAIR or CHAIR of the BOARD means Chair of the Hospital's Board of Directors.

9. CHIEF EXECUTIVE OFFICER (CEO) means the individual appointed by the Board of Directors to act on its behalf in the overall administrative management of the Hospital. The CEO may, consistent with the authority granted to him/her by the Hospital's Code of Regulations, appoint a representative to perform certain administrative duties identified in these Bylaws.

10. CLINICAL PRIVILEGES or PRIVILEGES means the permission granted to a Practitioner or Allied Health Professional to render specific diagnostic, therapeutic, medical, dental, podiatric, surgical, or psychological services within the Hospital, based upon the individual's professional license, experience, competence, ability, and judgment.

11. DEPARTMENT means a grouping or division of clinical services sections as provided for in these Medical Staff Bylaws and Governing Documents.

12. EFFECTIVE DATE OF BYLAWS means the date these Bylaws or any amendments are approved by the Board of Directors.

13. EX OFFICIO means service as an Appointee to a body by virtue of an office or position held and, unless otherwise expressly provided, without voting rights.

14. GOVERNING DOCUMENTS means collectively Hospital and Medical documents, including but not limited to, Bylaws, Rules and Regulations, Policies, and Related Manuals.

15. HOSPITAL means Atrium Medical Center of Middletown, Ohio.

16. HOSPITAL SPECIFIC means Atrium Medical Center and those entities incorporated there under.

17. JOINT CONFERENCE COMMITTEE means the committee of representatives from the Board of Directors and the Medical Staff that aids in resolution of issues between the Medical Staff and the Board regarding MEC recommendations.

18. MEDICAL EXECUTIVE COMMITTEE (MEC) means the Executive Committee of the Medical Staff.

19. MEDICAL STAFF or STAFF means the formal organization of all licensed Physicians, dentists, podiatrists and psychologists who are appointed to such by the Board of Directors.

20. MEDICAL STAFF YEAR means the period from January 1 through 1 December 31 of each calendar year.

21. MEDICO-ADMINISTRATIVE OFFICER means a Practitioner, employed by or otherwise serving the Hospital on a full or part-time basis, whose duties include certain responsibilities which are both administrative and clinical in nature. Clinical responsibilities are

defined as those involving professional capability as a Practitioner, such as to require the exercise of clinical judgment with respect to patient care and include the supervision of professional activities of Practitioners under his direction.

22. PATIENT CONTACT means any contact in the Hospital setting whether as an inpatient, outpatient, or emergency patient, that results in an admission, consultation, procedure or treatment that generates a billable charge or that results in documentation in a patient's chart, but does not include routine diagnostic laboratory tests, radiologic exams, electrocardiograms, or other similar diagnostic tests.

23. PHYSICIAN means an individual with a Doctor of Medicine (M.D.) or Doctor of Osteopathic Medicine (D.O.) degree and who is fully licensed to practice medicine in the state of Ohio in all its phases.

24. PRACTITIONER means, unless otherwise expressly limited, an appropriately licensed Physician, dentist, podiatrist, or psychologist applying for or exercising Clinical Privileges in this Hospital.

25. PRESIDENT means, unless otherwise expressly provided, the President of the Medical Staff.

26. PREROGATIVE means a participatory right granted, by virtue of staff category or otherwise, to a Staff Appointee or Allied Health Professional, and subject to the ultimate authority of the Board, the conditions and limitations imposed in these Bylaws and Medical Staff Governing Documents and in other Hospital policies..

27. RELATED MANUALS means those procedural manuals that correspond to and complement the Hospital and/or Medical Staff Bylaws with regard to the Medical Staff, Allied Health Professionals, and/or other Hospital health care providers and staff, including the Rules and Regulations.

28. SPECIAL NOTICE means written notification sent by certified or registered mail, return receipt requested, or written notification personally delivered and evidenced by written receipt therefore.

Adopted by the Medical Staff on 12/20/95
Approved by the Board of Trustees on 1/25/96
Revisions adopted by the Medical Staff on 3/30/99
Revisions approved by Board of Trustees on 5/27/99
Revisions adopted by Medical Staff: 9/2/05
Revisions approved by Board of Directors: 9/21/05
Resolution re: facility name change adopted 12/9/07

ARTICLE III. PURPOSES AND RESPONSIBILITIES

3.1. PURPOSES

The purposes of the Medical Staff are:

(a) to be the formal organizational structure through which

the benefits of Medical Staff appointment and/or Clinical Privileges may be obtained and the obligations of Medical Staff appointment and/or Clinical Privileges may be fulfilled.

(b) be accountable to the Board for the appropriateness of patient care services and the professional performance and ethical conduct of Appointees and the Allied Health Professionals (AHPs); to oversee the quality of patient care, treatment and services provided by Practitioners privileged through the Medical Staff process; and, to promote patient care in the Hospital that is consistent with generally recognized standards of care.

(c) to provide a means through which the Medical Staff may participate in the Hospital's policy-making and planning processes.

3.2. RESPONSIBILITIES OF THE MEDICAL STAFF

The overall responsibilities of the Medical Staff are:

(a) to implement and conduct the following specific activities to supervise the quality and efficiency of patient care provided by all Practitioners authorized to practice in the Hospital through the following measures:

(1) quality assessment and improvement consistent with Joint Commission and regulatory recommendations;

(2) continued monitoring of selected patient care practices through defined mechanisms and Medical Staff organizational components;

(3) credentials evaluation, including mechanisms for appointment and reappointment and the matching of Clinical Privileges to be exercised or of specified services to be performed with the verified credentials and current demonstrated performance of the Applicant, Medical Staff Appointee or Allied Health Professional;

(4) continuing education programs, fashioned at least in part on the needs demonstrated through the quality assessment and improvement program consistent with Joint Commission and regulatory recommendations; and

(5) utilization review to allocate inpatient medical and health services based upon patient-specific determinations of individual medical and health care needs.

(b) to recommend to the Board, through the MEC, action with respect to appointments, reappointments, Medical Staff category, department and section assignments, Clinical Privileges, specified services for AHPs and corrective action;

(c) to recommend to the Board, through the MEC, programs for the establishment, maintenance, continuing improvement and enforcement of professional standards in the delivery of health care within the Hospital and, where appropriate, other entities that are a part of the Atrium Medical Center system;

(d) to account to the Board for quality assessment and improvement consistent with Joint Commission and regulatory recommendations through regular reports and recommendations concerning the implementation, operation and results of the quality assessment and improvement activities;

(e) to initiate and pursue corrective action with respect to Practitioners, when warranted;

(f) to develop, adopt, administer, recommend amendments to, approve, and seek compliance with all Medical Staff Governing Documents;

(g) to assist in identifying community health needs and in setting appropriate institutional and corporate goals and implementing programs and, approval of source components (such as staffing, services, and equipment) of consultations, contractual arrangements or other agreements to safely and effectively meet those needs; and

(h) to fulfill the obligations and appropriately use the authority granted in these Medical Staff Bylaws in a timely manner through the use of Medical Staff officers, committees, and individuals, and to account therefore to the Board.

3.3. ROLE OF THE EXECUTIVE COMMITTEE

The role of the Medical Executive Committee (MEC) (as it is defined in these Medical Staff Bylaws and in the Organizational Manual) is to recommend to the Board for its approval the position of the Medical Staff on the matters that are the responsibility of the Medical Staff including the following:

(a) the structure of the Medical Staff;

(b) the mechanism to review credentials and to delineate individual Clinical Privileges;

(c) recommendations of individuals for Medical Staff and/or Allied Health Professional Staff appointment and reappointment;

(d) recommendations for delineated Clinical Privileges for each eligible individual;

(e) the organization of the quality assessment and improvement activities of the Medical Staff as well as the mechanism used to conduct, evaluate, and revise such activities;

(f) the mechanism by which appointment to the Medical Staff may be terminated, limited, modified, or monitored;

(g) the mechanism for fair hearing procedures/discipline.

In the carrying out of its functions, the Medical Executive Committee shall have the specific responsibilities that are set forth in these Medical Staff Bylaws and Related Manuals. The Medical Executive Committee shall recommend amendments to the Medical Staff Bylaws for approval by the Medical Staff and the Hospital Board of Directors. All other Medical Staff Governing Documents shall be approved by the MEC for recommendation to the Hospital Board of Directors. The Medical Executive Committee shall receive and further act on reports and suggestions from the Medical Staff, Medical Staff committees, clinical departments/services and assigned activity groups.

3.4. ROLE OF THE JOINT CONFERENCE COMMITTEE

The role of the Joint Conference Committee (as defined in these Medical Staff Bylaws and the Organizational Manual) is to help resolve differences that exist between the Medical Staff and its related committees and the Board for purposes of conflict resolution regarding MEC recommendations.

ARTICLE IV. MEDICAL STAFF APPOINTMENT

4.1. MEDICAL STAFF APPOINTMENT

4.1.-1 NATURE OF MEDICAL STAFF APPOINTMENT

Appointment to the Medical Staff is separate and distinct from the exercise of temporary or full Clinical Privileges and shall be extended only to professionally competent Practitioners who continuously meet the qualifications, standards and requirements set forth in these Bylaws. Appointment to the Medical Staff shall confer on the Appointee only such Clinical Privileges and Prerogatives as have been granted by the Board in accordance with these Bylaws. No Practitioner shall admit or provide services to patients in the Hospital unless he/she is an Appointee to the Medical Staff and has been granted Privileges to do so, or has been granted temporary Privileges in accordance with the procedures set forth in these Hospital and Medical Staff Governing Documents. No applicant who is currently excluded from any health care program funded in whole or in part by the federal government , including Medicare, Medicaid, Champus is eligible or qualified for membership or clinical privileges on the Medical Staff.

4.1.-2 CONSIDERATION OF INSTITUTIONAL NEED AND HOSPITAL'S ABILITY TO ACCOMMODATE

In considering applications for initial Medical Staff appointment, the Hospital's institutional need and ability to accommodate may be considered by the reviewing departments, the Credentials Committee, the Medical Executive Committee, and the Board. These considerations shall include:

(a) the Hospital's present inability, as supported by documented evidence, to provide adequate facilities, supportive services, or community need/demand for the Applicant and his practice; or

(b) the existence of an exclusive contract pursuant to which the services sought to be provided by the Applicant are presently provided to the Hospital; or

(c) the appointment would be inconsistent with the Hospital's strategic needs as contained in the plan of development identified in the planning process as recommended and adopted by the Board

When, as determined by the Board, there is a demonstrated institutional need, the Board may confer additional Prerogatives to admit or provide patient care services beyond the provisions of the strategic plan; however, the appointment of a Practitioner following such a determination shall be made pursuant to the credentialing process specified in the Hospital and Medical Staff Governing Documents.

If an application is not accepted for appointment, department or section affiliation, Medical Staff category assignment, or particular Privileges based on the Hospital's institutional

need, inability to accommodate, or existence of an exclusive contract, the Applicant shall not be entitled to the hearing rights provided in these Bylaws.

In such cases where an Applicant's application cannot be accepted, the Credentials Committee Chair, upon written request by the Applicant, shall keep the application in a pending status for the next twelve (12) months. If during this period, the Hospital finds it possible to accept Medical Staff applications for the appointment and Privileges for which the Applicant has applied, the Credentials Committee Chair shall promptly so inform him by Special Notice. Within sixty (60) days of receipt of such Notice, the Applicant shall provide, in writing on the prescribed form, such supplemental information as is required to update all elements of his original application. Thereafter, the procedures provided for in these Bylaws pertaining to appointment and reappointment, whichever is the case, shall apply.

The strategic plan shall be reviewed regularly to reassess the Hospital's institutional need and accommodate the recruitment plan and amended as required. To review any issues which may arise as to institutional need among the reviewing departments, sections, committees, and the Board, an Institutional Need Review Committee comprised of the CEO and an equal number of officers of the Board and the Medical Executive Committee will be established. The Board and the Medical Executive Committee shall select the officers from their respective groups to be represented on the Institutional Need Review Committee. The Chair of the Board, the President of the Medical Staff, or the CEO can initiate a request for the Institutional Need Review Committee to act regarding disagreement as to institutional need. The report of the Institutional Need Review Committee shall be forwarded to the Board which shall make the final decision.

4.2. BASIC QUALIFICATIONS FOR APPOINTMENT AND REAPPOINTMENT TO THE MEDICAL STAFF

4.2.-1 BASIC QUALIFICATIONS

Only Practitioners currently licensed to practice in the State of Ohio, with the exception of Appointees to the Affiliate Staff, as peer review specialists, who may be licensed in states other than Ohio, who:

(a) document their experience, background, training and demonstrated ability to fully and competently carry out the privileges requested and sufficiently demonstrate to the Medical Staff and the Board that any patient treated by them will receive care of the generally recognized professional level of quality and efficiency and that they are qualified to provide a needed service within the Hospital;

(b) upon application, must be currently board certified or board admissible within their primary specialty as specified by the American Board of Medical Specialties (ABMS), the American Osteopathic Association (AOA), the American Board of Oral & Maxillofacial Surgery, or the American Board of Podiatry.

For those applicants not currently board certified within their primary specialty and who are board admissible, primary specialty board certification must be obtained within six (6) years of completion of highest level of post-graduate residency/fellowship training in order to maintain medical staff membership and/or exercise clinical privileges.

Each department/section may establish their own requirements for obtaining board certification but may not exceed six (6) years.

Maintenance of primary specialty board certification as a criteria for continuation of membership and/or clinical privileges shall be determined by the practitioner's department.

Medical Staff Appointees with membership and/or clinical privileges who are not board certified and/or no longer deemed board admissible by their primary specialty board are grandfathered and excluded from the board certification requirement if their initial appointment date was prior to August 1, 2011.

Exceptions may be granted only by the Board of Directors in collaboration with the Department Chair, Credentials Committee and Medical Executive Committee. Examples of grounds for exceptions which may be considered include, but are not limited to, applications from former Medical Staff Appointees who were in good standing at the time of resignation but are unable to meet the present criteria for membership will be considered on an individual basis;

(c) are determined, on the basis of documented references, to adhere strictly to the ethics of their respective professions, to work cooperatively with others, and to be willing to participate in the discharge of Medical staff responsibilities;

(d) are free of or have under adequate control any physical or mental health impairment that interferes with, or presents a reasonable probability of interfering with, the Practitioner's ability to satisfy the qualifications required for:

(i) clinical performance, which includes prior and current experience and competence, clinical results, and utilization practice patterns that document a continuing ability to provide patient care services at an acceptable level of quality and efficiency given the current state of the healing arts and consistent with available resources;

(ii) cooperativeness, which includes the ability to work cooperatively and harmoniously with Medical Staff and Hospital personnel as it relates to patient care, the orderly operation of the Hospital, and general attitude toward patients, the Hospital, and its personnel; and

(iii) professional ethics and conduct, which includes being of high moral character, and adhering to generally recognized standards of medical and professional ethics;

(e) are free from abuse of any type or substance or chemical that affects cognitive, motor or communication ability in a manner that interferes with, or presents a reasonable probability of interfering with, the Practitioner's ability to satisfy the qualifications required as set forth in subsection (c)(i)-(iii) above; and

(f) have not been the subject of an adverse action at this Hospital or any related administrative proceedings or litigation involving the same within one year of submission of an application for appointment to the Medical Staff,

shall be qualified for appointment to the Medical Staff.

