



MEDICAL STAFF BYLAWS

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PREAMBLE

These Bylaws are adopted in order to provide for the organization of the Medical Staff of Providence Saint John's Health Center and to provide a framework for self-government in order to permit the Medical Staff to discharge its responsibilities in matters involving the quality of medical care. These Bylaws provide the professional and legal structure for Medical Staff operations, organized Medical Staff relations with the Board of Directors, and relations with applicants to and members of the Medical Staff.

In accordance with the standards of the Joint Commission and other accrediting bodies and the established Values and Mission of Providence Saint John's Health Center, these Bylaws contemplate that the Medical Staff, through its elected leaders, will work collaboratively with the Board of Directors and the Administration to promote justice and the common good through mutual respect, shared responsibility, and joint planning.

GLOSSARY OF ACRONYMS

1. AHP – Allied Health Practitioners
2. CMO – Chief Medical Officer
3. DDS – Doctor of Dental Surgery
4. DMD – Doctor of Dental Medicine
5. DO – Doctor of Osteopathy
6. DPM – Doctor of Podiatric Medicine
7. FPPE – Focused Professional Practice Evaluation
8. HCQIA – Health Care Quality Improvement Act of 1986, 42 U.S.C. Section 11101 *et seq.*
9. MD – Doctor of Medicine
10. OPPE – Ongoing Professional Practice Evaluation
11. PI – Performance Improvement
12. PPE – Professional Practice Evaluation

ARTICLE 1

GENERAL

1.A. DEFINITIONS

The following definitions apply to terms used in this Organization Manual and other Medical Staff documents:

- (1) “805 REPORT” refers to the written report that is required to be filed with state licensing boards/agencies in accordance with § 805 of the California Business and Professional Code.
- (2) “ADVERSELY AFFECTING” privileges has the meaning defined in the Health Care Quality Improvement Act of 1986, 42 U.S.C. Section 11101 et seq. (“HCQIA”), that is, reducing, restricting, suspending, revoking, denying, or failing to renew clinical privileges or appointment as requested.
- (3) “ADVANCED PRACTICE PROVIDER (“APP”)” means an Allied Health Practitioner whose license or other legal credential permits the professional to independently provide health care services, or to provide health care services at a medical level of care under the supervision or order of a physician, podiatrist, dentist, or clinical psychologist. Advanced Practice Providers are ineligible for Medical Staff membership, but are eligible for privileges.
- (4) ALLIED HEALTH PRACTITIONER (“AHP”)” means a health care professional, other than a physician, dentist, [clinical psychologist] or podiatrist, who holds a license or other legal credential, as required by California law, that (a) permits the professional to provide health care services, and (b) has been designated by the Governing Body as a profession that is eligible for Allied Health Status. Allied Health Practitioners are ineligible for Medical Staff membership. However, they are eligible for privileges if they are Advanced Practice Providers, and for practice prerogatives if they are not Advanced Practice Providers. The categories of Allied Health Practitioners practicing at the Hospital are set forth in the Credentialing Policy. Allied Health Practitioners are sometimes referred to collectively as the “ALLIED HEALTH STAFF.”

For ease of use, when applicable to Advanced Practice Providers, any reference in this Policy to “appointment” or “reappointment” will be interpreted as a reference to initial or continued permission to practice.

- (5) “APPLICANT” means any physician, dentist, oral surgeon, psychologist, podiatrist, or Allied Health Professional who has submitted an application for initial appointment or reappointment to the Medical Staff or the Allied Health Staff or for clinical privileges or practice authorization.
- (6) “CHIEF MEDICAL OFFICER” means the individual appointed by the Hospital to act as the Chief Medical Officer of the Hospital, in cooperation with the Medical Staff President, with responsibilities as set forth in the Medical Staff Organization Manual.

- (7) “CLINICAL PRIVILEGES” or “PRIVILEGES” means the authorization granted by the Board to render specific clinical procedures and patient care services, subject to the provisions of the Credentialing Policy.
- (8) “COMPLETED APPLICATION” means that all questions on the application form have been answered, all supporting documentation has been supplied, and all information has been verified from primary sources. An application that was previously considered initially complete will become incomplete if any person or committee charged with evaluating the application determines that the need arises for new, additional, or clarifying information at any time. Any application that continues to be incomplete 30 days after the applicant has been notified of the additional information required will be deemed to be voluntarily withdrawn.
- (9) “CREDENTIALING POLICY” means the Hospital’s Medical Staff Credentialing Policy.
- (10) “DAYS” means calendar days.
- (11) “DENTIST” means a doctor of dental surgery (“D.D.S.”) or doctor of dental medicine (“D.M.D.”).
- (12) “BOARD OF DIRECTORS” means the Board of Trustees of the Medical Center, which has the overall responsibility for the Medical Center, or its designated committee.
- (13) “HOSPITAL” means Providence Saint John’s Health Center and its licensed affiliates.
- (14) “HOSPITAL ADMINISTRATION” means the President or his or her designee, including the administrator on call.
- (15) “INVESTIGATION” means the formal process initiated by the Medical Executive Committee, as set forth in Section 6.I.2 of the Credentialing Policy. To constitute an investigation, this formally commenced process generally must be the precursor to corrective action and is ongoing until either formal action is taken or the investigation is closed. Except as otherwise provided in these Bylaws, only the Medical Executive Committee may take or recommend corrective action as the result of an investigation. An investigation does not include activity of the Physician Health Committee, which lacks the authority to take or recommend corrective action. Notwithstanding the above, for the purposes of complying with applicable reporting requirements of the Medical Board of California or the National Practitioner Data Bank (collectively, “the reporting requirements”), the Medical Executive Committee will, as needed and on a case-by-case basis, evaluate whether a professional practice evaluation (PPE) falls within the definition or description of “investigation” under the statutes, regulations, or guidance that govern the reporting requirements.
- (16) “MEDICAL EXECUTIVE COMMITTEE” means the Medical Executive Committee of the Medical Staff as set forth in the Medical Staff Bylaws.