Copies of the codes of ethics applicable to such Practitioners may be maintained in the office of the Secretary of the Medical Staff or such other location in the Hospital as may be designated by the MEC.

4.2.-2 EFFECT OF OTHER AFFILIATIONS

No Practitioner shall be automatically entitled to appointment or reappointment to the Medical Staff or to the exercise of particular Clinical Privileges merely because he/she is licensed to practice in this or in any other state, or because he/she is an Appointee of any professional organization, or because he/she is certified by any clinical board, or because he/she had, or presently has, staff appointment or privileges at this Hospital or at another health care facility or in another practice setting.

4.2.-3 NONDISCRIMINATION

No aspect of Medical Staff appointment or particular Clinical Privileges shall be denied on the basis of gender, race, age, creed, color, national origin, sexual preference, disability or a handicap unrelated to his/her ability to fulfill patient care and required Medical Staff obligations; or, to any other criteria unrelated to the delivery of quality patient care in an efficient manner at the Hospital's facilities, to professional qualifications, to the Hospital's purposes, needs and capabilities, or to community need.

4.2.-4 MEDICO-ADMINISTRATIVE OFFICERS

A Medico-Administrative Officer must be an Appointee of the Medical Staff, achieving this status by the procedure provided in Article VII. His/Her Clinical Privileges must be delineated in accordance with these Bylaws. The Medical Staff appointment and Clinical Privileges of any Medico-Administrative Officer shall not be contingent on his/her continued occupation of that position, unless otherwise provided in an employment agreement, contract, or other arrangement.

4.2.-5 PRACTITIONERS ENGAGED BY HOSPITAL BY CONTRACT TO PROVIDE PATIENT SERVICES.

A Practitioner who is engaged by the Hospital pursuant to a contract or by a contractor with the Hospital must be an Appointee of the Medical Staff achieving this status by the procedure provided in these Bylaws. His/Her Clinical Privileges must be delineated in accordance with these Bylaws. The contract shall address and shall control issues related to the impact of contract termination on the Practitioner's appointment and Clinical Privileges. However, if the contract is silent on such issues, these Medical Staff Bylaws shall control with respect to any hearing and appeal rights that may be available to the Practitioner.

4.3. BASIC RESPONSIBILITIES OF INDIVIDUAL MEDICAL STAFF APPOINTMENT

Each Appointee to the Medical Staff shall:

(a) provide his/her patients with professional services consistent with the recognized standards of practice in the same or similar communities and the resources locally available;

(b) comply with these Medical Staff Bylaws, and Medical Staff Governing Documents, Hospital policies and all other applicable standards, policies, procedures and laws;

(c) perform such Medical Staff, department, section, committee and Hospital functions for which he/she is responsible by Medical Staff category assignment, appointment, election or otherwise;

(d) cooperate and participate, as requested by the Medical Staff, in the Hospital's quality assessment and improvement program, whether related to oneself or others

(e) prepare and complete in timely fashion the medical records and other required records for all patients he/she admits or in any way provides care to in the Hospital in such manner and within the time

period required by the Hospital and these ByLaws. The medical history and physical examination must be completed and documented by a physician, an oralmaxillofacial surgeon, or other qualified licensed individual in accordance with State law and hospital policy. The timing and content of a history and physical are defined in the Medical Staff Rules & Regulations and must remain consistent with CMS Conditions of Participation and recognized accrediting organizations requirements;

(f) abide by generally recognized standards of medical and professional ethics;

(g) work in a cooperative, professional and civil manner and refrain from any behavior or activity that is disruptive to Hospital operations; and

(g) cooperate with the Hospital in complying with technical and substantive requirements of third-party payers and in assuring that third-party payments are made.

4.4 DURATION OF APPOINTMENT

4.4.-1 DURATION OF INITIAL APPOINTMENTS

Each initial appointment shall commence on the date such appointment is approved by the Board and shall continue until the reappointment date set forth in these Bylaws first occurring after the expiration of one (1) year after such commencement date or the first reappointment date occurring after the expiration of one hundred twenty (120) days after the effective date of these Bylaws, whichever is later.

4.4.-2 DURATION OF MODIFICATIONS

All modifications of appointment status or Privileges pursuant to these Bylaws shall commence on the date the same are approved by the Board and shall continue until the concerned Appointee's reappointment date set forth in these Bylaws first occurring after the expiration of one (1) year after such commencement date or the first reappointment date occurring after the expiration of one hundred twenty (120) days after the effective date of these Bylaws, whichever is later.

4.4.-3 REAPPOINTMENTS

Reappointments to any category of the Medical Staff shall be for a term of no more than two (2) years commencing on the reappointment dates specified in these Bylaws. Subject to the provisions of these Bylaws, Appointees having Medical Staff Privileges on the date these Bylaws are approved by the Board shall retain such Privileges until the next applicable reappointment date.

4.4.-4 REAPPOINTMENT DATES

(a) All Medical Staff Appointees are reviewed for reapplication every two (2) years.

(b) The Medical Staff is divided into four groups each of which is evaluated for reappointment at six (6) month intervals.

4.5. OBSERVATION REQUIREMENT

4.5.-1 FOR INITIAL APPOINTMENTS

All initial appointments to any category of the Medical Staff, excluding Honorary Staff, shall be subject to a period of observation. Each initial Appointee shall be assigned to a department and section where his/her performance shall be observed by the chair of the department, or his designee, to determine his/her eligibility for continued Staff appointment in the Medical Staff category to which he/she was initially appointed and for exercising the Clinical Privileges initially granted in that section. His/Her exercise of Clinical Privileges in any other department or section shall also be subject to observation by the chair of the department or his designee. An initial Appointee shall remain subject to observation until he/she has furnished to the Medical Executive Committee and to the CEO:

(a) a statement signed by the chair of the department to which he/she is assigned that the Appointee meets all of the qualifications, has discharged all of the responsibilities, and has not exceeded or abused the Prerogatives of the Medical Staff category to which he/she was appointed; and

(b) a statement signed by the chair of the department(s) in which the Appointee will exercise Clinical Privileges that he/she has satisfactorily demonstrated his/her ability to exercise the Clinical Privileges initially granted.

4.5.-2 FOR MODIFICATION OF APPOINTMENT STATUS OR PRIVILEGES

Where there is a request for a change in Medical Staff category, department, section, or Privileges, the Medical Executive Committee may recommend to the Board that such change be made pursuant to these Bylaws subject to observation for a predetermined period in accord with this Article.

4.5.-3 TERM OF OBSERVATION PERIOD

An observation period for initial appointment or for a modification of appointment status or Privileges shall generally extend for no more than twelve (12) months. If an initial Appointee

fails within that period to furnish the certifications required in these Bylaws, his Medical Staff appointment or particular Clinical Privileges, as applicable, shall automatically expire. If a Medical Staff Appointee requesting modification fails to furnish the required certification within that period, the change in Medical Staff category, department or section assignment, or the additional Privileges, as applicable, shall automatically expire. The initial Appointee or Medical Staff Appointee so affected shall be given Special Notice of such expiration and shall be entitled to the procedural rights specified in the Medical Staff Governing Documents solely for the issue of whether or not there was just cause for the failure to provide the required certification within the stated period.

4.5.-4 OBLIGATION TO REPORT CHANGE IN STATUS

Each Medical Staff Appointee shall be obligated to report to the Credentials Committee any change from the information provided in their application for appointment and reappointment.

4.6. LEAVE OF ABSENCE

4.6.-1 LEAVE STATUS

A Medical Staff Appointee may obtain a voluntary leave of absence from the Medical Staff for good cause shown such as medical reasons, educational reasons or military service, by submitting written request to the MEC and the CEO stating the reason for the leave and the approximate period of time of the leave, which may not exceed one (1) year, or the last date of the current appointment period, whichever occurs first. Anytime a Medical Staff Appointee is physically away from the Hospital and/or office for thirty (30) consecutive days or more, the Medical Staff Appointee must request a voluntary leave of absence. An Appointee on a leave of absence shall not be entitled to admit, attend, or treat patients or exercise any Privileges or rights or Prerogatives of appointment in the Hospital during the period of the leave. Prior to a leave of absence being granted, the Appointee shall have made acceptable arrangements for the care of his/her patients during the leave. The Practitioner shall also be excused from all Medical Staff and committee meetings and responsibilities during the leave. For good cause and upon notice received not less than thirty (30) days prior to expiration of leave, a Medical Staff Appointee's leave may be extended by the MEC for a period not to exceed twelve (12) months.

4.6.-2 TERMINATION OF LEAVE

At least ninety (90) days prior to the termination of the leave, when the leave has been requested for non-medical reasons, or within a reasonable time as determined by the MEC when the leave is less then ninety (90) days in duration, the Appointee may request reinstatement of his Privileges and Prerogatives by submitting a written notice to that effect to the CEO for transmittal to the MEC. Upon receipt of such a request, the Appointee shall be provided with a specific request for additional information from the MEC (or appropriate committee thereof). The Appointee shall provide the MEC (or appropriate committee thereof) with the requested information.

In the case of a medical leave, the Board or the MEC may request a statement from the appropriate health care provider indicating that the Practitioner is able to resume his responsibilities as a Medical Staff Appointee and indicating, where necessary, any recommended modifications to the Medical Staff Appointee's appointment or Clinical Privileges. This statement may also be requested by the MEC in those situations where the Practitioner has not requested a medical leave but the MEC has reason to believe that the Practitioner's health may be of danger to himself or his patients while undertaking his responsibilities as a Medical Staff Appointee with delineated Clinical Privileges. In the case of an educational leave, a statement summarizing the educational activities undertaken by the Appointee may be requested. In the case of a military leave of absence, proof of military discharge may be requested.

The MEC shall make a recommendation to the Board concerning the reinstatement of the Appointee's Privileges and Prerogatives. Thereafter, the procedure provided for reappointment in these Bylaws shall be followed. If a Practitioner's appointment expires during a leave of absence, the Practitioner shall reapply to the Medical Staff prior to expiration of the leave of absence.

The MEC or the Board may, upon consideration of the length of and activities performed during the leave, or the reason for the leave, recommend reinstatement subject to specific conditions and/or an observation period not to exceed twelve (12) months, during which the Practitioner's clinical performance shall be observed by the appropriate department chair, or his designee, to determine the Practitioner's continued ability. In the event such a condition or observation period is imposed, the Practitioner shall submit the statement described in these Bylaws to the MEC.

Failure to request reinstatement or to provide the requested information as described above shall be deemed a voluntary resignation from the Medical Staff and shall result in automatic termination of appointment, Privileges, and Prerogatives. Such voluntary resignation from the Medical Staff shall not give rise to the procedural rights provided in these Bylaws. A request for appointment subsequently received from an Appointee who has failed to request reinstatement shall be submitted and processed in the manner specified for applications for initial appointment.

4.7 APPOINTMENT, REAPPOINTMENT, AND PRIVILEGING

Upon written request, Applicants will be given an application for appointment to the Medical Staff, a privilege request form and a detailed list of requirements for completion of the application. When a Practitioner requests an application for Medical Staff membership or clinical privileges, he/she shall be provided with an explanation of how the appointment process is structured and shall be provided a copy of or access to the Medical Staff Governing Documents. The application form shall include a statement that the Applicant has read the Medical Staff Bylaws and Governing Documents and agrees to be bound by the terms thereof if granted appointment and/or clinical privileges, and to be bound by the terms thereof in all matters relating to consideration of his/her application without regard to whether or not the Applicant is granted appointment and/or clinical privileges.

Applications for appointment, reappointment and privileges shall be submitted to the Hospital Medical Staff Office. The Medical Staff Office shall review the application for completeness, collect the required information and perform primary source verification in accordance with the processes and details set forth in the Credentials Manual.

Upon completion of the collection and verification process, the Credentials Committee Chair shall submit the completed application and supporting documentation to the appropriate Department Chair for review and recommendation and action upon by the Credentials Committee and the Medical Executive Committee. Initial appointments and reappointments to the Medical Staff and/or the granting of clinical privileges shall be made by the Hospital Board, or as otherwise specified in the Medical Staff Bylaws or Credentials Manual. The Board shall act on appointments, reappointments and/or clinical privileges only after there has been a recommendation from the Medical Executive Committee.

Time frames to complete the approval process for appointment, reappointment and/or clinical privileges is further detailed in the Credentials Manual. Temporary privileges for a new applicant, new procedure, locum tenens, or to fulfill an important patient care need may be requested and granted under circumstances as outlined in the Credentials Manual.

In the event of a disaster, volunteer licensed independent practitioners, may be granted "disaster" privileges as outlined in the Credentials Manual and in accordance with applicable Hospital policies and procedures.

Full details regarding the appointment and reappointment processes, and privileging processes are set forth in the Credentials Manual.

Adopted by the Medical Staff on 12/20/95
Approved by the Board of Trustees on 1/25/96
Revisions to Sections 4.1.-2, 4.2-5 and 4.6-2 approved by the Board of Trustees on 12/12/96
Revisions adopted by Medical Staff on 9/30/99
Approved by the Board of Trustees on 10/28/99
Revisions to Sections 4.3(a) & 4.6-1 adopted by the Medical Staff 9/26/02
Revisions approved by the Board of Trustees 9/26/02
Revisions to Sections 4.2.-1(e), 4.4.-3 and 4.6.-2 adopted by Medical Staff: 9/2/05
Revisions approved by Board of Directors: 9/21/05
Revisions to Sections 4.1 – 4.6 adopted by Medical Staff (date) and Board of Directors (date)
Addition of Section 4.7 adopted by Medical Staff (date) and Board of Directors (date)

ARTICLE V. CATEGORIES OF THE MEDICAL STAFF

5.1. APPOINTMENT CATEGORIES

The Medical Staff appointment categories shall include Active, Affiliate and Honorary categories.

5.2. ACTIVE STAFF

5.2.-1 QUALIFICATIONS

The Active Medical Staff shall consist of Practitioners, each of whom:

(a) meets the basic qualifications set forth in these Bylaws;

(b) engage in, or reasonably be expected to engage in, six (6) or more Patient Contacts per year at Atrium Medical Center, except as expressly waived by the Board upon the recommendation of the MEC and the Credentials Committee; and

(c) reside or have a business office within sufficiently close proximity to the Hospital to enable him/her to provide continuous care to his/her patients.

5.2.-2 PREROGATIVES

The Prerogatives of an Active Medical Staff Appointee shall be:

(a) to admit patients unless otherwise provided in these Bylaws or Related Manuals or in other Medical Staff Governing Documents;

(b) to exercise such Clinical Privileges as are granted to him/her pursuant to these Bylaws;

(c) to vote on all matters presented at general and special meetings of the Medical Staff and of the department, section, and committees of which he/she is an Appointee, unless otherwise provided by resolution of the Medical Staff, such department, section, or committee and approved by the MEC and the Board; and

(d) to hold office in the Medical Staff organization and in the department, section, and committees of which he/she is a member, unless otherwise provided by resolution of the Medical Staff, such department, section, or committee and approved by the Medical Executive Committee and the Board.

An Active Medical Staff Appointee must have completed at least one year of the initial appointment in order to be eligible to vote or hold office as specifically described in these Bylaws.

5.2.-3 RIGHTS

Each member of the Active Medical Staff has the right to

(a) request an informal audience with the MEC at the discretion of the President of the Medical Staff to address problems not resolved at the department level, by submitting a written request;

(b) petition to recall the election of Medical Staff officers through signatures of ten percent (10%) of Active Medical Staff members;

(c) call a Medical Staff meeting through a request of ten percent (10%) of Active Medical Staff members; and

(d) challenge the Medical Staff Governing Documents and Related Manuals through a petition signed by ten percent (10%) of Active Medical Staff members.

These rights do not pertain to issues that allow for a Fair Hearing.

5.2.-4 RESPONSIBILITIES

Each Appointee to the Active Medical Staff shall:

(a) meet the basic responsibilities set forth in these Medical Staff Bylaws;

(b) retain responsibility within his area of professional competence for the continuous care and supervision of each patient in the Hospital for whom he/she is providing services, or arrange a suitable alternative for such care and supervision;

(c) actively participate in quality assessment and improvement and utilization review consistent with Joint Commission and regulatory recommendations, in supervising initial Appointees of his/her same profession, and in discharging such other Medical Staff functions as may be required from time to time; and

(d) participate in Emergency Department or other specialty on call roster, if requested, for the purpose of assignment to patients who do not have an attending Practitioner, and for providing consulting

coverage and back-up coverage in the Emergency Department as specified in the Medical Staff Governing Documents.

5.3. AFFILIATE STAFF

5.3.-1 QUALIFICATIONS.

The Affiliate Medical Staff shall consist of Practitioners who do not qualify for appointment to the Active Medical Staff due to a lower level of actual or expected patient activity than outlined in Section 5.2-1 of these Bylaws; and:

(a) meets the basic qualifications specified for Appointees to the Active Medical Staff set forth in these Bylaws;

(b) engage in, or reasonably be expected to engage in, a maximum of five (5) or fewer Patient Contacts per year at Atrium Medical Center, except as expressly waived by the Board upon the recommendations of the MEC and Credentials Committee;

(c) reside or have a business office that is within sufficiently close proximity to the Hospital to enable him/her to provide continuous care to his/her patients;

(d) may serve as peer review specialists, with limitation that they shall review selected charts for the purpose of rendering an opinion on quality of health care rendered to patients at the Hospital; may not engage in actual patient activity at the Hospital; and shall not be appointed to a specific clinical department.

5.3.-2 PREROGATIVES.

The Prerogatives of an Affiliate Medical Staff Appointee shall be:

(a) to admit patients to the Hospital under the conditions as specified for Affiliate Medical Staff members in these Bylaws. If the maximum patient activity of five (5) Patient Contacts per year is exceeded, the Affiliate Medical Staff Member will automatically be transferred to the Active Medical Staff;

(b) to exercise such Clinical Privileges as are granted to him/her pursuant to these Bylaws; and

(c) is regularly available to render services within his/her field of specialization or expertise;

(d) retain responsibility within his/her area of professional competence for the continuance of care and supervision of each patient in the Hospital for whom he/she is providing services or arrange a suitable alternative for such care and supervision;

(e) to attend meetings of the Medical Staff and the department and section to which he/she is appointed and any Medical Staff or Hospital education programs.

5.4. HONORARY STAFF

5.4.-1 QUALIFICATIONS

Upon application a Practitioner will be considered for appointment to the Honorary Medical Staff. The Honorary Medical Staff shall consist of Practitioners recognized for their outstanding reputations, their noteworthy contributions to the health and medical sciences, or at least twenty (20) years of service and commitment to the Hospital.

5.4.-2 PREROGATIVES

Honorary Medical Staff Appointees are not eligible to admit patients to the Hospital or to exercise Clinical Privileges in the Hospital. They may, however, attend Medical Staff and department meetings and any Medical Staff or Hospital education programs. Honorary Medical Staff Appointees shall not be eligible to vote or to hold office in this Medical Staff organization. They shall not be charged medical staff dues.

5.5. LIMITATION OF PREROGATIVES

The Prerogatives set forth under each Medical Staff category are general in nature and may be subject to qualification or limitation by special conditions attached to a Practitioner's Medical Staff appointment, by other sections of these Bylaws, and by other policies of the Hospital. The Prerogatives of dentist, podiatrist, and psychologist Appointees to the Medical Staff shall be limited by the scope of such individuals' education, training, experience and licensure.

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Revisions approved by the Board of Trustees on 9/26/02
Revision to 5.1 adopted by Medical Staff: 9/2/05
Revision approved by Board of Directors: 9/21/05

ARTICLE VI. ALLIED HEALTH PROFESSIONALS

6.1. DELINEATION OF CATEGORIES OF ALLIED HEALTH PROFESSIONALS ELIGIBLE TO APPLY FOR PRIVILEGES

The Board of Directors shall secure recommendations from the MEC as to the categories of AHP's which should be eligible to apply for Privileges and as to the Privileges, Prerogatives, terms and conditions which may be granted and apply to AHP's in each category. The delineation of categories of AHP's eligible to apply for Privileges and the corresponding Privileges, Prerogatives, terms and conditions for each such AHP category and the responsibilities that follow, when approved by the MEC and the Board of Directors, shall be found in the Allied Health Professional Manual.

For further information regarding Allied Health Professionals, see the Allied Health Professionals Related Manual.

Adopted by the Medical Staff on 12/20/95
Approved by the Board of Trustees on 1/25/96
Revisions to Article VI adopted by Medical Staff on 9/30/99
Approved by the Board of Trustees on 10/28/99

ARTICLE VII CORRECTIVE ACTION

7.1. ROUTINE CORRECTIVE ACTION

7.1.-1 CRITERIA FOR INITIATION

Whenever a Practitioner with Clinical Privileges shall engage in, make or exhibit acts, statements, demeanor or professional conduct, either within or outside of the Hospital, and the same is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care, or is reasonably likely to be, disruptive to Hospital operations, corrective action against such Practitioner may be initiated by any officer of the Medical Staff, by the chair of any department or section head to which he/she is appointed or in which he/she exercises Clinical Privileges, by the chair of any standing committee of the Medical Staff, by the CEO, by the Board, or by any officer of the Board.

7.1.-2 REQUESTS AND NOTICES

All requests for corrective action shall be, submitted to the Medical Executive Committee in writing, and supported by reference to the specific activities or conduct which constitute the grounds for the request. The Chair of the MEC shall promptly notify the CEO as an ad-hoc member of the MEC in writing of all requests for corrective action received by the MEC and shall continue to keep him fully informed of all action taken in conjunction therewith.

7.1.-3 INVESTIGATION

After deliberation, the MEC may either act on the request, after consultation with the affected department and section, or direct that the affected department, section, or an outside professional review consultant conduct an investigation concerning the grounds for the corrective action request. If the department or section is directed to conduct an investigation, it may do so or it may retain an outside professional review consultant. This investigative process shall not be deemed a "hearing" as that term is used in these Bylaws and Related Manuals, but may include consultation with the Practitioner involved. A written report of the investigation shall be forwarded to the MEC as soon as is practicable after the assignment to investigate has been made. The MEC may at any time within its discretion, and shall at the request of the Board (or of the Executive Committee thereof), terminate the investigative process and proceed with action as provided in these Bylaws below.

7.1.-4 MEC ACTION

As soon as is practical after the conclusion of the investigation process, if any, but in any event within sixty (60) days after receipt of the request for corrective action unless deferred pursuant to these Bylaws, the MEC shall take action upon such request. Such action may include, without limitation:

(a) Recommending rejection of the request for corrective action;

(b) Recommending a written warning, or a letter of reprimand;

(c) Recommending probationary period with retrospective review of cases and/or other review of professional behavior but without requirement of prior or concurrent consultation or direct supervision;

(d) Recommending probation with concurrent consultation or direct supervision, or training, or other form of probation that limits the ability to exercise Clinical Privileges;

(e) Recommending reduction, suspension or revocation of all or any part of the Practitioner's Clinical Privileges;

(f) Recommending reduction of Medical Staff category or limitation of any Medical Staff Prerogatives directly related to the Practitioner's delivery of patient care.

(g) Recommending suspension or revocation of the Practitioner's Medical Staff appointment.

7.1.-5 DEFERRAL

If additional time is needed to complete the investigative process, the MEC may defer action on the request and consent, in writing, to additional time. A subsequent recommendation for any one or more of the actions provided in these Bylaws above must be made within the time specified in such written consent, and if no such time is specified, then within thirty (30) days of the deferral.

7.1.-6 PROCEDURAL RIGHTS

Any Adverse Recommendation by the MEC pursuant to these Bylaws or Related Manuals or any combination of such actions, shall entitle the Practitioner to the procedural rights as provided in these Bylaws.

7.1.-7 OTHER ACTION

(a) If the MEC's recommended action is to reject the request for corrective action, such recommendation, together with all supporting documentation, shall be transmitted to the Board. Thereafter, the procedure to be followed shall be as provided in these Bylaws and Related Manuals as applicable.

(b) If the MEC's recommended action is a warning, or reprimand, such recommendation together with all supporting documentation,

shall be transmitted to the Board. Board action to adopt such MEC recommendation without substantive modification shall conclude the matter and notice of final decision shall be given as provided in these Bylaws and Related Manuals.

If the Board's proposed action will modify substantively the MEC's recommendation, the provisions of these Bylaws and Related Manuals shall be followed. If the Board's action is Adverse to the Applicant as defined in these Bylaws and Related Manuals, the CEO shall promptly so inform the Practitioner by Special Notice, and he shall be entitled to the procedural rights as provided in these Bylaws and Related Manuals.

(c) If the MEC's recommended action is Adverse to the Practitioner, the procedures set forth in these Bylaws and Related Manuals shall apply

(d) If the Board determines that the referring body failed to act in a timely fashion in processing and recommending action on the request for corrective action, the Board may, after notifying the referring body, take action on its own initiative. Thereafter, the procedures set forth in these Bylaws and Related Manuals shall apply.

7.2. SUMMARY SUSPENSION

7.2.-1 CRITERIA FOR INITIATION

Whenever a Practitioner's conduct is of such a nature as to require immediate action be taken to protect the life of any patient(s) or to reduce the substantial likelihood of immediate injury or damage to the health or safety of any patient, employee or other person present in the Hospital, or if a Practitioner’s conduct is significantly disruptive to the operation of any department or unit of the Hospital, or whenever a Practitioner significantly violates the Hospital or Medical Staff Governing Documents, either the Chair of the MECthe department chair, or the CEO or his designated representative, all of whom are functioning as an ad-hoc member or committee member of the MEC, the MEC or the Executive Committee of the Board, or the Board (or an appropriate committee thereof) shall have the authority to summarily suspend the Medical Staff appointment status or all or any portion of the Clinical Privileges of such Practitioner.

Such summary suspension shall become effective immediately upon imposition, and the CEO shall promptly give Special Notice of the suspension to the Practitioner. In the event of any such suspension, the Practitioner's patients then in the Hospital whose treatment by such Practitioner is terminated by the summary suspension shall be assigned to another Practitioner by the department chair. The wishes of the patient shall be considered, when feasible, in choosing a substitute Practitioner.

7.2.-2 MEC ACTION

Within three (3) days after such summary suspension, if the MEC was not involved in the imposition of the summary suspension, a meeting of the MEC shall be convened to review and consider the need, if any, for a professional review action. Such a meeting of the MEC shall not be considered a "hearing" as contemplated in Article VIII, even if the Practitioner involved attends the meeting, and no procedural requirements shall apply. The MEC, after consultation with the affected department, and appropriate section if needed, may modify, continue or terminate a summary suspension provided that the summary suspension was not imposed by the Board or the Chief Executive Officer. In the case of such summary suspension imposed by the Board or the Chief Executive Officer, the MEC shall give its recommendation to the Board as to whether such summary suspension should be modified, continued, or terminated. The Board may accept, modify, or reject the MEC's recommendation..

7.2.-3 PROCEDURAL RIGHTS

Not later than fourteen (14) days following the original imposition of the summary suspension, the Practitioner shall be advised, by Special Notice, of the MEC's determination, or in the case of a summary suspension imposed by the Board/CEO, of the MEC's recommendation as to whether such suspension shall be terminated, modified, or sustained, and of the Practitioner's rights, if any, pursuant to the Fair Hearing Process outlined in these Bylaws. A summary suspension that is lifted within fourteen (14) days of its original imposition shall not be deemed an Adverse action for the purposes of the Bylaws and Fair Hearing Process.

7.2.-4 OTHER ACTION

If the MEC's recommendation is to terminate the suspension and to cease all further corrective action, that recommendation shall be transmitted to the Board immediately with all supporting documentation. The Board shall call a special meeting to act upon the recommendation. Terminating the summary suspension within fourteen (14) days of its original imposition on the ground that corrective action was not required shall not be deemed Adverse, and a statement to that effect shall be placed in the Practitioner's file.

A summary suspension in excess of fourteen (14) days shall give rise to a hearing right under these Bylaws if deemed Adverse.

7.3 AUTOMATIC SUSPENSION

In addition to automatic suspension and automatic termination specified elsewhere in these Bylaws, the following shall give rise to automatic suspension or limitation of a Practitioner's Medical Staff appointment and/or Privileges without recourse to the procedural rights set forth in these Bylaws:

7.3.-1 LICENSE

(a) Revocation: Whenever a Practitioner's or Allied Health Professional's license, certificate or other legal credential authorizing him/her to practice in this State is revoked, the Medical Staff appointment and Clinical Privileges or specified services of that Practitioner or AHP shall be immediately and automatically suspended.

(b) Restriction: Whenever a Practitioner's or AHP's license, certificate or other legal credential is limited or restricted by the applicable licensing or certifying authority, those Clinical Privileges or specified services which he/she has been granted that are within the scope of said limitation or restriction shall be immediately and automatically suspended.

(c) Suspension: Whenever a Practitioner's or AHP's license, certificate or other legal credential is suspended, his/her Medical Staff appointment and Clinical Privileges or specified services shall be automatically suspended effective upon and for at least the term of the suspension. Further action on the matter shall proceed pursuant to these Bylaws and Related Manuals.

(d) Probation: Whenever a Medical Staff Appointee or AHP is placed on probation by the applicable licensing or certifying authority, his/her voting, office-holding and teaching Prerogatives and responsibilities, if any, shall be automatically suspended effective upon and for at least the term of the probation. In addition, the probationary requirements, to the extent applicable, shall also be imposed upon the Privileges or specified services of the Practitioner during the term of the probation. Further action on the matter shall proceed pursuant to these Bylaws and Related Manuals.

7.3.-2 MEDICARE AND MEDICAID PROVIDER STATUS

Suspension, termination or revocation of a Practitioner or AHP’s Medicare or Medicaid status shall result in immediate and automatic suspension of the Appointee’s appointment and/or Clinical Privileges.