- (17) “MEDICAL STAFF” means all physicians, dentists, psychologists, and podiatrists who have been appointed to the Medical Staff by the Board.
- (18) “MEDICAL STAFF LEADER” means any Medical Staff officer, department chair, or committee chair.
- (19) “MEMBER” means a physician, dentist, psychologist, and podiatrist who has been granted Medical Staff appointment by the Board to practice at the Hospital.
- (20) “NOTICE” means written communication by regular U.S. mail, e-mail, facsimile, or Hospital mail; see also “Special Notice” below.
- (21) “PATIENT CONTACTS” includes any admission, consultation, procedure, response to emergency call, evaluation, treatment, or service performed in any facility operated by the Hospital.
- (22) “PEER REVIEW COMMITTEES” includes professional review bodies, as defined in the HCQIA, that is, a health care entity and the board of directors or any committee of a health care entity which conducts professional review activity, and includes any committee of the Medical Staff of such an entity when assisting the board of directors in a professional review activity.
- (23) “PERFORMANCE IMPROVEMENT” (“PI”) activities means structured processes by which members and Advanced Practice Providers can learn about and apply performance measures over a useful interval and evaluate their performance.
- (24) “PERMISSION TO PRACTICE” means the authorization granted to Advanced Practice Providers by the Board or President, as applicable, to exercise clinical privileges or practice authorizations.
- (25) “PHYSICIAN” includes both doctors of medicine (“M.D.s”) and doctors of osteopathy (“D.O.s”).
- (26) “PODIATRIST” means a doctor of podiatric medicine (“D.P.M.”).
- (27) “PRACTICE AUTHORIZATION” means the authorization granted to an Allied Health Practitioner who is not an Advanced Practice Professional to perform certain clinical activities and functions under the supervision of, or in collaboration with, a Supervising/Collaborating Physician.
- (28) “PRESIDENT” means the individual appointed by the Board to act on its behalf in the overall management of the Hospital.
- (29) “PROFESSIONAL PRACTICE EVALUATION COMMITTEE” means the Professional Practice Evaluation Committee of the Medical Staff as set forth in the Medical Staff Organizational Manual.
- (30) “PSYCHOLOGIST” means an individual with a Ph.D. in clinical psychology.

- (31) “DEPARTMENT” means a group of Medical Staff members, Advanced Practice Providers, and Hospital personnel organized to collaboratively address the medical, mental/emotional, nutritional, social, and other needs of patients suffering from a particular condition or group of conditions. In the event that any departments are developed, until such time as the Medical Staff Bylaws, Rules and Regulations, and policies are amended to specifically address their organizational functions, they will be guided by the principles applicable to departments and specialties and will be entitled to the same confidentiality, privilege, indemnification, and immunity protections that apply to departments and specialties and their leaders.
- (32) “SPECIAL NOTICE” means hand delivery, certified mail (return receipt requested), or overnight delivery service providing receipt.
- (33) “SPECIAL PRIVILEGES” means clinical privileges that fall outside of the core privileges for a given specialty, which require additional education, training, or experience beyond that required for core privileges in order to demonstrate competence.
- (34) “SUPERVISING/COLLABORATING PHYSICIAN” means a member with clinical privileges, who has agreed in writing to supervise or collaborate with an Allied Health Professional and to accept full responsibility for the actions of the Allied Health Professional while he or she is practicing in the Hospital.
- (35) “SUPERVISION” means the supervision of (or collaboration with) an Allied Health Professional by a Supervising/Collaborating Physician, that may or may not require the actual presence of the Supervising/Collaborating Physician, but that does require, at a minimum, that the Supervising/Collaborating Physician be readily available for consultation. The requisite level of supervision (general, direct, or personal) will be determined at the time each Allied Health Professional is credentialed and will be consistent with any applicable standardized procedure, practice agreement, or written supervision or collaboration agreement.
- (36) “TELEMEDICINE” is the provision of clinical services to patients by practitioners from a distance via electronic communications.
- (37) “UNASSIGNED PATIENT” means any individual who comes to the Hospital for care and treatment who does not have an attending physician, or whose attending physician or designated alternate is unavailable to attend the patient, or who does not want the prior attending physician to provide him/her care while a patient at the Hospital.

1.B. TIME LIMITS

Time limits referred to in these Bylaws and related policies and manuals are advisory only and are not mandatory, unless it is expressly stated.

1.C. DELEGATION OF FUNCTIONS

- (1) When a function is to be carried out by a member of the Medical Center Administration, by a Medical Staff Member, or by a Medical Staff committee, the individual, or the

committee through its chair, may delegate performance of the function to one or more designees, unless the Bylaws and related policies and manuals express otherwise.

- (2) When a Medical Staff Member is unavailable or unable to perform an assigned function, one or more of the Medical Staff Leaders may perform the function personally or delegate it to another appropriate individual. If there are any questions as to who should perform the function, the Medical Staff President shall make the assignment.

1.D. MEDICAL STAFF DUES

- (1) Medical Staff dues will be as determined by the Medical Executive Committee and may vary by category.
- (2) The Medical Staff has the ability to use the dues for its own purposes.
- (3) Upon the authorization of the Medical Executive Committee, the Medical Staff may retain and be represented by independent legal counsel, who shall be compensated through Medical Staff funds.

ARTICLE 2

CATEGORIES OF THE MEDICAL STAFF

Only those individuals who satisfy the professional qualifications and conditions for appointment to the Medical Staff set forth here and in the Credentialing Policy are eligible to apply for appointment to one of the categories listed below. The categories of staff membership are Active, Associate, Affiliate, Telemedicine, Provisional, Fellowship, Consulting, and Honorary.

2.A. ACTIVE STAFF

2.A.1. Qualifications:

The Active Staff will consist of members of the Medical Staff who are involved in patient care at the Medical Center during the two (2) year appointment term (patient encounters to be determined by the Medical Executive Committee).

Guidelines:

- * The minimum number of patient care encounters necessary to qualify for Active Staff status shall be defined by the Departments, subject to the Medical Executive Committee's approval. However, notwithstanding the minimums set by the Departments, members who have been on staff for at least 20 years and who continue to have at least one patient care encounter at the Medical Center each two (2) year appointment term may be eligible for Active Staff status.
- ** Any Member who does not meet the Qualifications described above will not be eligible to request Active Staff status at the time of his or her reappointment, unless the Member can demonstrate to the Credentials Committee's satisfaction at the time of reappointment that his or her future practice patterns are expected to result in his or satisfaction of the category's activity requirements. The decision of the Credentials Committee shall not be subject to challenge by the Member.
- *** The Member or the Credentials Committee, on the Member's behalf, must select and be transferred to another staff category that best reflects his or her relationship to the Medical Staff and the Medical Center.

2.A.2. Prerogatives:

Active Staff members may:

- (a) be eligible to apply for privileges to admit patients;
- (b) vote in general and special meetings of the Medical Staff and applicable department and committee meetings;

- (c) hold office, serve on Medical Staff committees, and serve as department chair and committee chair; and
- (d) exercise clinical privileges granted.

2.A.3. Responsibilities:

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

- (a) serving on committees, as requested;
- (b) providing specialty coverage for the Emergency Department and inpatients (hospital) accepting referrals in accordance with the on-call policy;
- (c) participating in the professional practice evaluation and performance improvement processes, including, but not limited to, focused professional practice evaluation (FPPE) and ongoing professional practice evaluation (OPPE); and
- (d) paying application fees, dues, and assessments.