7.3.-3 DRUG ENFORCEMENT ADMINISTRATION (DEA) NUMBER

(a) Revocation: Whenever a Practitioner's DEA number is revoked, he/she shall immediately and automatically be divested at least of his/her right to prescribe medications covered by the number. Further action on the matter shall proceed pursuant to these Bylaws and Related Manuals.

(b) Suspension: Whenever a Practitioner's DEA number is suspended, he/she shall be divested at least of his/her right to prescribe medications covered by the number effective upon and for at least the term of the suspension. Further action on the matter shall proceed pursuant to these Bylaws and Related Manuals.

(c) Probation: Whenever a Practitioner is placed on probation insofar as the use of his/her DEA number is concerned, action on the matter shall proceed pursuant to these Bylaws and Related Manuals.

7.3.-4 MEC DELIBERATION

As soon as possible after action is taken as described in the preceding Section, the MEC shall convene, after consultation with the appropriate department and section, to review and consider the facts under which such action was taken. The MEC may then recommend such further corrective action as is appropriate to the facts disclosed in its investigation, including limitation of Prerogatives. In such situations where the MEC may recommend further corrective action including limitation of Prerogatives as to a Practitioner, the procedure to be followed shall be as provided in these Bylaws as applicable. Should the MEC's final recommendation or action exceed that imposed by the licensing or regulatory authority, the Practitioner shall be entitled to a hearing pursuant to the Fair Hearing process in these Bylaws solely on the MEC's recommendation or action. If no further corrective action is recommended by the MEC, the Practitioner is not entitled to a hearing on the automatic revocation nor on the original action by the licensing authority and the corresponding limitation on his/her appointment and exercise Privileges at the Hospital. When the matter involves an AHP, Hospital Governing Documents, including the Allied Health Professional Manual, shall determine the matter of final processing.

7.3.-5 FAILURE TO SATISFY SPECIAL APPEARANCE REQUIREMENT

A Practitioner who fails to satisfy the Special Appearance requirements set forth in these Bylaws shall automatically be suspended from exercising all or such portion of his Clinical Privileges in accordance with the provisions of these Bylaws and Related Manuals. Such automatic suspension shall not entitle the Practitioner to procedural rights provided in these Bylaws.

7.3.-6 MALPRACTICE INSURANCE

For failure to maintain the amount of professional liability insurance, if any, as required by these Bylaws, a Practitioner's Medical Staff appointment and/or Clinical Privileges shall immediately be suspended. A Practitioner under automatic suspension by operation of this Section shall not be entitled to the procedural rights provided in these Bylaws.

7.4. MEDICAL RECORDS

A Practitioner who fails to complete a medical record deficiency or delinquency in a timely fashion after written notice thereof shall be referred to the Medical Executive Committee for such action as it deems appropriate, including, without limitation: personal appearance before the MEC, referral to the appropriate department for investigation and report and/or recommendation to the Board that Privileges be modified, reduced or suspended.

7.5 AUTOMATIC TERMINATION

The following events shall result in an automatic termination of a Practitioner's Medical Staff appointment and/or Clinical Privileges without recourse to the procedural rights contained within these Bylaws:

(a) Licensure: Action by any federal or state authority terminating a Practitioner's professional license shall result in an automatic termination of the Practitioner's Medical Staff appointment and/or Privileges.

(b) Malpractice Insurance: If a Practitioner's professional liability insurance coverage lapses, falls below the required minimum, is terminated or otherwise ceases to be in effect for a period greater than ninety (90) days, the Practitioner's Medical Staff appointment and/or Clinical Privileges shall automatically terminate as of the ninety-first (91) day.

(c) Medicare and Medicaid Provider Status: Whenever a Practitioner is excluded from participating in a federal healthcare program such as Medicare and Medicaid, the Practitioner's Medical Staff appointment and/or Clinical Privileges shall be automatically terminated.

(d) Plea of Guilty to Certain Offenses: If a Practitioner pleads guilty to or is found guilty of a felony or other serious offense that involves (i) violence or abuse upon a person, conversion, embezzlement or misappropriation of property; (ii) fraud, bribery, evidence tampering or perjury; or (iii) a drug offense, the Practitioner's Medical Staff appointment and/or Clinical Privileges shall be immediately and automatically terminated; provided, if the behavior which triggered the conviction is based upon the Practitioner's impairment, then the matter shall be referred to the Impaired Practitioner Committee for consideration and recommendation to the MEC as to what action should be taken.

At its next regular meeting after action is taken pursuant to this Section, or sooner if the MEC deems it appropriate, the MEC shall convene to review and consider the facts and may recommend such further corrective action as it deems appropriate following the procedures set forth in this Article 7.

Adopted by the Medical Staff on 12/20/95
Approved by the Board of Trustees on 1/25/96
Revisions to Section 9.3.-2 approved by the Board of Trustees on 10/18/96
Revisions to Sections 9.3.-3, 9.3.-4 and 9.3.-5 approved by the Board of Trustees on 12/12/96
Revisions Corrective Action Article 9 adopted by Medical Staff on 9/30/99

Approved by the Board of Trustees on 10/28/99
Revisions to Section 7.1.6 adopted by the Medical Staff on 9/26/02
Revisions to Section 7.1.6 approved by the Board of Trustees on 9/26/02
Revisions to Sections 7.1.-4(c), 7.1.-6, 7.1.-7(d), and 7.2.-4 adopted by Medical Staff: 9/2/05
Revisions approved by Board of Directors: 9/21/05

ARTICLE VIII INTERVIEWS AND FAIR HEARING PROCESS

8.1. INTERVIEWS

When the Medical Executive Committee, other relevant Medical Staff committee, or the Board or any appropriate committee thereof receives or is considering initiating an Adverse Recommendation concerning a Practitioner, the Practitioner may be afforded an interview. The interview shall not constitute a hearing, shall be preliminary in nature, and shall not be conducted according to the procedural rules provided with respect to hearings. The Practitioner shall be informed of the general nature of the circumstances and may present information relevant thereto. A record of the findings of such interview shall be made.

8.2. HEARINGS AND APPELLATE REVIEW

When any Practitioner receives Special Notice of an Adverse Recommendation of the MEC, as defined in Article 8 of these Bylaws, or from the Board of Directors following a favorable MEC recommendation, he shall be entitled, upon request, to the fair hearing and appellate review process outlined within this Article of the Bylaws.

8.3 DEFINITIONS

The following definitions, in addition to those stated for the Medical Staff Bylaws, shall apply to the provisions of the fair hearing and appellate review process:

APPELLATE REVIEW BODY means the group designated pursuant to this Section to hear a request for appellate review properly filed and pursued by a Practitioner.

HEARING COMMITTEE means the committee appointed pursuant to this Section to hear a request for an evidentiary hearing properly filed and pursued by a Practitioner.

HEARING OFFICER means the individual appointed pursuant to this Article to hear a request for an evidentiary hearing properly filed and pursued by a Practitioner.

PARTIES means the Practitioner who requested the hearing or appellate review and the body or bodies upon whose adverse action a hearing or appellate review request is predicated.

8.4 ADVERSE MEC RECOMMENDATION

When any Practitioner receives Special Notice of an adverse recommendation of the MEC as defined in Article 8, he/she shall be entitled, upon request, to a hearing before a Hearing Committee or Hearing Officer appointed by the Board. If the recommendation of the MEC following such hearing is still adverse to the Practitioner, he shall then be entitled, upon request, to an appellate review by the Board (or a committee appointed by the Board) before a final decision is rendered.

8.5 ADVERSE BOARD DECISION

When any Practitioner received Special Notice of an adverse decision by the Board as defined in Article 8, such Practitioner shall be entitled, upon request, to a hearing by a Hearing Officer or an ad hoc hearing committee appointed by the Board only if a prior hearing has not been held on the matter. If such hearing does not result in a favorable recommendation, or if the Practitioner has had a prior hearing on the matter, he shall then be entitled, upon request, to an appellate review by the Board before a final decision is rendered.

8.6 INITIATION OF HEARING

8.6.1 RECOMMENDATIONS OR ACTIONS

The following recommendations or actions shall, if deemed adverse pursuant to this Article, entitle the Practitioner affected thereby to a hearing:

(a) Denial of initial Medical Staff appointment

(b) Denial of reappointment

(c) Suspension of Medical Staff appointment

(d) Revocation of Medical Staff appointment

(e) Denial of requested advancement of Medical Staff category

(f) Reduction in Medical Staff category

(g) Limitation of the right to admit or otherwise treat patients

(h) Denial of requested department/service/section affiliation

(i) Denial of requested Clinical Privileges

(j) Reduction in Clinical Privileges

(k) Suspension of Clinical Privileges

(l) Revocation of Clinical Privileges

(m) Terms of probation resulting in a limitation on previously exercised Clinical Privileges

(n) Individual application of, or individual change in mandatory consultation requirement.

8.6.2 DEEMED ADVERSE

(a) When any Practitioner receives notice of a recommendation or action of the MEC to take corrective action against the Practitioner or an action to summarily suspend the Practitioner that will adversely affect the

Practitioner's appointment to or status as an Appointee to the Medical Staff or the Practitioner's exercise of Clinical Privileges, such recommendation shall be deemed adverse, unless specified otherwise in the Medical Staff Bylaws, and the Practitioner shall be entitled to a hearing and appellate review in accordance with the Medical Staff Bylaws.

(b) When any Practitioner receives notice of a decision by the Board of Directors that will adversely affect the Practitioner's appointment to or status as an Appointee to the Medical Staff or the Practitioner's exercise of Clinical Privileges, such decision shall be deemed adverse, unless specified otherwise in the Medical Staff Bylaws, and the Practitioner shall be entitled to those due process rights set forth in the Medical Staff Bylaws. Once a hearing and appeal has occurred, the Board's decision will be final.

(c) Neither the issuance of a warning, a letter of admonition, or a letter of reprimand, nor the denial, termination or reduction of temporary Privileges, nor any other actions except those specified in Sections 8.6.1 and 8.6.2 shall give rise to any right to a hearing or appellate review. Adverse recommendations of actions pertaining to a Practitioner's Medical Staff appointment or Clinical Privileges that are based on any matter which does not relate to the competence or professional conduct of a Practitioner shall not give rise to any hearing or appellate review unless specified otherwise in the Medical Staff Bylaws and Related Manuals.

8.6.3 NOTICE OF ADVERSE RECOMMENDATION OR ACTION

A Practitioner against whom an adverse recommendation or action has been taken pursuant to Section 8.6.2 shall promptly be given Special Notice of such action. Such notice shall state that:

(a) a professional review action has been taken or recommended against the Practitioner and the reasons for the recommendation or action including a concise statement of the Practitioner's alleged acts or omissions, a list by number of the specific or representative patient records in question and/or the other reasons or subject forming the basis for the adverse recommendation or action;

(b) the Practitioner has a right to request a hearing on the recommendation or action within thirty (30) days from receipt of the Notice of Adverse Recommendation or Action;

(c) failure to request a hearing within the specified time period shall constitute a waiver of rights to a hearing and to an appellate review;

(d) in those instances where the Practitioner has had a hearing on the matter after an MEC action or recommendation, the notice of an adverse action by the Board shall be for appellate review only; and

(e) the Practitioner has those hearing rights specified in Hearing Procedure section of this Article. Such rights shall be specifically set forth in the Notice of Adverse Recommendation or Action.

8.6.4 REQUEST FOR HEARING

A Practitioner shall have thirty (30) days following his receipt of a notice to file a written request for a hearing. Such request shall be delivered to the CEO either in person or by certified or registered mail.

8.6.5 WAIVER BY FAILURE TO REQUEST A HEARING

A Practitioner who fails to request a hearing within the time and in the manner specified in Section 8.6.4 waives any right to such hearing and to any appellate review to which he might otherwise have been entitled. Such waiver in connection with:

(a) an adverse action by the Board shall constitute acceptance of that action, which shall thereupon become effective as the final decision of the Board and the matter shall be closed.

(b) an adverse recommendation by the MEC shall constitute acceptance of that recommendation, which shall thereupon become and remain effective pending the final decision of the Board. The Board shall consider the recommendation at its next regular meeting following waiver. In its deliberations, the Board shall review all the information and material considered by the MEC and may consider all other relevant information received from any source. If the Board's action on the matter is in accord with the recommendation, such action shall constitute a final decision of

the Board. If the Board's action has the effect of changing the recommendation, the matter shall be submitted to a Joint Conference Committee. The Board's action on the matter following receipt of the Joint Conference Committee recommendation shall constitute its final decision. The CEO shall promptly give the Practitioner special notice informing him of each action taken pursuant to this Section and shall notify the President of the Medical Staff and the MEC of each such action.

8.7 HEARING PREREQUISITES

8.7.1 NOTICE OF HEARING

Upon receipt of a timely request for hearing, the CEO shall deliver such request to the President of the Medical Staff or to the Board, depending on whose recommendation or action prompted the request for hearing. As soon as reasonably possible after receipt of such request, the President of the Medical Staff or the Board shall schedule and arrange for a hearing. At least thirty (30) days prior to the hearing, the CEO shall give the Practitioner Special Notice of the time, place and date of the hearing as well as a list of witnesses who will be testifying on behalf of the MEC or the Board, whichever the case may be. Within five (5) days of his receipt of the Notice of Hearing, the Practitioner shall provide, by written notice to the CEO, a list of witnesses expected to testify on his behalf.

The hearing date shall be not less than thirty (30) days nor more than sixty (60) days from the date of receipt of the request for hearing; provided, however, that a hearing for a Practitioner who is under suspension then in effect shall be held as soon as the arrangements for it may be reasonably be made, but not later than thirty (30) days from the date of receipt of the request for hearing. The Notice of Hearing for a Practitioner who is under suspension should be given by the CEO to such Practitioner at least ten (10) days prior to the hearing, unless the Practitioner agrees to a shorter notice period.

The parties shall exchange documents to be introduced at the hearing at least seven (7) days prior to the hearing. Such exchange of documents shall not constitute a waiver of the confidentiality and discovery provisions pertaining to peer review documents and proceedings under Ohio law.

8.7.2 STATEMENT OF ISSUES AND EVENTS

The Notice of Adverse Recommendation or Action required by Section 8.6.3 shall contain a concise statement of the Practitioner's alleged acts or omissions, a list by number of the specific or representative patient records in question and/or the other reasons or subject matter forming the basis for the adverse recommendation or action which is the subject of the hearing.

8.7.3 APPOINTMENT OF HEARING COMMITTEE OR HEARING OFFICER

(a) FOR ADVERSE MEC RECOMMENDATION OR ACTION

A hearing occasioned by an adverse MEC recommendation or action pursuant to Section 8.6.2 shall be conducted by a Hearing Committee or Hearing Officer appointed by the Board with the approval of the President of the Medical Staff and the MEC. If a Hearing Committee is appointed, it shall consist of not less than three (3) members who may be Appointees to the Medical Staff, other individuals affiliated with the Hospital or individuals not affiliated with the Hospital. When a Hearing Committee is utilized and when competency of the Practitioner is at issue, at least one (1) committee member should be a Practitioner practicing in the same specialty area as the Practitioner in question. One of the members of the Hearing Committee shall be designated as chairman.

No member of the Hearing Committee shall be a direct economic competitor of the Practitioner in question nor shall any member have played an active role in initiating or investigating the action(s) in question.

If a Hearing Officer is appointed, he shall not be a direct economic competitor of the Practitioner nor shall he have been actively involved in initiating or investigating the action. The Hearing Officer may be an attorney and should be qualified to conduct such hearings

(b) FOR ADVERSE BOARD ACTION OR RECOMMENDATION

A hearing occasioned by an adverse action of the Board pursuant to Section 8.6.2 shall be conducted by a Hearing Officer or a Hearing Committee appointed by the Chairman of the Board and composed of not less than three (3) persons. At least one (1) Medical Staff Appointee shall be included on this committee when feasible. One of the Appointees to the committee shall be designated as chairman.

No member of such committee shall be a direct economic competitor of the Practitioner in question nor shall any such committee member have been actively involved in initiating or investigating such action.

If a Hearing Officer is appointed, he shall not be a direct economic competitor of the Practitioner in question nor shall he have been actively involved in initiating or investigating the action in question. The Hearing Officer may be an attorney and should be qualified to conduct such hearings.

8.8 HEARING PROCEDURE

8.8.1 PERSONAL PRESENCE

The personal presence of the Practitioner who requested the hearing shall be required. A Practitioner who fails without good cause to appear and proceed at

such hearing shall be deemed to have waived his rights in the same manner and with the same consequence as provided in Section 8.6.5.

8.8.2 PRESIDING OFFICER

The Hearing Officer, if one is appointed pursuant to Section 8.7.3 or if a Hearing Officer is not appointed, the chairman of the Hearing Committee shall be the presiding officer. The presiding officer shall act to maintain decorum and to assure that all participants in the hearing have a reasonable opportunity to present relevant oral and documentary evidence. He shall determine the order of procedure during the hearing and shall make all rulings on matters of law, procedure, and the admissibility of evidence.

8.8.3 REPRESENTATION

The Practitioner who requested the hearing shall be entitled to be accompanied and represented at the hearing by an Appointee to the Medical Staff in good standing, by a member of his local professional society, or by an attorney. The MEC or the Board, depending on whose recommendation or action prompted the hearing, shall appoint one of its members to present the facts in support of its adverse recommendation or action, and to examine witnesses. The MEC or the Board may also be represented by an attorney.

8.8.4 RIGHTS OF PARTIES

During a hearing, each of the parties shall have the right to:

(a) call and examine witnesses;

(b) introduce exhibits;

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

(d) impeach (challenge the credibility of) any witness;

(e) rebut any evidence;

(f) request that the record of the hearing be made by use of a court reporter or an electronic recording unit, copies of which may be obtained by the Practitioner upon payment of any reasonable charges associated with the preparation thereof;

(g) representation by an attorney or other person of the party's choice;

(h) be apprised of whether the hearing will be before a Hearing Committee or Hearing Officer;

(i) present evidence determined relevant by the Hearing Officer or Committee chairman, regardless of its admissibility in a court of law;

(j) to submit a written statement prior to, during and at the close of the hearing; and

(k) upon completion of the hearing, the right to receive a written recommendation of the Hearing Officer or Hearing Committee, including the basis for the same, and to receive the written decision of the MEC or the Board, including a statement of the basis for the decision.

If the Practitioner who requested the hearing does not testify in his own behalf, he may be called and examined as if under cross-examination. If the Practitioner fails, without good cause, to appear, the hearing may be forfeited.

8.8.5 PROCEDURE AND EVIDENCE

The hearing need not be conducted strictly according to rules of law relating to the examination of witnesses or presentation of evidence. Any relevant matter upon which responsible persons customarily rely in the conduct of serious affairs shall be admitted, regardless of the admissibility of such evidence in a court of law. Each party shall, prior to, during, or subsequent to the hearing, be entitled to submit memoranda concerning any issue of law or fact, and such memoranda shall become part of the hearing record. The presiding officer may, but shall not be required to, order that oral evidence be taken only on oath or affirmation administered by any person designated by him and entitled to notarize documents in the state where the hearing is held.

8.8.6 BURDEN OF PROOF

The body whose adverse recommendation or action occasioned the hearing shall have the initial obligation to present evidence in support thereof, but the Practitioner shall thereafter be responsible for supporting his challenge to the adverse recommendation or action proving that the grounds therefore lack any

substantial factual basis or that such basis or the conclusions drawn therefrom are either arbitrary, unreasonable, or capricious.

8.8.7 RECORD OF HEARING

A record of the hearing shall be kept that is of sufficient accuracy to permit an informed and valid judgment to be made by any group that may later be called upon to review the record and render a recommendation or decision in the matter. The Hearing Committee or Hearing Officer may select the method to be used for making the record, such as court reporter, electronic recording unit, detailed transcription, or minutes of the proceedings unless the Practitioner exercises his right pursuant to Section 8.8.4(f) of this Article. The record of the hearing shall include all exhibits submitted into evidence and all written memoranda or briefs submitted on behalf of the parties within the time limits set by the Hearing Committee or the Hearing Officer.

8.8.8 POSTPONEMENT

Requests for postponement of a hearing shall be granted by the chairman of the Hearing Committee or the Hearing Officer only upon a showing of good cause and only if the request therefore is made as soon as is reasonably practical.

8.8.9 PRESENCE OF HEARING COMMITTEE MEMBERS AND VOTE

All members of the Hearing Committee must be present throughout the hearing and deliberations.

8.8.10 RECESSES AND ADJOURNMENT

The Hearing Committee or Hearing Officer may recess the hearing and reconvene the same without additional notice for the convenience of the participants or for the purpose of obtaining new or additional evidence or consultation. Upon conclusion of the presentation of oral and written evidence, the hearing shall be closed. The Hearing Committee shall thereupon, at a time convenient to itself, conduct its deliberations outside the presence of the parties. The hearing shall not be declared finally adjourned until the Hearing Committee or Hearing Officer has received the hearing transcript and any written memoranda to be submitted by the parties.

8.9 HEARING COMMITTEE OR HEARING OFFICER REPORT AND FURTHER ACTION

8.9.1 HEARING COMMITTEE OR HEARING OFFICER REPORT

Within thirty (30) days after final adjournment of the hearing, the Hearing Committee or Hearing Officer shall make a written report of its findings and

recommendations in the matter and shall forward the same, together with the hearing record and all other documentation considered by it, to the body whose adverse recommendation or action occasioned the hearing.

8.9.2 ACTION ON HEARING COMMITTEE OR HEARING OFFICER

Within fifteen (15) days after receipt of the report of the Hearing Committee or Hearing Officer, the MEC or the Board, as the case may be, shall consider the same and affirm, modify or reverse its recommendation or action in the matter, or in its discretion may refer the matter back to the Hearing Committee or Hearing Officer for further review in accordance with its instructions. It shall transmit the result, together with the hearing record, the report of the Hearing Committee or Hearing Officer and all other documentation considered, to the CEO.

8.9.3 NOTICE AND EFFECT OF RESULT

(a) NOTICE

The CEO shall promptly send a copy of the result to the Practitioner by Special Notice, to the President of the Medical Staff, to the MEC and to the Board.

(b) EFFECT OF FAVORABLE RESULT

(1) Adopted by the Board: If the Board's result pursuant to Section 8.9.2 is favorable to the Practitioner, such result shall become the final decision of the Board and the matter shall be considered finally closed.

(2) Adopted by the MEC: If the result of the MEC is favorable to the Practitioner, the CEO shall promptly forward it, together with all supporting documentation, to the Board for its action. Thereafter, the procedures set forth in the Medical Staff Bylaws and Related Manuals as applicable shall be followed.

The CEO shall promptly send the Practitioner Special Notice informing him of each action taken pursuant to this Section. Favorable action by the Board shall become the final decision of the Board, and the matter shall be considered finally closed.

8.9.4 EFFECT OF ADVERSE RESULT

If the result of the MEC or the Board is adverse to the Practitioner in any of the respects listed in Section 8.6.1 of this Article, Special Notice shall be

provided to the Practitioner informing him of his rights under this Fair Hearing Process.

8.10 INITIATION AND PREREQUISITES OF APPELLATE REVIEW

8.10.1 REQUEST FOR APPELLATE REVIEW

If the adverse action or recommendation of the MEC or Board is upheld after the hearing, a Practitioner shall have fifteen (15) days following his receipt of such adverse recommendation or action to file a written request for an appellate review. Such request shall be delivered to the CEO either in person or by certified or registered mail and may include a request for a copy of the report and record of the Hearing Committee or Hearing Officer and all other material, favorable or unfavorable, if not previously forwarded, that was considered in making the adverse action or recommendation.

8.10.2 WAIVER BY FAILURE TO REQUEST APPELLATE REVIEW

A Practitioner who fails to request an appellate review within the time and in the manner specified in Section 8.10.1 above waives any right to such review. Such waiver shall have the same force and effect as that provided in Section 8.6.5.

8.10.3 NOTICE OF TIME AND PLACE FOR APPELLATE REVIEW

Upon receipt of a timely request for appellate review, the CEO shall deliver such request to the Board. As soon as practical, the Board shall schedule and arrange for an appellate review which shall take place not less than thirty (30) days nor more than sixty (60) days from the date of receipt of the appellate review request; provided, however, that an appellate review for a Practitioner who is under a suspension then in effect shall be held as soon as the arrangements for it may reasonably be made, but not later than thirty (30) days from the date of receipt of the request for review. At least fifteen (15) days prior to the appellate review, the CEO shall send the Practitioner Special Notice of the time, place and date of the review. The time for the appellate review may be extended by the presiding officer of the appellate review body for good cause and if the request therefor is made as soon as is reasonably practical.

8.10.4 APPELLATE REVIEW BODY

The Board shall determine whether the appellate review shall be conducted by the Board as a whole or by an appellate review committee of five (5) members of the Board appointed by the Chairman. If a committee is appointed, one of its members shall be designated as chairman

8.11 APPELLATE REVIEW PROCEDURE

8.11.1 NATURE OF PROCEEDINGS

The proceedings by the review body shall be in the nature of an appellate review based upon the record of the hearing before the Hearing Committee or Hearing Officer, that Committee's or Hearing Officer's report, and all subsequent results and actions thereon. The appellate review body shall also consider the written statements submitted pursuant to Section 8.11.2 and such other material as may be presented and accepted under Sections 8.11.4 and 8.11.5.

8.11.2 WRITTEN STATEMENTS

The Practitioner seeking the review shall submit a written statement detailing the findings of fact, conclusions and procedural matters with which he disagrees, and his reasons for such disagreement. This written statement may cover any matters raised at any step in the hearing process, and legal counsel may assist in its preparation. The statement shall be submitted to the appellate review body and to the MEC or the Board, as the case may be, through the CEO at least ten (10) days prior to the scheduled date of the appellate review, unless such time limit is waived by the appellate body. A written statement in reply may be submitted by the MEC, or by the Board, whichever the case may be, and if submitted, the CEO shall provide a copy thereof to the Practitioner at least five (5) days prior to the scheduled date of the appellate review.

8.11.3 PRESIDING OFFICER

The Chairman of the appellate review body shall be the presiding officer. He shall determine the order of procedure during the review, make all required rulings, and maintain decorum.

8.11.4 ORAL STATEMENT

The appellate review body, in its sole discretion, may allow the parties or their representatives to personally appear and make oral statements in favor of their positions. Any party or representative so appearing shall be required to answer questions put to him by any member of the appellate review body.

8.11.5 CONSIDERATION OF NEW OR ADDITIONAL MATTERS

New or additional matters or evidence not raised or presented during the original hearing or in the hearing report and not otherwise reflected in the record shall be introduced at the appellate review only in the discretion of the appellate review body, following an explanation by the party requesting the consideration of such matter or evidence as to why it was not presented earlier.

8.11.6 POWERS

The appellate review body shall have all the powers granted to the Hearing Committee or Hearing Officer, and such additional powers as are reasonably appropriate to the discharge of its responsibilities.

8.11.7 PRESENCE OF MEMBERS AND VOTE

All members of the appellate review body must be present throughout the review and deliberations.

8.11.8 RECESSES AND ADJOURNMENT

The appellate review body may recess the review proceedings and reconvene the same without additional notice for the convenience of the participants or for the purpose of obtaining new or additional evidence or consultation. Upon the conclusion of oral statements, if allowed, the appellate review shall be closed. The appellate review body shall thereupon, at a time convenient to itself, conduct its deliberations outside the presence of the parties. Upon the conclusion of those deliberations, the appellate review shall be declared finally adjourned.

8.11.9 ACTION TAKEN

The appellate review body may recommend that the Board affirm, modify or reverse the adverse result or action taken by the MEC, or by the Board pursuant to Section 8.9.2 or 8.9.3, or, in its discretion, may refer the matter back to the Hearing Committee or Hearing Officer for further review and recommendation to be returned to it within thirty (30) days and in accordance with its instructions. Within fifteen (15) days after receipt of such recommendations after referral, or within fifteen (15) days after adjournment of the appellate review, the appellate review body shall make its recommendation to the Board as provided in this Section.

8.11.10 CONCLUSION

The appellate review shall not be deemed to be concluded until all the procedural steps provided herein have been completed or waived.

8.12 FINAL DECISION OF THE BOARD

8.12.1 BOARD ACTION

Within thirty (30) days after receipt of the recommendations of the appellate review body, the Board shall render its final decision in the matter in writing and the CEO shall send notice thereof to the Practitioner by Special Notice, to the President of the Medical Staff, and to the MEC. If this decision is in accord with the last recommendation of the MEC or the Board, if any, it shall be immediately effective and final. If the Board's action has the effect of changing the last recommendation of the MEC or the Board, if any, the Board shall refer the matter to a Joint Conference

Committee as provided in Section 8.12.2 below. The Board's action on the matter following receipt of the Joint Conference Committee recommendation shall be immediately effective and final.

8.12.2 JOINT CONFERENCE COMMITTEE REVIEW

Within ten (10) days of its receipt of a matter referred to it by the Board pursuant to the provisions in this Article, a Joint Conference Committee of equal numbers of Medical Staff and Board members shall convene to consider the matter and shall submit its recommendation to the Board. The Joint Conference Committee shall be composed of a total of eight (8) members selected in the following manner: the Chairman of the Professional Affairs Committee of the Board, who shall be Chairman of the Joint Conference; three (3) members of the Board appointed by the Chairman; the President of the Medical Staff; and three (3) Medical Staff Appointees appointed by the President of the Medical Staff. The CEO shall be an ex officio member of the Joint Conference Committee, without vote.

8.13 GENERAL PROVISIONS

8.13.1 NUMBER OF HEARINGS AND REVIEWS

Notwithstanding any other provision of the Medical Staff Bylaws, no Practitioner shall be entitled as a right to more than one evidentiary hearing and one appellate review with respect to any adverse recommendation or action on any specific matter. Once an evidentiary hearing has taken place on a given matter, any further review on such matter shall be an appellate review.

8.13.2 RELEASE

By requesting a hearing or appellate review under the Medical Staff Bylaws, a Practitioner agrees to be bound by the provisions of the Medical Staff Bylaws relating to immunity from liability in all matters relating thereto.