2.B. ASSOCIATE STAFF

2.B.1. Qualifications

The Associate Staff will consist of members of the Medical Staff who are involved in patient care at the Medical Center during the two (2) year appointment term (patient encounters to be determined by the Medical Executive Committee). The minimum and maximum number of patient care encounters necessary to qualify for Associate Staff status shall be defined by the Departments, subject to the Medical Executive Committee's approval.

2.B.2. Prerogatives:

Associate Staff members may:

- (a) be eligible to apply for privileges to admit patients;
- (b) vote in applicable department and committee meetings;
- (c) exercise clinical privileges granted.

2.B.3. Responsibilities:

Associate Staff members must assume all the responsibilities of the Associate Staff, including:

- (a) serving on committees, as requested;
- (b) providing specialty coverage for the Emergency Department and inpatients

(hospital) accepting referrals in accordance with the on-call policy;

- (c) participating in the professional practice evaluation and performance improvement processes, including, but not limited to, focused professional practice evaluation (FPPE) and ongoing professional practice evaluation (OPPE);
- (d) paying application fees, dues, and assessments.

2.C. AFFILIATE STAFF

2.C.1. Qualifications:

The Affiliate Staff will consist of members of the Medical Staff who:

- (a) desire to be associated with the Medical Center, but do not intend to practice at the Medical Center;
- (b) are interested in pursuing professional and educational opportunities, including continuing medical education, available at the Medical Center; and
- (c) satisfy the qualifications for appointment set forth in the Credentialing Policy, but are exempt from the qualifications pertaining to response times, emergency call, and coverage arrangements.

2.C.2. Prerogatives and Responsibilities:

Affiliate Staff members:

- (a) may attend meetings of the Medical Staff;
- (b) may not hold office or serve as department chair or committee chair, unless waived by the Medical Executive Committee;
- (c) may serve on committees (other than the Medical Executive Committee);
- (d) may attend educational activities sponsored by the Medical Staff and the Health Center;
- (e) may refer patients to members of the Medical Staff for admission and care and may write and submit histories and physicals;
- (f) are encouraged to communicate directly with practicing Staff members about the care of any patients referred, as well as to visit any such patients;
- (g) may review the medical records and test results for any patients who they refer, but may not input information into the medical record;
- (h) are not granted inpatient clinical privileges and, therefore, may not admit patients, attend patients, write orders for inpatients, perform consultations, assist

in surgery, or otherwise participate in the management of clinical care to patients at the Health Center;

- (i) may refer patients to the Health Center's diagnostic facilities and order such tests;
- (j) are encouraged to accept referrals from the Emergency Department for follow-up care of patients treated in the Emergency Department; and
- (k) must pay application fees, dues, and assessments.

The grant of appointment to the Affiliate Staff is a courtesy only, which may be terminated by the Board of Directors upon recommendation of the Medical Executive Committee, with no right to a hearing or appeal.

2.D. TELEMEDICINE STAFF

2.D.1. Qualifications:

The Telemedicine Staff shall consist of members of the Medical Staff who:

- (a) Provide solely telemedicine services to patients at the Hospital.
- (b) Satisfy the qualifications for appointment set forth in the Credentialing Policy to the extent such qualifications would apply to practitioners who solely provide telemedicine services; except that, at the Medical Staff and Hospital's discretion, Telemedicine Staff members may be exempted from some or all of the qualifications for appointment provisions if they are credentialed through the Telemedicine Staff Membership And Clinical Privileges provisions set forth in the Credentialing Policy.

2.D.2. Prerogatives and Responsibilities:

Telemedicine Staff members:

- (a) may provide telemedicine services to patients at the hospital;
- (b) may not admit patients to the Hospital, exercise any privilege other than through Telemedicine, hold office in the Medical Staff, or have any voting rights under these Bylaws, unless specifically granted to Telemedicine Staff Members generally, or to a Telemedicine Staff Member individually;
- (c) may attend meetings of the Medical Staff and the Department and committees to which the Member is duly appointed, but shall have no right to vote at such meetings, except within committees when the right to vote is specified at the time of appointment. Telemedicine Staff Members may serve as a chairperson of any committees to which they are assigned if approved by the medical staff president or the MEC; and

- (d) must cooperate in the professional practice evaluation and performance improvement processes, including, but not limited to, FPPE and OPPE.

2.E. PROVISIONAL STAFF

2.E.1. Qualifications:

The Provisional Staff will consist of members of the Medical Staff who:

- (a) have been appointed to the Medical Staff and granted privileges; and
- (b) have been on staff for one (1) year, unless Provisional Staff status is extended for an additional year in order to complete FPPE for core privileges.

2.E.2. Prerogatives and Responsibilities:

Provisional Staff members:

- (a) be eligible to apply for privileges to admit patients and exercise such clinical privileges as are granted;
- (b) may attend and participate in Medical Staff or department meetings without vote;
- (c) may not hold office or serve as department chair or committee chair;
- (d) may be invited to serve on committees with vote, unless the right to vote is specified at the time of appointment;
- (e) may not vote in elections or Bylaws amendments and may not include their names on petitions related to the amendments of Bylaws, rules and regulations, or policies and procedures;
- (f) must cooperate in the professional practice evaluation and performance improvement processes, including, but not limited to, FPPE and OPPE; and
- (g) must pay application fees, dues, and assessments.

2.F. HONORARY STAFF

2.F.1. Qualifications:

- (a) The Honorary Staff will consist of Members of the Medical Staff who have retired from the Medical Staff and who are nominated by the Department Chair or the Medical Executive Committee based on qualifications as outlined in the Credentialing Policy.

2.F.2. Prerogatives and Responsibilities:

Honorary Staff members:

- (a) may not consult, admit, or attend to patients;
- (b) may attend Medical Staff, department, and committee meetings when invited to do so (without vote);
- (c) may not hold office or serve as department chair;
- (d) may be invited to serve as committee chair (with vote);
- (e) are entitled to attend educational programs of the Medical Staff and the Medical Center; and
- (f) are not required to pay application fees, dues, or assessments.

2.G. EMERITUS STAFF

2.G.1.2.F.1. Qualifications:

- (a) The Emeritus Staff will consist of Members of the Medical Staff who have retired from the Medical Staff after 20 years or more on the Medical Staff.