8.13.3 WAIVER

If at any time after receipt of Special Notice of an adverse recommendation, action or result, a Practitioner fails to make a required request or appearance or otherwise fails to comply with the Medical Staff Bylaws or to proceed with the matter, he/she shall be deemed to have consented to such adverse recommendation, action or result and to have voluntarily waived all rights to which he/she might otherwise have been entitled under these Medical Staff Bylaws then in effect with respect to the matter involved.

Adopted by the Medical Staff on 12/20/95
Approved by the Board of Trustees on 1/25/96
Revisions and re-numbering to Article 8 adopted by Medical Staff 9/30/99
Approved by the Board of Trustees on 10/28/99

Adoption of Fair Hearing Plan Manual into Article 8, Medical Staff Bylaws
Adopted by Medical Staff (date) and Board of Directors (date)

ARTICLE IX STAFF DEPARTMENTS

9.1. ORGANIZATION OF DEPARTMENTS

Each department shall be organized as a separate part of the Medical Staff and shall have a chair who is selected and has the authority, duties, and responsibilities as specified in Article XII.

9.2. DESIGNATIONS

9.2.-1 CURRENT DEPARTMENTS

The current departments are:

(a) Department of Medicine,

(b) Department of Surgery.

9.2.-2 CRITERIA TO QUALIFY AS A SPECIALTY SECTION

The following criteria shall apply in making Section designations:

(a) The area of practice is an established, professionally recognized, discrete specialty/subspecialty field within the general field of the Department and is a significant area of practice at the Hospital ("Significant" means that specialists in that area devote a substantial portion of their time to that specialty and the numbers and/or activity level in that area are such to require designation of a head specifically responsible for coordination of services, quality control, and day-to-day problem resolution.); and

(b) there are at least two (2) Active Staff members currently engaged in that area of practice at this Hospital; and

(c) the level of clinical activity is substantial enough to warrant imposing the responsibility to accomplish the functions assigned to sections; and

(d) the Practitioners to be assigned to the section agree to and, in fact, carry out the meeting, review, and other activities required of sections at this Hospital.

Further information about the specialty sections may be found in the Organizational Manual.

9.2.-3 FUTURE DEPARTMENTS AND SECTIONS

The Medical Executive Committee may, with the approval of the Board, create, eliminate, subdivide, further subdivide or combine departments and/or sections.

9.3. ASSIGNMENT TO DEPARTMENTS

Each Appointee to the Medical Staff and each AHP shall be appointed to one department and section, but may be granted Clinical Privileges or specified services in one or more of the other departments and/or sections. The exercise of Clinical Privileges or the performance of specified services within either department shall be subject to the rules and regulations of that department and the authority of the department chair.

9.4. FUNCTIONS OF DEPARTMENTS

The primary responsibility delegated to each department is to implement and conduct specific review and evaluation activities that contribute to the preservation and improvement of the quality and efficiency of patient care provided in the department.

To carry out this responsibility, each department shall:

(a) review on a quarterly basis all clinical work performed under its jurisdiction to assist with evaluation of clinical competency and privileging whether or not any particular Practitioner whose work is subject to such review is a member of that department. Non-members of a particular department in which care is provided by the non-member, shall have clinical care competency assessments conducted in collaboration with the non-member's assigned department chair.

(b) have in place mechanisms to:

(1) involve the members of the department in monitoring and evaluating activities, including the identification of important aspects of care provided by the department, the identification of indicators to be used to monitor the quality of care, and the evaluation of care provided;

(2) periodically review care to draw conclusions, formulate suggestions, and initiate actions; and

(3) communicate to appropriate members of the department the findings, conclusions, suggestions, and actions taken;

(c) establish guidelines for the granting of Clinical Privileges and the performance of specified services within the department and

submit the evaluations required under these Bylaws and Related Manuals regarding the specific Privileges each Medical Staff Appointee or Applicant may exercise and the specified services each AHP may provide.

(d) conduct or participate in, and make suggestions regarding the need for, continuing education programs pertinent to changes in the state-of-the-art and to findings of review, evaluation and monitoring activities.

(e) monitor, on a continuing and concurrent basis, adherence to: (1) Medical Staff and Hospital policies and procedures; (2) requirements for alternate coverage and for consultations; (3) sound principles of clinical practice; (4) other regulations designed to promote patient safety.

(f) coordinate the patient care provided by the department's members with nursing and ancillary patient care services and with administrative support services.

(g) submit written reports to the MEC on a regularly scheduled basis concerning: (1) findings of the department's review, evaluation and monitoring activities, actions taken thereon, and the results of such action; (2) recommendations for maintaining and improving the quality of care provided in the department and the Hospital; and (3) such other matters as may be requested from time to time by the MEC.

(h) meet quarterly for the purpose of receiving, reviewing and considering findings of the department as a result of the department's quality assessment and improvement activities that are consistent with Joint Commission recommendations and for the purpose of performing or receiving reports on other department and Medical Staff functions.

(i) establish such committees or other mechanisms as are necessary and desirable to properly perform the functions assigned to it.

9.4-1 FUNCTIONS OF SECTIONS

A section that is a defined subunit of a department shall perform the same type of clinical, administrative, quality review/risk management/utilization management, and collegial/education functions specified above for departments as are specifically assigned by the department chair or Medical Executive Committee.

(a) The section functions at the direction of the department chair and makes recommendations upon which the department takes action.

(b) The section meets as necessary.

(c) A majority of a section's members may request a department meeting.

9.5. OFFICERS

The officer positions in the departments and sections are:

(a) Department Chair,

(b) Vice Chair, and

(c) Section Head.

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Revision to Section 9.4(a) adopted by Medical Staff on 9/26/02
Revision to Section 9.4(a) approved by the Board of Trustees on 9/26/02

ARTICLE X. MEDICAL STAFF LEADERSHIP

10.1. GENERAL OFFICERS OF THE STAFF

10.1.-1 IDENTIFICATION

The general officers of the Medical Staff, to be elected by the Active Medical Staff, shall be:

(a) President

(b) Vice President

10.1.-2 OTHER OFFICIALS OF THE STAFF

Other officials of the Medical Staff include the following: Credentials Committee Chair, to be appointed by the President; the Chairs of the Department of Medicine and the Department of Surgery, to be elected by their respective departments, and such other officials as may be selected pursuant to these Bylaws. To the extent that any such official performs any clinical function, he must become and remain an Appointee to the Medical Staff. In all events, he is subject to the Hospital and Medical Staff Governing Documents and Related Manuals.

10.1.-3 QUALIFICATIONS

General officers must be appointed to the Active Medical Staff at the time of nomination and election and must remain Active Medical Staff Appointees in good standing during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved. All positions shall have job descriptions with strict criteria and shall be evaluated yearly. The officers will be compensated as determined by the Medical Executive Committee and approved by the Board.

10.1-4 NOMINATIONS

(a) By Nominating Committee: The Medical Staff nominating committee shall convene not less than sixty (60) days before the election meeting and shall, not less than thirty (30) days before such meeting, submit to the Medical Staff Coordinator one or more qualified nominees for each office. The names of such nominees shall be reported to the Staff at the Medical Staff meeting and by mail at least twenty-five (25) days prior to the election meeting.

(b) By Petition: Nominations may also be made by petition signed by at least ten percent (10%) of the Appointees to the Active Medical Staff and filed with the Medical Staff Coordinator at least fifteen (15) days prior to the triennial election meeting. The names of

these additional nominees shall be reported to the Medical Staff at least ten (10) days prior to the election meeting.

(c) By Other Means: If, before the election, all of the individuals nominated for an office pursuant to these shall refuse, be disqualified from, or otherwise be unable to accept nomination, then the nominating committee shall submit one or more substitute nominees at the election meeting, and nominations shall be accepted from the floor.

10.1.-5 ELECTION

Officers subject to election shall be elected at the November meeting of the Medical Staff. Changes of office will be rotated so that all positions will not change at the same time. Only Medical Staff Appointees accorded the Prerogative to vote for general Medical Staff officers under these Bylaws and Related Manuals shall be eligible to vote. Voting shall be by secret written ballot, and voting by proxy shall not be permitted. A nominee shall be elected upon receiving a majority of the valid votes cast and subject to approval by the Board. If no candidate for the office receives a majority vote on the first ballot, a runoff election shall be held promptly between the two candidates receiving the highest number of votes.

10.1.-7 TERM OF ELECTED OFFICE

Each officer shall serve a three (3) year term, commencing on the first day of the Medical Staff Year following his election. Each officer shall serve until the end of his term and until a successor is elected and approved by the Board, unless he shall sooner resign or be removed from office. Each officer may serve a maximum of two (2) consecutive terms (six years).

10.1.-8 REMOVAL OF ELECTED OFFICERS

An officer of the Medical Staff may be removed by a majority vote of the Board, or a two-thirds (2/3) vote by secret ballot of the Active Medical Staff Appointees in good standing attending and voting at a special meeting called for that purpose provided such vote is ratified by the MEC and the Board.

A petition signed by ten percent (10%) of the members of the Active Medical Staff shall suffice as a request for a removal and for a new election.

The officer subject to the removal action shall be given ten (10) days prior written notice of the meeting of the Medical Staff or Board, as applicable, and shall be given an opportunity to speak on his or her own behalf at said meeting prior to a vote being taken.

(a) Grounds
Permissible grounds for removal of an elected Medical Staff Officer include, but are not limited to:

(1) Failure to perform the duties of the position held in a timely and appropriate manner.
(2) Failure to continuously satisfy the qualifications for the position.
(3) Having an automatic or summary suspension imposed by Article XI of these Bylaws or any other corrective action undertaken against the officer pursuant to Article XI of these Bylaws, which results in a final decision other than to take no action.
(4) Conduct or statements inimical or damaging to the best interests of the Medical Staff or the Hospital or to their goals, programs, or public image.
(5) Physical or mental infirmity that renders the Officer incapable of fulfilling the duties of his position.

10.1.-9 VACANCIES IN ELECTED OFFICE

Vacancies in offices, other than those of Immediate Past President, President and Vice President, shall be filled by the Medical Executive Committee. If there is a vacancy in the office of President, the Vice President shall serve out the remaining term. A vacancy in the office of the Vice President shall be filled by a special election conducted as soon after the vacancy occurs as is reasonably possible, following the general mechanism outlined in these Bylaws and Related Manuals.

10.2. DUTIES OF GENERAL OFFICERS

10.2.-1 PRESIDENT

(a) As the principal elected official of the Medical Staff, the President shall:

(1) aid in coordinating the activities and concerns of Hospital administration and of the nursing and other patient care services with those of the Medical Staff.

(2) report the views, needs, the opinions, policies, concerns, and grievances of the Medical Staff to the Board, the President of the Hospital, and other officials of the Medical Staff.

(3) act in coordination and cooperation with the President/ Chief Executive Officer (CEO) in all matters of mutual concern within the Hospital.

(4) enforce the Medical Staff Governing Documents and applicable Hospital policies and procedures, implement sanctions when these are indicated, and oversee the Medical Staff's compliance with appropriate procedures as set forth in these Bylaws in all instances where corrective action has been requested against a Practitioner.

(5) call, preside at, and oversee preparation of the agenda for all general meetings of the Medical Staff.

(6) serve as Chair of the Medical Executive Committee, as an Ex Officio member of the Joint Conference Committee , and as an Ex Officio member without vote of all other Medical Staff committees.

(7) serve as an Ex Officio member without vote of the Board of Directors.

(b) The President shall also serve as the chief elected officer of the Medical Staff and shall:

(1) communicate Hospital policies to the Medical Staff and report to the Board of Directors regarding the Medical Staff's delegated responsibility for the performance and maintenance of quality medical care.

(2) be accountable to the Board, in conjunction with the Medical Executive Committee, for quality assessment and improvement activities consistent with Joint Commission and regulatory recommendations, including efficiency of clinical services and performance within the Hospital and for the effectiveness of such quality assessment and improvement activities delegated to the Medical Staff by means of regular reports and suggestions based on the results of these activities.

(3) develop, implement, supervise and evaluate, in cooperation with the department chairs and section heads, methods for retrospective quality assessment and improvement activities consistent with Joint Commission and regulatory recommendations, continuing monitoring of practice, credentials review, delineation of Privileges and specified services, continuing education and training for Medical Staff members and utilization review.

(4) appoint members and chairs to all standing and ad hoc medical staff committees, with the exception of the Medical Executive Committee.

(5) serve as an Ex Officio member without vote for all other Medical Staff committees.

(6) be the spokesperson for the Medical Staff in its professional and public relations.

10.2.-2 VICE PRESIDENT

The Vice President shall be responsible for the Bylaws review and revision function. He shall be a member of the Medical Executive Committee. In the absence, temporary or permanent, of the President, he shall assume all the duties and have the authority of the President of the Medical Staff. He shall perform such additional duties as may be assigned to him by the President of the Medical Staff, the Medical Executive Committee, or the Board. The Vice President shall serve as an ex-officio member without vote of the Board of Directors. In addition, the Vice President shall

(a) give proper notice of all Medical Staff meetings on order of the appropriate authority.

(b) prepare accurate and complete minutes for all meetings.

(c) supervise the collection and accounting for any funds that may be collected in the form of Medical Staff dues, assessments, or application fees; and

(d) perform such other duties as ordinarily pertain to his office.

10.3. OTHER OFFICIALS OF THE STAFF

10.3.-1 DEPARTMENT CHAIR

(a) Qualifications: Each department chair shall be appointed to the Active Medical Staff and shall be certified by an appropriate specialty board or affirmatively establish, through the Clinical Privilege delineation process, that he possesses comparable competence.

(b) Selection and Appointment: The members of each department shall elect a chair and a vice chair. The vice chair shall serve at the direction of the department chair with the responsibility of carrying out the specific department chair's duties in the absence of the department chair. Each section shall elect a section head.

(c) Term of Office: Each department shall determine when the election of the department chair and vice chair shall take place and specify when the election will take place in the departmental rules and regulations. The department chair shall serve for a mandatory term of three (3) years, commencing on the first day of the year following his election. He shall serve until his successor is elected and approved by the Board, unless he shall sooner resign or be removed from office. Each section head shall serve for a term to be determined by the chair of the department.

(d) Removal from Office: Removal of a department chair from office may be initiated by any of the following: By the Board, after consultation with a Joint Conference Review Committee, or upon recommendation of the Medical Executive Committee or by a two-thirds (2/3) majority vote of the department members eligible to vote on departmental matters.