ARTICLE 3

OFFICERS

3.A. DESIGNATION

The Medical Staff will have the following officers:

1. Medical Staff President
2. Medical Staff President Elect
3. Immediate Past Medical Staff President
4. Member at Large (2)

3.B. ELIGIBILITY CRITERIA

Only those members of the Medical Staff who satisfy the following criteria initially and continuously will be eligible to serve as an officer of the Medical Staff (unless an exception is recommended by the Medical Executive Committee and approved by the Board of Directors). They must:

- (1) be a member of the Active Staff;

- (2) have no pending adverse recommendations by the Medical Executive Committee or Board of Directors concerning appointment or clinical privileges at this hospital;
- (3) not presently be serving as a Medical Staff officer, Board member, or department chair at any other health care organization that competes with the Medical Center or any affiliate, such as a medical center or ambulatory surgery center, as determined by the Conflicts of Interest policies, and will not so serve during their terms of office; this does not apply to services provided within a practitioner's office and billed under the same provider number used by the practitioner;
- (4) be willing to faithfully discharge the duties and responsibilities of the position;
- (5) have experience in a leadership position;
- (6) have previously served as elected officer or an appointed Department Chair or Division Chief;
- (7) have or will participate in Medical Staff Leadership training as determined by the Medical Executive Committee;
- (8) have demonstrated an ability to work well with others; and
- (9) not have a majority ownership with an entity that competes with the Medical Center or any affiliate, as determined by the Conflicts of Interest policies. This does not apply to services provided within a practitioner's office and billed under the same provider number used by the practitioner.

3.C. DUTIES

3.C.1. Medical Staff President:

The Medical Staff President will:

- (a) act in coordination and cooperation with the Chief Medical Officer, the Chief Executive, and the Board of Directors in matters of mutual concern involving the care of patients in the Medical Center;
- (b) represent and communicate the views, policies and needs (and report on the activities) of the Medical Staff to the Chief Executive, the Chief Medical Officer, and the Board of Directors;
- (c) call, preside at, and be responsible for the agenda of meetings of the Medical Staff and the Medical Executive Committee;
- (d) promote adherence to the Bylaws, policies, rules and regulations of the Medical Staff and to the policies and procedures of the Medical Center;

- (e) serve as ex-officio member of all other Medical Staff Committees with the exception for the Physician Health Committee and Judicial Review Committees; and
- (f) appoint the Chairs of each clinical department and division chiefs;
- (g) appoint, remove, and replace committee chairs and members to all standing, special, and multi-disciplinary Medical Staff committees except the Medical Executive Committee; and
- (h) be responsible for the educational activities of the Medical Staff in cooperation with the Chief Medical Officer. Medical Staff President-Elect:

3.C.2. Medical Staff President-Elect:

The Medical Staff President-Elect:

- (a) will assume the duties of the Medical Staff President and act with full authority as Medical Staff President in his or her absence;
- (b) will perform other duties as are assigned by the Medical Staff President or the Medical Executive Committee;
- (c) will automatically assume the position of Medical Staff President if the position becomes vacated for any reason during the Medical Staff President's term of office and shall serve for the duration of the term as described below;
- (d) will serve as chair of the Quality and Patient Safety Committee.

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

The Immediate Past Medical Staff President will:

- (a) serve as an advisor to other Medical Staff Leaders; and
- (b) perform other duties as are assigned by the Medical Staff President or the Medical Executive Committee; and
- (c) be offered to serve as chair of the Credentials Committee and if this offer is declined, the Medical Staff President shall appoint a chair.

3.C.5 Members at Large

Members at Large will:

- (a) serve as members of the Medical Executive Committee
- (b) shall perform such duties as directed by the President of the Medical Staff.

3.D. NOMINATION AND ELECTION PROCESS

3.D.1. Nominating Committee:

The Medical Staff President will appoint at least one representative of each department and at least two Past Medical Staff Presidents, when possible. Members of the Nominating Committee must meet the qualifications set forth in Section 3.B of these Bylaws. The Chief Medical Officer and Chief Executive will be ex officio members, without vote, on the Nominating Committee.

3.D.2. Nominating Process:

- (a) Approximately 120 days prior to the elections for the Medical Staff, the Nominating Committee will meet to prepare a slate of nominees for the position of President Elect and member-at-large that will be vacant.

The list of nominees offered by the Nominating Committee shall be forwarded to the Medical Executive Committee for approval and then to the Board of Directors for review. The Board of Directors shall be provided 14 calendar days in which to provide any comments. Any comments provided by the Board of Directors within that period will be considered by the Medical Executive Committee and will be included in the ballot materials distributed to the Medical Staff. Nominees shall be presented to the Medical Staff at least 90 days prior to the election.

- (b) Additional nominations may be submitted, in writing, by a petition signed by at least 10% of the voting Members of the Medical Staff. The petition must be presented to the chair of the Nominating Committee at least 60 days prior to the annual meeting and must include the nominee's name and office running for at the top of each page where signatures appear.
- (c) In order for a nominee to be placed on the ballot, the candidate must be willing to serve and must, in the judgment of the Nominating Committee, satisfy the qualifications in Section 3.B of these Bylaws.

3.D.3. Election:

- (a) The election will be held by written or electronic ballot returned to the Medical Staff. Ballots must be sent at least 30 days prior to the election. Ballots may be returned in person, by mail, or by electronic means (such as e-mail or a web-based voting system). All ballots must be cast by the day of the election.
- (b) The candidates receiving a majority of the votes cast will be elected.
- (c) If no candidate receives a simple majority vote on the first ballot, a run-off election will be held promptly between the two candidates receiving the highest number of votes. The manner of balloting will be as described in subsection (a) above.

3.D.4. Special Election:

The Medical Executive Committee may choose whatever timeline and deadlines it deems appropriate for the nominating and election process and is not bound by the provisions in Section 3.D.2 or Section 3.D.3.

3.E TERM OF OFFICE, VACANCIES AND REMOVAL

3.E.1. Term of Office:

- (a) Officers will assume office on the first day of the Medical Staff year;
- (b) Officers will serve a two year term.
- (c) All officers may serve multiple terms in the same office; however, only members-at-large may serve consecutive terms in the same office.

3.E.2. Vacancies:

- (a) If there is a vacancy in the office of Medical Staff President, the President Elect shall fill the vacancy and serve until the end of the term of the Medical Staff President. If the remaining term is less than one year, then the Medical Staff President Elect who served out that term shall continue to serve as Medical Staff President for the following two-year term.
- (d) If there is a vacancy in the office of Medical Staff President Elect, it shall be filled as follows:
 - (1) If the remaining term is for less than a year, the Medical Executive Committee will appoint an individual who satisfies the qualifications set forth in Section 3.B of these Bylaws to serve in the office for the remainder of the term. If the Medical Executive Committee appoints a member to serve as Medical Staff President Elect, that individual shall be designated as "Medical Staff Vice President" and shall not automatically succeed to the office of Medical Staff President at the end of the term. The Medical Staff Vice President will be considered a Medical Staff Officer and will have the authority of, and fulfill the responsibilities of, the Medical Staff Elect. Notwithstanding any other provision in the Bylaws, that Member may be eligible to be nominated at the next election to run for President Elect, as long as they satisfy the qualifications set forth in Section 3.B of these Bylaws.
 - (2) If the remaining term is one year or more, the MEC shall hold a special election for Medical Staff President Elect. The Medical Staff President Elect elected in the special election shall automatically succeed the Medical Staff President at the beginning of the next Medical Staff term.
 - (3) If there is a vacancy in the position of an member-at-large and the remaining term is less than one year, the Medical Executive Committee will appoint an individual who satisfies the qualifications set forth in Section 3.B of these Bylaws, to serve

in the office for the remainder of the term. If the remaining term is one year or more, the MEC shall hold a special election for member-at-large.

3.E.3. Removal:

- (a) Removal of an elected officer may be done by two-thirds majority vote of the Active Medical Staff for any of the following reasons:
 - (1) failure to comply with applicable policies, Bylaws, or the Rules and Regulations;
 - (2) failure to perform the duties of the position held;
 - (3) conduct detrimental to the interests of the Medical Staff or the Health Center;
 - (4) an infirmity that renders the individual incapable of fulfilling the duties of that office; or
 - (5) failure to continue to satisfy any of the criteria in Section 3.B of these Bylaws.
- (b) The individual will be given at least ten days' special notice of the date of the meeting at which removal is to be considered. The individual will be afforded an opportunity to address the Medical Executive Committee or the Active Staff, as applicable, prior to a vote on removal.

ARTICLE 4

DEPARTMENTS

4.A. ORGANIZATION

4.A.1. Organization of Departments:

- (a) The Medical Staff may be organized into the departments of:
 - 1. Medicine
 - 2. Surgery
 - 3. OB/GYN
 - 4. Pediatrics
- (b) Subject to the approval of the Board of Directors, the Medical Executive Committee may create or eliminate specialties or otherwise reorganize the organizational structure (including, but not limited to, the creation of departments).

4.A.2. Assignment to Departments:

- (a) Upon initial appointment to the Medical Staff, each member will be assigned to a department. Assignment to a particular department does not preclude an individual from seeking and being granted clinical privileges typically associated with another department.
- (b) An individual may request a change in department assignment to reflect a change in the individual's clinical practice.

4.A.3. Functions of Departments:

The departments are organized for the purpose of implementing processes:

- (a) to monitor and evaluate the quality and appropriateness of the care of patients served by the department;
- (b) to monitor the practice of individuals with clinical privileges in a given department; and
- (c) to provide appropriate specialty coverage in the Emergency Department, consistent with the provisions in these Bylaws and related documents.

4.B. DEPARTMENT CHAIRS AND VICE CHAIRS

4.B.1. Qualifications:

Each department chair (and vice chair) will:

- (a) be an Active Staff member;
- (b) be certified by an appropriate specialty board or possess comparable competence, as determined through the credentialing and privileging process; and
- (c) satisfy the eligibility criteria in Section 3.B.

4.B.2. Selection, Term of Department Chair or Vice Chair:

- (a) Each chair and vice chair shall be appointed by Medical Staff President for a three-year term. A chair may be appointed for one additional term.
- (b) In the event that a chair cannot complete the three-year term to which they were appointed, the President of the Medical Staff, shall appoint a successor to serve for the remainder of the unexpired term..

4.B.3. Removal of Chair or Vice Chair of a Department:

- (a) Removal of a department chair or vice chair may be at the discretion of the Medical Staff President.

4.B.4. Duties of Department Chair:

Each department chair is responsible for the following functions, either individually or in collaboration with Medical Center personnel:

- (a) all clinically-related activities of the department; all administratively-related activities of the department, unless otherwise provided for by the Medical Center;
- (c) continuing surveillance of the professional performance of individuals in the department who have delineated clinical privileges, including performing ongoing and focused professional practice evaluations;
- (d) recommending criteria for clinical privileges that are relevant to the care provided in the department;
- (e) evaluating requests for clinical privileges for each member of the department and making recommendations;
- (f) assessing and recommending off site sources for needed patient care, treatment, and services not provided by the department or the Medical Center;

- (g) the integration of the department into the primary functions of the Medical Center;
- (h) the coordination and integration of departments;
- (i) the development and implementation of policies and procedures that advance quality and that guide and support the provision of care, treatment, and services;
- (j) recommendations for a sufficient number of qualified and competent individuals to provide care, treatment, and services;
- (k) determination of the qualifications and competence of personnel who are not licensed independent practitioners and who provide patient care, treatment, and services;
- (l) continuous assessment and improvement of the quality of care, treatment, and services provided;
- (m) maintenance of quality monitoring programs, as appropriate;
- (n) the orientation and continuing education of members in the department;
- (o) recommendations for space and other resources needed by the department; and
- (p) performing functions authorized in the Credentialing Policy.

4.C. SPECIALTIES

Specialties may organize into sections or other units as outlined in each delineation of privileges.

ARTICLE 5

MEDICAL STAFF COMMITTEES AND PERFORMANCE IMPROVEMENT FUNCTIONS

5.A. GENERAL

5.A.1. Appointment:

- (a) This Article and the Medical Staff Organization Manual outline the committees of the Medical Staff that carry out ongoing and focused professional practice evaluations and other performance improvement functions that are delegated to the Medical Staff by the Board of Directors.
- (b) Except as otherwise provided by these Bylaws or the Medical Staff Organization Manual, the Medical Staff President will appoint the members and the chair of each Medical Staff committee. Committee chairs must satisfy the criteria in

Section 3.B of these Bylaws. The Medical Staff President will also recommend Medical Staff representatives to Medical Center committees.

- (c) The Chief Medical Officer may make recommendations to the Medical Staff President for the appointment of administrative staff to Medical Staff committees. Administrative staff will serve on Medical Staff committees without the right to vote.
- (d) Chairs and members of standing committees will be appointed for an initial term of one year and may be reappointed for additional terms.
- (e) Chairs and members of standing committees may be removed and vacancies filled at the discretion of the Medical Staff President.
- (f) The Medical Staff President will be an ex officio member on all Medical Staff committees with a vote, except the Physician Health Committee.
- (g) The Chief Executive and Chief Medical Officer will be ex officio members, without vote, on all Medical Staff committees except the Physician Health Committee or its equivalent.

5.A.2. Meetings, Reports and Recommendations:

Except as otherwise provided, committees will meet as necessary to accomplish their functions and will maintain a permanent record of their findings, proceedings, and actions. Committees will make timely written reports to the Medical Executive Committee.