(e) Duties/Responsibilities: Each chair shall:

(1) be responsible for all clinically and administratively-related activities of the Department, unless otherwise provided for by the Hospital, and report on such activities as requested by the Chief Executive Officer, Medical Staff President, the MEC, or the Board of Directors;

(2) Survey, on a continuous basis, the professional performance of all individuals in the Department who have delineated Privileges, including but not limited to monitoring adherence to Medical Staff, Hospital, and Department policies and procedures for: obtaining consultation, alternate coverage, unexpected patient care management events, patient safety, and adherence to sound principles of clinical practice;

(3) recommend to the Medical Staff the criteria for Privileges that are relevant to the care provided in the Department;

(4) recommend Privileges for each member of the Department;

(5) assess and recommend to the relevant Hospital authority off site sources for needed patient care, treatment and services not provided by the Department or the Hospital;

(6) integrate the Department into the primary functions of the Hospital;

(7) coordinate and integrate inter-department and intra-department services;

(8) develop, as necessary, and implement policies and procedures that guide and support the provision of care, treatment and services in the Department;

(9) make recommendations for a sufficient number of qualified and competent persons to provide care, treatment and services in the Department;

(10) determine the qualifications and competence of Department or service personnel who are not Practitioners and who provide patient care, treatment and services in the Department;

(11) continually assess and improve the quality of care, treatment and services provided in the Department;

(12) maintain quality control programs, as appropriate, in the Department;

(13) provide for orientation and continuing education of all persons in the Department or service;

(14) make recommendations for space and other resources needed by the Department or service; and

(15) perform such other duties commensurate with his/her office as may from time to time be reasonably requested of him/her by the President of the Medical Staff, the Medical Executive Committee or the Board.

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Revisions to Sections 10.1.8 and 10.3.1(e)(1 & 2) adopted by the Medical Staff 9/26/02
Revisions to Sections 10.1.8 and 10.3.1(3)(1 & 2) approved by the Board of Trustees 9/26/02
Revisions to Sections 10.1.-8 and 10.3.-1(e)(1-4, 9, 13) adopted by Medical Staff: 9/2/05
Revisions approved by Board of Directors: 9/21/05
Revisions to Sections 10.1, 10.2, 10.3 adopted by Medical Staff (date) and approved by Board of Directors (date)

ARTICLE XI. COMMITTEES AND FUNCTIONS

11.1. DESIGNATION AND SUBSTITUTION

There shall be a Medical Executive Committee and such other standing and special committees of the Medical Staff responsible to the MEC as may from time to time be necessary and desirable to perform the Medical Staff functions listed in these Bylaws. The MEC may, by resolution, establish a Medical Staff committee to perform one or more of the required Medical Staff functions.

Whenever these Bylaws or Related Manuals require that a function be performed by, or that a report or suggestion be submitted to:

(a) A named Medical Staff committee but no such committee shall exist, the MEC shall perform such function or receive such report or suggestion or shall assign the functions of such committee to a new or existing committee of the Medical Staff or to the Medical Staff as a whole.

(b) The MEC, but a standing or special committee has been formed to perform the function, the committee so formed shall act in accordance with the authority delegated to it.

11.2. MEDICAL EXECUTIVE COMMITTEE

11.2.-1 COMPOSITION

The MEC shall be a standing committee of the Medical Staff and consist of the President of the Medical Staff, Vice President of the Medical Staff, Immediate Past President of the Medical Staff, the Chair of the Credentials Committee, the Chair of the Quality Improvement Council, the Chair of the Total Case Management Committee, the Chair of the Department of Medicine, the Chair of the Department of Surgery, and Section Heads from each department. The department representatives shall be elected by the members of their respective departments. The CEO or his designee shall be an Ex Officio member, without vote. The majority of the members of the MEC shall be fully licensed Physicians appointed to the Medical Staff actively practicing in the Hospital. No Medical Staff member actively practicing in the Hospital is ineligible for membership on the MEC solely because of professional discipline or specialty.

11.2.-2 DUTIES

The duties of the MEC shall be:

(a) to receive and act upon reports and suggestions from the departments, sections, committees and officers of the Medical Staff concerning quality assessment and improvement activities

consistent with Joint Commission and regulatory recommendations and the discharge of their delegated administrative responsibilities and recommend to the Board specific programs and systems to implement these functions, including those items listed in these Bylaws and Related Manuals.

(b) to coordinate the activities of and policies adopted by the Medical Staff, departments, sections, and committees.

(c) to recommend to the Board all matters relating to appointments, reappointments, Medical Staff category, department and section assignments, Clinical Privileges and corrective action.

(d) to account to the Board and to the Medical Staff for the overall quality and efficiency of patient care in the Hospital.

(e) to take reasonable steps to ensure professionally ethical conduct and competent clinical performance on the part of Medical Staff Appointees, including initiating investigations and initiating and pursuing corrective action, when warranted.

(f) to make recommendations on Medico-Administrative and Hospital management matters. Matters referred to the MEC that may be of an administrative nature, may be referred by the MEC to the Board for action.

(g) to inform the Medical Staff of the accreditation program and the accreditation status of the Hospital.

(h) to participate in identifying community health needs and in setting Hospital goals and implementing programs to meet those needs.

(i) to represent and act on behalf of the Medical Staff, subject to such limitations as may be imposed by these Bylaws; and

(j) to recommend to the Board the mechanism for fair-hearing procedures.

(k) to act for the Medical Staff between meetings of the Medical Staff.

11.2.-3 MEETINGS

The Medical Executive Committee shall meet at least once a month and maintain a permanent record of its proceedings and actions.

11.3 PEER REVIEW COMMITTEES

The Medical Staff as a whole and each committee provided for by these Bylaws is hereby designated as a peer review committee as that term is defined by Ohio Revised Code 2305.25 and 2305.251. The Medical Staff, through its committees, shall be responsible for evaluating, maintaining, and/or monitoring the quality and utilization of the Hospital's health care services.

In carrying out his/her duties under these Bylaws, whether as a committee member, Department Chair, Medical Staff officer, or otherwise, each Medical Staff Appointee shall be acting in his/her capacity as a peer review committee member and designated agent of the Medical Staff.

Such peer review committees and its designated agents may, from time to time and/or as specifically provided herein, appoint Hospital administrative personnel as their agent in carrying out such peer review duties.

11.4 PARTICIPATION AND INTERDISCIPLINARY HOSPITAL COMMITTEES

Standing committees and the various committee functions are set forth in the Organizational Manual.

Medical Staff functions and responsibilities relating to liaison with the Board and Hospital administration, Hospital accreditation, disaster planning, facility and services planning and financial management, shall be discharged by the appointment of Medical Staff Appointees to such Hospital committees as are established to perform those functions. Appointment of Medical Staff Appointees to any Hospital committees shall be made and such committees shall operate in accordance with the Hospital corporate regulations and the written policies of the Hospital and the Medical Staff.

11. 5. COMMITTEES OF THE STAFF

11.5.-1 COMPOSITION AND APPOINTMENT

A Medical Staff committee established to perform one or more of the Staff functions required by these Bylaws and Related Manuals shall, unless otherwise specifically provided, be comprised of Appointees to the Active Medical Staff category and may include, when appropriate as determined by the President of the Medical Staff, AHPs and representation from Hospital administration, nursing service, medical records service, pharmaceutical service, social service, and such other Hospital departments and sections as are appropriate to the function(s) to be discharged. Unless otherwise specifically provided, the Medical Staff Appointees shall be appointed by the President of the Medical Staff, and the administrative Staff members shall be appointed by the CEO. The President of the Medical Staff shall select the chair and vice chair of each committee when the same is not provided for in these Bylaws and Related Manuals. The President of the Medical Staff and the CEO, or their respective designees, shall serve as Ex Officio members without vote of all committees, unless otherwise expressly provided. The vice

chair shall serve at the direction of the committee chair with the responsibility of carrying out the specific committee chair's duties in the absence of the committee chair.

11.5.-2 TERM AND PRIOR REMOVAL

Unless otherwise specifically provided, a Medical Staff committee member (other than one serving Ex Officio) shall continue as such until his successor is elected or appointed, unless he shall sooner resign or be removed from the committee. A Medical Staff committee member, other than one serving Ex Officio, may be removed by a majority vote of the MEC. An administrative Staff committee member shall serve until his successor is elected or appointed, unless he shall sooner resign or be removed from the committee. An administrative Staff committee member may be removed by action of the CEO.

11.5.-3 VACANCIES

Unless otherwise specifically provided, vacancies on any Medical Staff committee shall be filled in the same manner in which original appointment to such committee is made.

11.5.-4 MEETINGS

A Medical Staff committee established to perform one or more of the Medical Staff functions required by these Bylaws and Related Manuals shall meet as often as is necessary to discharge its assigned duties.

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Addition of Section 11.2.-2(k) adopted by Medical Staff: 9/2/05
Approved by Board of Directors: 9/21/05

ARTICLE XII. MEETINGS

12.1. GENERAL STAFF MEETINGS

12.1.-1 REGULAR MEETINGS

Regular Medical Staff meetings shall be held at least annually. The November meeting shall be the annual meeting. The Medical Executive Committee may authorize the holding of additional general Staff meetings by resolution. The resolution authorizing any such additional meeting shall require notice specifying the place, date and time for the meeting, and that the meeting can transact any business as may come before it.

12.1.-2 ORDER OF BUSINESS AND AGENDA

The order of business at a regular meeting shall be determined by the President of the Medical Staff. The agenda shall include at least:

(a) Acceptance of the minutes of the last regular and of all special meetings held since the last regular meeting.

(b) Administrative reports from the CEO, the President of the Medical Staff and committees, when appropriate.

(c) The election of officers and of representatives to Medical Staff and Hospital committees, when required by the Medical Staff Bylaws and Related Manuals.

(d) Reports by responsible officers, committees and departments on the overall results of department specific and Hospital wide quality assessment, improvement and professional performance activities of the Medical Staff and others with Clinical Privileges or who provide direct patient care consistent with Joint Commission and regulatory recommendations and on the fulfillment of the other required Medical Staff functions.

(e) Recommendations for improving patient care within the Hospital.

(f) New business.

12.1.-3 SPECIAL MEETINGS

Special meetings of the Medical Staff may be called at any time by the Board, the President of the Medical Staff, the Medical Executive Committee or by request of not less than ten percent (10%) of the members of the Active Medical Staff and shall be held at the time and place designated in the meeting notice. No business shall be transacted at any special meeting except that stated in the meeting notice.

12.2. COMMITTEE AND DEPARTMENT MEETINGS

12.2.-1 REGULAR MEETINGS

Committees, sections, and departments may, by resolution, provide the time for holding regular meetings and no notice other than such resolution shall then be required. The frequency of such meetings shall be as required by the Bylaws.

12.2.-2 SPECIAL MEETINGS

A special meeting of any committee, section, or department may be called by, or at the request of, the chair thereof, the Board, the President of the Medical Staff or by one-third (1/3) of the group's current members. No business shall be transacted at any special meeting except that stated in the meeting notice.

12.3. NOTICE OF MEETINGS

Written or printed notice stating the place, day and hour of any general Medical Staff meeting, of any special meeting, or of any regular committee, section, or department meeting not held pursuant to resolution shall be delivered either personally or by mail to each person entitled to be present thereat not less than five (5) days nor more than ten (10) days before the date of such meeting. Notice of department, section, or committee meetings may be given orally. If mailed, the notice of the meeting shall be deemed delivered seventy-two (72) hours after deposited, postage prepaid, in the United States mail addressed to each person entitled to such notice at his address as it appears on the records of the Hospital. Personal attendance at a meeting shall constitute a waiver of notice of such meeting.

12.4. QUORUM

12.4.-1 GENERAL STAFF MEETINGS

The presence of fifty-one percent (51%) of the voting Appointees of the Active Medical Staff at any regular or special meeting shall constitute a quorum for the purposes of amendment to the Medical Staff Bylaws.

12.4.-2 BY MAIL

Mail ballots must be sent to all eligible Active Medical Staff, and at a minimum, fifty-one percent (51%) of the ballots of the eligible Appointees of the Active Medical Staff must be obtained to constitute a quorum for the purposes of amendment to the Medical Staff Bylaws.

12.4.-3 EMERGENT SITUATIONS

In emergent situations or where time is of the essence, the vote for amendment to the Medical Staff Bylaws may be obtained by facsimile, electronic mail, or telephone, but all Appointees of the Active Medical Staff must be contacted and at a minimum fifty-one percent (51%) of the votes of the eligible Appointees of the Medical Staff must be obtained to constitute a quorum. In such emergent situations or where time is of the essence, the individual obtaining the votes must document the votes in the form of minutes.

Appointees present shall constitute a quorum for the transaction of all other business.

12.4.-4 DEPARTMENT, SECTION, AND COMMITTEE MEETINGS

The voting members of a department, section, or committee who are present, but not less than two (2) members, shall constitute a quorum at any meeting of such department, section, or committee.

12.5. MANNER OF ACTION

Except as otherwise specified, the action of a majority of the Medical Staff Appointees voting once a quorum has been obtained shall be the action of the group. Action may be taken without a meeting by the general Medical Staff, a department, section, or committee by a writing setting forth the action so taken signed by each member entitled to vote thereat. The individual obtaining the votes must document the votes in the form of minutes.

12.6. MINUTES

Minutes of all meetings shall be prepared by the secretary of the meeting and shall include a record of attendance and the vote taken on each matter. Copies of such minutes shall be signed by the presiding officer, approved by the attendees, forwarded to the Medical Executive Committee and made available to the Medical Staff. A permanent file of the minutes of each meeting shall be maintained.

12.7. ATTENDANCE REQUIREMENTS

Appointees of the Medical Staff are encouraged, but not required, to attend general Medical Staff Meetings.

12.7.-1 SPECIAL APPEARANCE

A Practitioner whose patient's clinical course of treatment is scheduled for discussion at a regular department or committee meeting shall be so notified and shall be expected to attend such meeting. Special Notice shall be given at least seven (7) days prior to the meeting and shall include the time and place of the meeting, a statement of the issue involved and that the Practitioner's appearance is mandatory. Failure of a Practitioner to appear at any meeting with

respect to which he was given such Special Notice shall, unless excused by the Medical Executive Committee upon a showing of good cause, result in an automatic suspension of all or such portion of the Practitioner's Clinical Privileges as the MEC may direct. Such suspension shall remain in effect until the matter is resolved by subsequent action of the MEC or of the Board or through corrective action, if necessary. Such suspension shall not give rise to those hearing rights set forth in Article 8 of the Medical Staff Bylaws.

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Revisions approved by the Board of Trustees on 10/28/99
Revision to Section 12.1.2(d) adopted by the Medical Staff on 9/26/02
Revision to Section 12.1.2(d) approved by the Board of Trustees on 9/26/02

ARTICLE XIII. CONFIDENTIALITY, IMMUNITY AND RELEASES

13.1 SPECIAL DEFINITIONS

For the purposes of this Article, the following definitions shall apply:

(a) INFORMATION means record of proceedings, minutes,interviews, records, reports,forms, memoranda, statements, investigations, examinations, hearings, meetings, recommendations,findings, evaluations, opinions, conclusions, actions, data and other disclosures or communications, whether in written or oral form relating to any of the subject matter specified in these Bylaws.

(b) MALICE means the dissemination of a knowing falsehood or of information with a reckless disregard for whether or not it is true or false.

(c) PRACTITIONER means a Medical Staff Appointee or Applicant or an AHP.

(d) REPRESENTATIVE means the Hospital Board and any director or committee thereof; the Hospital CEO or his/her designee,and other Hospital employees; the Medical Staff organization and any Appointee, officer, department, section, or committee thereof and any individual authorized by any of the foregoing to perform specific information gathering, analysis, use or disseminating functions.

(e) THIRD PARTIES means both any individuals or organizations providing information to any Representative.