5.B. MEDICAL EXECUTIVE COMMITTEE

5.B.1. Composition:

- (a) The Medical Executive Committee will include:
 - (1) Medical Staff President, with vote;
 - (2) Medical Staff President Elect or Vice President, with vote;
 - (3) Immediate Past Medical Staff President, with vote;
 - (4) One or two other Past Medical Staff Presidents appointed by the Medical Staff President, each with vote;
 - (5) the department chairs, with vote;;
 - (6) two at-large members, with vote;;
 - (7) medical directors representing services of Anesthesia, Emergency Medicine, Pathology, and Radiology, without vote;

- (8) Chief Executive, ex officio, without vote;
- (9) Chief Medical Officer, ex officio, without vote;
- (10) Chief Nursing Officer, ex officio, without vote; and
- (11) Chief Administrative Officer, ex officio, without vote.

- (b) The Medical Staff President will serve as chair .
- (c) The chair of the Board of Directors may attend meetings of the Medical Executive Committee, ex officio, without vote.
- (d) Other individuals may be invited to Medical Executive Committee meetings as guests, without vote.

5.B.2. Duties:

The Medical Staff delegates to the Medical Executive Committee the primary authority over activities related to the Medical Staff and to performance improvement activities. The Medical Staff may remove or modify this authority by amending these Bylaws and related policies. As delegated by the Medical Staff, the Medical Executive Committee is responsible for the following:

- (a) acting on behalf of the Medical Staff in the intervals between Medical Staff meetings (the officers are empowered to act in urgent situations between Medical Executive Committee meetings);
- (b) recommending directly to the Board of Directors on at least the following:
 - (1) the Medical Staff's structure;
 - (2) the mechanism used to review credentials and to delineate individual clinical privileges;
 - (3) applicants for Medical Staff appointment and reappointment;
 - (4) delineation of clinical privileges for each eligible individual;
 - (5) participation of the Medical Staff in Medical Center performance improvement activities and the quality of professional services being provided by the Medical Staff;
 - (6) the mechanism by which Medical Staff appointment may be terminated;
 - (7) hearing procedures; and
 - (8) reports and recommendations from Medical Staff committees, departments, and other groups, as appropriate;

- (c) consulting with Administration on quality-related aspects of contracts for patient care services;
- (d) providing oversight and guidance with respect to continuing medical education activities;
- (e) evaluating and overseeing the performance of services with regard to quality of care, Emergency Department coverage, and other obligations;
- (f) reviewing or delegating the review of quality indicators to facilitate uniformity regarding patient care services;
- (g) providing leadership in activities related to patient safety;
- (h) providing oversight in the process of analyzing and improving patient satisfaction;
- (i) ensuring that, the Bylaws and applicable policies are reviewed and updated as necessary;
- (j) providing and promoting effective liaison among the Medical Staff, Administration, and the Board of Directors;
- (k) recommending clinical services, if any, to be provided by telemedicine;
- (l) reviewing and approving all standardized orders for consistency with nationally recognized and evidence-based guidelines; and
- (m) performing any other functions as are assigned to it by these Bylaws, the Credentialing Policy or other applicable policies.

5.B.3. Meetings:

The Medical Executive Committee will meet at least ten times a year and more often if necessary to fulfill its responsibilities and maintain a permanent record of its proceedings and actions.

5.C. PERFORMANCE IMPROVEMENT FUNCTIONS BY COMMITTEES

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

- (a) patient safety, including processes to respond to patient safety alerts, meet patient safety goals, and reduce patient safety risks;
- (b) the Medical Center's and individual practitioners' performance on Joint Commission and Centers for Medicare & Medicaid Services core measures;
- (c) medical assessment and treatment of patients;

- (d) medication usage, including review of significant adverse drug reactions, medication errors and the use of experimental drugs and procedures, and other pharmacy and therapeutic functions;
- (e) the utilization of blood and blood components, including review of significant transfusion reactions;
- (f) operative and other invasive procedures, including tissue review and review of discrepancies between pre-operative and post-operative diagnoses;
- (g) appropriateness of clinical practice patterns;
- (h) significant departures from established patterns of clinical practice;
- (i) use of information about adverse privileging determinations regarding any practitioner;
- (j) the use of developed criteria for autopsies;
- (k) sentinel events, including root cause analyses and responses to unanticipated adverse events;
- (l) healthcare associated infections and other infection control matters;
- (m) unnecessary procedures or treatment;
- (n) appropriate resource utilization and utilization review;
- (o) education of patients and families;
- (p) coordination of care, treatment, and services with other practitioners and Medical Center personnel;
- (q) accurate and timely completion of patients' medical records;
- (r) the required content and quality of history and physical examinations, as well as the time frames required for completion, which are set forth in Article 9 of these Bylaws;
- (s) the assistance of Practitioners impaired by physical or mental illness, including substance abuse disorders;
- (t) review of findings from the ongoing and focused professional practice evaluation activities that are relevant to an individual's performance; and
- (u) communication of findings, conclusions, recommendations, and actions to improve performance to appropriate Medical Staff members and the Board of Directors.

A description of the committees that carry out monitoring and performance improvement functions, including their composition, duties, and reporting requirements, is contained in the Credentialing Procedure.

5.D. CREATION OF STANDING COMMITTEES AND
SPECIAL TASK FORCES

- (1) In accordance with the amendment provisions in the Medical Staff Organization Manual, the Medical Executive Committee may, by resolution and upon approval of the Board of Directors and without amendment of these Bylaws, establish additional committees to perform one or more staff functions. The Medical Executive Committee may also dissolve or rearrange committee structure, duties, or composition as needed to better accomplish Medical Staff functions.
- (2) Any function required to be performed by these Bylaws which is not assigned to an individual, a standing committee, or a special task force will be performed by the Medical Executive Committee.
- (3) Special task forces will be created and their members and chairs will be appointed by the Medical Staff President and the Medical Executive Committee. Such task forces will confine their activities to the purpose for which they were appointed and will report to the Medical Executive Committee.

ARTICLE 6

MEETINGS

6.A. GENERAL

6.A.1. Meetings:

- (a) The Medical Staff year is calendar year.
- (b) Except as provided in these Bylaws, the Medical Staff Organization Manual, or department policy and procedures, each department and committee will meet as often as needed to perform their designated functions.

6.A.2. Regular Meetings:

- (a) The Medical Staff President, the chair of each department, and the chair of each committee will schedule regular meetings for the year.
- (b) The Medical Staff shall meet regularly and at least once per year.

6.A.3. Special Meetings:

- (a) A special meeting of the Medical Staff may be called by the Medical Staff President, a majority of the Medical Executive Committee, by a petition signed by at least 25% of the voting Members of the Medical Staff, or in a manner consistent with the conflict resolution process.
- (b) A special meeting of any department or committee may be called by the Medical Staff President, the relevant department chair or committee chair, or by a petition signed by at least 25% of the voting members of the department or committee, but in no event fewer than two members.
- (c) No business will be transacted at any special meeting except that stated in the meeting notice.

6.A.4. Mandatory Meetings:

Whenever there is a concern regarding an individual's clinical practice, professional conduct, or other matter that may affect the hospital or Medical Staff, Medical Staff officers or department chairs may require the individual to attend a mandatory meeting. The details regarding the process for those meetings shall be as described in the Credentials Policy.

6.B. PROVISIONS COMMON TO ALL MEETINGS

6.B.1. Prerogatives of the Chair:

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

- (b) The Chair has the discretion to conduct any meeting in-person or by telephone conference or videoconference.
- (c) The Chair shall have the authority to rule definitively on all matters of procedure. While Robert's Rules of Order may be used for reference, in the discretion of the Presiding Officer, it shall not be binding.

6.B.2. Notice:

- (a) Medical Staff Members will be provided with notice of regular meetings of the Medical Staff and regular meetings of departments and committees. Notice will be provided via e-mail at least 14 days in advance of the meeting.
- (b) When a special meeting of the Medical Staff, department or committee is called, the notice period will be 48 hours. Notice will be provided via e-mail.
- (c) Notices will state the date, time, and place of the meetings.

6.B.3. Quorum and Voting:

- (a) For any regular or special meeting of the Medical Staff (other than for election or approval of Bylaws amendments), department, or committee, those voting members present but not fewer than two members, with at least one being the chair or chair's designee will constitute a quorum. For any peer review committee 25% of the voting members shall constitute a quorum. For the Medical Executive Committee and the Credentials Committee, the presence of at least 50% of the voting committee members will constitute a quorum.

The presence of fifty percent (50%) of the Active Staff eligible to vote shall constitute a quorum at any regular or special meeting for the purpose of adopting or amending the Bylaw or for election of officers.
- (b) Once a quorum is established, the business of the meeting may continue and actions taken will be binding.
- (c) Recommendations and actions taken by the Medical Staff, department, and committee will be by consensus. In the event it is necessary to vote on an issue, that issue will be determined by a majority of the voting members present.
- (d) As an alternative to an in-person meeting, the voting members of the Medical Staff, a department or committee may also be presented with a question by e-mail, or other electronic means, and their votes returned to the Chair by the method designated in the notice. Except for actions by the Medical Executive Committee, the Credentials Committee (as noted in (a)), a quorum for purposes of these votes will be the number of responses returned to the Chair by the date

indicated. The question raised will be determined in the affirmative and will be binding if a majority of the responses returned has so indicated.

- (e) Any individual who, by virtue of position, attends a meeting in more than one capacity shall be entitled to only one vote.
- (f) There shall be no proxy voting.

6.B.4. Minutes:

- (a) Minutes of Medical Staff, department, and committee meetings will be reviewed and approved by the Chair.
- (b) Minutes will include a record of the attendance of members and guests and the recommendations made and will be made available for committee members to review.
- (c) A report of meetings of the Medical Staff, department, and committees will be forwarded to the Medical Executive Committee.
- (d) The Board of Directors will be kept apprised of and act on the recommendations of the Medical Staff.
- (e) A permanent file of the minutes of meetings will be maintained by the Medical Staff.

6.B.5. Confidentiality:

Medical Staff business conducted by departments and committees is considered confidential and proprietary and should be treated as such. All applicants and Medical Staff members must abide by the confidentiality provisions found in the Medical Staff rules and regulations or policies.

6.C. ATTENDANCE

6.C.1. Regular and Special Meetings:

- (a) Members of the Medical Staff are encouraged to attend Medical Staff and applicable department and committee meetings.
- (b) Members of the Medical Executive Committee are required to attend at least 50% of the regular meetings. Failure to attend the required number of meetings may result in replacement of the member.

ARTICLE 7

BASIC STEPS FOR MEDICAL STAFF APPOINTMENT AND RELATED PROCESSES

The details associated with the following Basic Steps are contained in the Credentialing Policy in a more expansive form.

7.A. QUALIFICATIONS FOR APPOINTMENT

To be eligible to apply for initial appointment or reappointment to the Medical Staff or for the granting of clinical privileges, an applicant must demonstrate appropriate education, training, experience, current clinical competence, professional conduct, licensure, board certification, practice coverage arrangements and ability to safely and competently perform the clinical privileges requested as set forth in the Credentialing Policy. The practice of division of fees, under any guise whatsoever, shall be prohibited and any such division of fees shall be cause for exclusion from the staff.

7.B. INDEMNIFICATION, CONFIDENTIALITY, IMMUNITY, AND RELEASES

By virtue of applying to the Medical Staff or accepting membership and privileges, applicants and members agree to abide and be bound by the indemnification, confidentiality, immunity, and releases provisions found in Medical Staff rules, regulations or policies.

7.C. PROCESS FOR CREDENTIALING (APPOINTMENT AND REAPPOINTMENT)

The applicant shall deliver a completed, signed, and dated application and supporting documents to the Medical Staff Office and an advance payment of Medical Staff dues and fees paid to the Medical Staff or Hospital, as defined in the Credentialing Policy. The Medical Staff Office shall collect or verify training, references, licensure status, and other evidence submitted in support of the application. The Hospital's authorized representative shall query the National Practitioner Data Bank. Once the application is deemed initially complete, it shall be provided to the applicable department chair or designee, who reviews the individual's education, training, and experience and shall report stating whether the individual meets all qualifications. The Credentials Committee then reviews the chair's assessment, the application, and all supporting materials and makes a recommendation to the Medical Executive Committee. The Medical Executive Committee may accept the recommendation of the Credentials Committee, refer the application back to the Credentials Committee for further review, or state specific reasons for disagreement with the recommendation of the Credentials Committee. If the recommendation of the Medical Executive Committee to grant appointment or reappointment is favorable, it is forwarded to the Board of Directors for final action. If the recommendation of the Medical Executive Committee is unfavorable, and if the unfavorable recommendation gives rise to a hearing right as detailed elsewhere in these Bylaws, the individual is notified by the Medical Staff President of the right to request a hearing.

7.D. PROCESS FOR PRIVILEGING

Requests for privileges are submitted to the Medical Staff Administration, which shall perform the primary verifications of the information. The Medical Staff administration shall provide the information to the applicable department chair, who reviews the individual's education, training, and experience and prepares a report stating whether the individual meets all qualifications. The Credentials Committee then reviews the chair's assessment, the application, and all supporting materials and makes a recommendation to the Medical Executive Committee. The Medical Executive Committee may accept the recommendation of the Credentials Committee, refer the application back to the Credentials Committee for further review, or state specific reasons for disagreement with the recommendation of the Credentials Committee. If the recommendation of the Medical Executive Committee to grant privileges is favorable, it is forwarded to the Board of Directors for final action. If the recommendation of the Medical Executive Committee is unfavorable, and if the unfavorable recommendation gives rise to a hearing right as detailed elsewhere in these Bylaws, the individual is notified by the Medical Staff President of the right to request a hearing.