13.2. AUTHORIZATIONS AND CONDITIONS

By submitting an application for Medical Staff appointment or reappointment, or by applying for, or exercising, Clinical Privileges or providing specified patient care services at the Hospital, a Practitioner:

(a) Authorizes Representatives of the Hospital and the Medical Staff to solicit, provide and act upon information bearing on his/her professional ability and qualifications.

(b) Agrees to be bound by the provisions of this Article and to waive all legal claims against any Representative who acts in accordance with the provisions of this Article.

(c) Acknowledges that the provisions of this Article are express conditions to his/her application for, or acceptance of, Medical Staff appointment and the continuation of such appointment, or to

his/her exercise of Clinical Privileges or provision of specified patient services at this Hospital.

(d) Agrees to exhaust all administrative remedies available under these Bylaws and Related Manuals prior to proceeding to court.

13.3. CONFIDENTIALITY OF INFORMATION

Information with respect to any Practitioner submitted, collected or prepared by any Representative of this or any other health care facility or organization or Medical Staff for the purpose of evaluating, monitoring or improving the quality, appropriateness and efficiency of patient care; evaluating the qualifications, competence, and performance of a Practitioner or acting upon matters relating to corrective action; reducing morbidity and mortality, contributing to teaching or clinical research; determining that health care services are professionally indicated and performed in compliance with applicable standards of care; or, establishing and enforcing guidelines to help keep health care costs within reasonable bounds shall, to the fullest extent permitted by law, be confidential. Such information shall not be disclosed or disseminated to anyone other than a Representative or other health care facility or organization of health professionals engaged in an official, authorized activity for which information is needed, nor be used in any way except as provided herein in the Bylaws or as otherwise required by law. Such confidentiality shall also extend to information of like kind that may be provided to third parties. This information shall not become part of any particular patient's record.. It is expressly acknowledged by each Practitioner that violation of the confidentiality provisions provided herein is grounds for immediate and permanent revocation of Medical Staff appointment and/or clinical privileges.

13.4. IMMUNITY FROM LIABILITY

Submission of an application for Medical Staff appointment and/or for the exercise of Privileges or the provision of patient care services in the Hospital constitutes a Practitioner's express release of liability of the following:

13.4.-1 FOR ACTION TAKEN

No Representative of the Hospital or Medical Staff shall be liable to a Practitioner for damages or other relief for any decision, opinion, action, statement or recommendation made within the scope of his/her duties as a Representative, if such Representative acts in good faith and without malice after a reasonable effort under the circumstances to ascertain the facts and in the reasonable belief that the decision, opinion, action, statement or recommendation is warranted by such facts. Such Representative does not act on the basis of false information knowing such information to be false.

13.4.-2 FOR PROVIDING INFORMATION

No Representative of the Hospital or Medical Staff and no third party shall be liable to a Practitioner for damages or other relief by reason of gathering or providing information, including otherwise Privileged or confidential information, for purposes of completing or updating an application for appointment or reappointment to the Medical Staff and/or Privileges,

provided that such Representative does not act on the basis of false information knowing it to be false.

13.5. ACTIVITIES AND INFORMATION COVERED

13.5.-1 ACTIVITIES

The confidentiality and immunity provided by this Article shall apply to all acts, communications, proceedings, interviews, reports, records, minutes, forms, memoranda, statements, recommendations, findings, evaluations, opinions, conclusions, or disclosures performed or made in connection with this or any other health care facility's or organization's activities concerning, but not limited to:

(a) Applications for appointment, Clinical Privileges or specified services.

(b) Applications for reappointment, addition or renewal of Clinical Privileges or specified services.

(c) Corrective action.

(d) Hearings and appellate reviews.

(e) Performance improvement/quality assessment activities.

(f) Utilization review/management activities.

(g) Claims reviews.

(h) Risk management activities.

(i) Profiles and profile analysis.

(j) Any other Hospital, department, committee or Medical Staff activities related to monitoring and maintaining quality and efficient patient care and appropriate professional conduct.

13.6. RELEASES

Each Practitioner shall, upon request of the Hospital, execute general and specific releases in accordance with this Article, subject to such requirements, including those of good faith, absence of malice and the exercise of a reasonable effort to ascertain truthfulness, as may be applicable under the laws of this State and federal law. Such releases will operate in addition to the provisions of this Article. Execution of such releases shall not be a prerequisite to the effectiveness of this Article. Failure to execute such releases in connection with a corrective action shall be grounds for suspension of appointment and Privileges and such failure shall be construed as a failure to participate in the peer review process.

13.7. CUMULATIVE EFFECT

Provisions in these Medical Staff Bylaws and Related Manuals and in the application or other Hospital or medical staff forms relating to authorizations, confidentiality of information and immunity from liability are in addition to, and not in limitation of, other protections provided by applicable law. A finding by a court of law or administrative agency with proper jurisdiction that all or any portion of any such provision is not enforceable shall not affect the legality or enforceability of the remainder of such provision or any other provision.

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Approved by Board of Directors: 9/21/05

ARTICLE XIV. GENERAL PROVISIONS

14.1. MEDICAL STAFF RULES AND REGULATIONS, POLICIES AND RELATED MANUALS

Subject to approval by the Board, the MEC shall adopt such rules and regulations, policies, and Related Manuals as may be necessary to implement more specifically the general principles found in the Bylaws. These shall relate to the proper conduct of Medical Staff organizational activities as well as embody the level of practice that is to be required of each Practitioner or AHP in the Hospital. Such rules and regulations, policies, and Related Manuals shall serve to clarify, expand upon, and provide procedural guidance related to these Bylaws.

Any Practitioner may raise a challenge to any Medical Staff rule, regulation, or policy, or Related Manual by presenting a petition to that effect signed by ten percent (10%) of the Active Medical Staff members. Such a challenge will result in either a clarification of the rule, regulation, policy, or Related Manual in question or the scheduling of a meeting with the petitioners to discuss a change in the rule, regulation, policy, or Related Manual. Such a challenge may include a department rule, regulation, or policy when such a dispute is not resolved at the department level.

14.2. DEPARTMENT AND SECTION RULES AND REGULATIONS

Subject to the approval of the Medical Executive Committee, each department and section shall formulate its own rules and regulations for the conduct of its affairs and the discharge of its responsibilities. Section rules must be approved by the appropriate department chair prior to submission to MEC. Such rules and regulations shall not be inconsistent with the Hospital and Medical Staff Governing Documents and shall be presented to the Board for final approval.

14.3. PROFESSIONAL LIABILITY INSURANCE

Each Practitioner and AHP granted Clinical Privileges in the Hospital shall maintain in force professional liability insurance in not less than the minimum amounts, if any, as from time to time may be determined by resolution of the Board, or provide other proof of financial responsibility in such manner as the Board may from time to time establish.

14.4. MEDICAL STAFF DUES

Subject to the approval of the Medical Staff, the Medical Executive Committee shall have the power to set the amount of annual dues for each category of Medical Staff and AHP appointment and to determine the manner of expenditure of funds received. The amount of annual dues may vary among the Medical Staff and AHP categories.

14.5. COMPENSATION

No Appointee of the Medical Staff shall accept any remuneration or compensation for service as an officer of the Medical Staff or as a member of a committee of the Medical Staff without the prior approval of the Medical Executive Committee.

14.6. FORMS

Application forms and any other prescribed forms required by any of the Hospital or Medical Staff Governing Documents for use in connection with Medical Staff appointments, reappointments, delineation of Clinical Privileges, corrective action, notices, recommendations, reports, and other matters shall be subject to adoption by the Board after considering the advice of the Medical Executive Committee.

14.7. CONSTRUCTION OF TERMS AND HEADINGS

Words used in these Bylaws and Related Manuals shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision of these Bylaws or Related Manuals.

14.8. TRANSMITTAL OF REPORTS

Reports and other information which these Bylaws and Related Manuals require the Medical Staff to transmit to the Board shall be deemed so transmitted when delivered, unless otherwise specified, to the CEO.

14.9. BOARD ACTION

Whenever these Bylaws and Related Manuals require or contemplate action by the Board, such action may be taken by a committee of the Board to which the Board has delegated the responsibility and authority to act for it on the particular subject matter, activity or function involved.

14.10 CONFLICTS OF INTEREST

In order to provide the Medical Staff and Hospital with information about matters which may be potential conflicts of interest and to foster the disclosure of information relative to such matters,

(a) All nominees for election or appointment to Medical Staff leadership roles, officer roles, or the Medical Executive Committee shall, at least twenty (20) days prior to the date of election or appointment, disclose in writing to the Medical Executive Committee those personal, professional, or financial affiliations or relationships of which they are reasonably aware that could foreseeably result in a conflict of interest with their activities or responsibilities on behalf of the Medical Staff.

(b) In any instance where an officer, committee chairperson, department chair, section head, or member of the medical staff has a conflict of interest in any matter that comes before the Medical Staff, a department or committee, the Practitioner shall not participate in the discussion or vote on the matter and shall absent himself/herself from the meeting during that time. The Practitioner may be asked and may answer any questions concerning the conflict before leaving. The Medical Staff officers, Department or committee chair may routinely inquire, prior to initiating discussion, as to whether any Practitioner has any bias or conflict of interest regarding the matter(s) to be addressed. The existence of a bias or potential conflict of interest on the part of any Practitioner shall be called to the attention of the Medical Staff officers, Department or committee chair by any Practitioner with knowledge of the conflict.

(c) A Department Chair shall have the duty to delegate review of applications for Appointment, reappointment, or Privileges to an appropriate Medical Staff leadership designee within the Department if the Department Chair has a conflict of interest with the individual under review which could be reasonably perceived to create bias. The fact that a Department Chair and member(s) of the Department are competitors shall not, in and of itself, constitute a conflict of interest requiring delegation.

14.11. JOINT CONFERENCE COMMITTEE

When indicated in these Bylaws, a Joint Conference Committee, consisting of the members specified in the Bylaws and Related Manuals shall be appointed and serve to resolve conflicts for those purposes specified in those Sections.

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ARTICLE XV. ADOPTION AND AMENDMENT OF MEDICAL STAFF BYLAWS, RULES AND REGULATIONS, POLICIES AND RELATED MANUALS

15.1. AUTHORITY AND RESPONSIBILITY FOR MEDICAL STAFF BYLAWS

The Medical Staff shall have the initial responsibility to formulate, approve, adopt and recommend to the Board Medical Staff Bylaws and amendments thereto which shall be effective when approved by the Board. Such responsibility shall be exercised in good faith and in a reasonable, timely and responsible manner, reflecting the interests of providing patient care at the generally recognized professional level of quality and efficiency and of maintaining a harmony of purpose and effort with the Board and with the community served. Neither the Medical Staff nor the Board may unilaterally amend the Medical Staff Bylaws. All actions of the Medical Staff are subject to the ultimate authority of the Board of Directors. If significant changes are made in the Bylaws of the Medical Staff, Appointees to the Medical Staff and other individuals who have delineated Clinical Privileges will be provided with or given access to a revised text of the written materials, the Medical Staff Bylaws and other governance documents shall not conflict with the Board's Bylaws.

15.1.-2 RULES AND REGULATIONS, POLICIES AND RELATED MANUALS

The MEC shall have the initial responsibility to formulate, adopt and recommend to the Board Rules and Regulations, Policies and Related Manuals and amendments thereto which shall be effective when approved by the Board. Such responsibility shall be exercised in good faith and in a reasonable, timely, and responsible manner, reflecting the interests of providing patient care at the generally recognized professional level of quality and efficiency and of maintaining a harmony of purpose and effort with the Board and with the community served. Neither the Medical Staff or the Board may unilaterally amend the Rules and Regulations, Policies, or Related Manuals. All actions of the MEC are subject to the ultimate authority of the Board of Directors. If significant changes are made in the Rules and Regulations, Policies or Related Manuals of the Medical Staff, Appointees to the Medical Staff and other individuals who have delineated Clinical Privileges will be provided with or given access to a revised text of the written materials as applicable.

15.2. METHODOLOGY

The Medical Staff Bylaws, Rules and Regulations, Policies and Related Manuals may be adopted, amended, or repealed by the following combined action:

15.2.-1 MEDICAL STAFF BYLAWS

The affirmative vote of a majority of the Staff Appointees eligible to vote on this matter at a meeting at which a quorum, as defined in these Bylaws, is present, provided at

least thirty (30) days written notice, accompanied by the proposed Bylaws and/or alterations, has been given of the intention to take such action; and the affirmative vote of a majority of the Board.

Provided, however, if the Medical Staff fails to exercise this responsibility in good faith and in a reasonable, timely and responsible manner, and after written notice from the Board to such effect, including a reasonable period of time for response, the Board may take action pursuant to these Bylaws. Should the Medical Staff fail to respond under such circumstances or should the Board disagree with any responses or recommendations from the MEC for adoption or amendment to the Medical Staff Bylaws, the Board's recommendation which disagrees, in whole or in part, with the MEC's recommendation, shall be referred to a Joint Conference Committee to consider the recommendations of the Board and the MEC regarding the proposed adoption or amendments to the Bylaws.

The Joint Conference Committee shall make a recommendation to the Board within thirty (30) days of receipt of the proposed adoption or amendments to the Bylaws. At its next regularly scheduled meeting after receipt of a recommendation from the Joint Conference Committee, the Board shall take final action with respect to the adoption or amendment(s) under consideration. Such action by the Board may include ratifying or modifying, in whole or in part, the recommendation of the Joint Conference Committee. Should there be a tie among the Joint Conference Committee members with respect to the issues being considered, the Chair of the Board shall be called upon to cast a vote on the issue under consideration.

15.2.-2 RULES AND REGULATIONS, POLICIES, AND RELATED MANUALS

The affirmative vote of sixty-seven (67%) of the MEC eligible to vote on this matter at a meeting of the MEC at which there is a quorum, provided at least five (5) days written notice, accompanied by the proposed Rules and Regulations, Policies, and Related Manuals and/or alternations, has been given of the intention to take such action; and the affirmative vote of a majority of the Board.

Provided, however, if the MEC fails to exercise this responsibility in good faith and in a reasonable, timely and responsible manner, and after written notice from the Board to such effect, including a reasonable period of time for response, the Board may take action pursuant to these Bylaws. Should the MEC fail to respond under such circumstances or should the Board disagree with any responses or recommendations from the MEC for adoption or amendment to the Rules and Regulations, Policies, and Related Manuals, the Board's recommendation which disagrees, in whole or in part, with the MEC's recommendation, shall be referred to a Joint Conference Committee to consider the recommendations of the Board and the MEC regarding the proposed adoption or amendments to the Rules and Regulations, Policies, and Related Manuals.

The composition of the Joint Conference Committee has been set forth in the Organizational Manual.

The Joint Conference Committee shall make a recommendation to the Board within thirty (30) days of receipt of the proposed adoption or amendments to the Rules and Regulations, Policies, or Related Manuals. At its next regularly scheduled meeting after receipt of a recommendation from the Joint Conference Committee, the Board shall take final action with respect to the adoption or amendment(s) under consideration. Such action by the Board may include ratifying or modifying, in whole or in part, the recommendation of the Joint Conference Committee. Should there be a tie among the Joint Conference Committee members with respect to the issues being considered, the Chair of the Board shall be called upon to cast a vote on the issue under consideration.

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