7.E. ADVANCED PRACTICE PROVIDERS

Advanced Practice Providers (APPs) are not members of the Medical Staff. The Medical Staff shall develop processes for the credentialing and privileging of those APPs who practice at a medical level of care, which shall be consistent with California law and consistent with, but not necessarily identical to, the processes applicable to Medical Staff members.

7.F. DISASTER PRIVILEGING

When the disaster plan has been implemented, the President or the Medical Staff President may use a modified credentialing process to grant disaster privileges after verification of the volunteer's identity and licensure. See Credentialing Policy for details.

7.G. INDICATIONS AND PROCESS FOR AUTOMATIC RELINQUISHMENT OF APPOINTMENT AND/OR PRIVILEGES

- (1) Appointment and clinical privileges may be automatically relinquished if an individual:
 - (a) fails to do any of the following:
 - (i) complete medical records timely and paid applicable fines;
 - (ii) satisfy threshold eligibility criteria;
 - (iii) provide requested information;
 - (iv) attend a meeting where presence is deemed mandatory;
 - (v) comply with training or educational requirements;

- (vi) comply with a request for fitness for practice evaluation; or
- (vii) payment of dues
- (viii) any other reason detailed in the Credentialing Policy.

- (b) is involved or alleged to be involved in criminal activity as defined in the Credentialing Policy;
- (c) makes a misstatement or omission on an application form; or
- (d) remains absent on leave for longer than one year, unless an extension is granted by the Medical Executive Committee and approved by the Board of Directors.

(2) In accordance with the Credentialing Policy, automatic relinquishment shall take effect immediately and shall continue until the matter is resolved, if applicable. This policy shall address re-application following automatic relinquishment or termination.

7.H. INDICATIONS AND PROCESS FOR SUMMARY SUSPENSION

(1) Whenever failure to take action may result in imminent danger to the health and/or safety of any individual, the President, the Medical Staff President, the relevant department chair, the Chief Medical Officer, the Medical Executive Committee, or the Board of Directors chair is authorized to suspend or restrict all or any portion of an individual's clinical privileges pending review or an investigation.

If the individuals identified above are not available to summarily restrict or suspend the member's membership or clinical privileges, the Board of Directors (or designee) may immediately suspend a member's privileges if a failure to suspend those privileges is likely to result in an imminent danger to the health of any person, provided that the Board of Directors (or designee) made reasonable attempts to contact the Medical Staff President, members of the Medical Executive Committee, or the head of the department (or designee).

A suspension imposed by the Board of Directors is subject to ratification by the Medical Executive Committee. If the Medical Executive Committee does not ratify such a summary suspension within two working days, excluding weekends and holidays, the summary suspension shall terminate automatically. If the Medical Executive Committee does ratify the summary suspension, the provisions below will apply.

- (2) A summary suspension is effective immediately and will remain in effect unless it is modified by the President or the Medical Executive Committee.
- (3) Once a summary suspension is imposed, the Medical Staff shall proceed as detailed in the Credentialing Policy.

7.I. INDICATIONS AND PROCESS FOR RECOMMENDING TERMINATION OR SUSPENSION OF APPOINTMENT AND PRIVILEGES OR REDUCTION OF PRIVILEGES

Following an investigation or a determination that there is sufficient information upon which to base a recommendation, the Medical Executive Committee may recommend suspension or revocation of appointment or clinical privileges based on concerns about (a) clinical competence or practice; (b) safety or proper care being provided to individuals; or (c) violation of ethical standards or the Bylaws, policies, or Rules and Regulations of the Medical Center or the Medical Staff.

7.J. CLINICAL PRIVILEGES FOR NEW PROCEDURES

The Medical Staff encourages the adoption of new medical technologies and procedures by providing for mechanisms to determine the appropriateness of such technologies and procedures, to create efficient processes for granting privileges for such procedures, and to ensure the safety of such procedures. The Medical Staff shall approve privileging criteria for new procedures proposed to be offered at the Hospital in a manner consistent with the Credentialing Policy and any Medical Staff policy and procedure adopted for that purpose.

7.K. REAPPLICATION AFTER ADVERSE MEMBERSHIP DECISION

A waiting period for applying for membership or privileges, as described in the Credentialing Policy, shall apply to practitioners who have been subject to certain adverse membership or privileging decisions.

ARTICLE 8

AMENDMENTS

8.A. MEDICAL STAFF BYLAWS

- (1) Amendments to these Bylaws may be proposed by a petition signed by 25% of the voting Members of the Medical Staff, by the Bylaws Committee, or by the Medical Executive Committee. For amendments proposed by petition, the proposed amendment must appear at the top of each page where signatures appear.
- (2) Proposed amendments must be submitted to the Medical Executive Committee prior to a vote by the Medical Staff, but the Medical Executive Committee shall not alter any amendments proposed by petition. The Medical Executive Committee will provide notice of proposed amendments, including amendments proposed by the voting members of the Medical Staff as set forth above, to the voting staff. The Medical Executive Committee may also report on any proposed amendments, either favorably or unfavorably, at the next regular meeting of the Medical Staff or at a special meeting called for such purpose.
- (3) The proposed amendments may be voted upon at any meeting if notice has been provided at least 14 days prior to the meeting. To be adopted, the amendment must receive a majority of the votes cast by the voting staff at the meeting.
- (4) In the alternative, the Medical Executive Committee may present any proposed amendments to the voting staff by written or electronic ballot, returned to the Medical Staff Administration by the date indicated by the Medical Executive Committee, or through a web-based voting service. Along with the proposed amendments, the Medical Executive Committee may, in its discretion, provide a written report on them, either favorably or unfavorably. To be adopted, an amendment must receive a majority of the votes cast by the date indicated.
- (5) The Medical Executive Committee will have the power to adopt technical amendments to these Bylaws which are needed because of reorganization, renumbering, or to correct punctuation, spelling, or other errors of grammar or expression, so long as these amendments do not change the substance of the provisions of these Bylaws. The action to amend may be taken by motion and acted upon in the same manner as any other motion before the Medical Executive Committee. After approval, such amendments shall be communicated in writing or electronically to the Medical Staff and to the Board of Directors. Such amendments are effective upon adoption by the Medical Executive Committee; provided however, they may be rescinded by vote of the Medical Staff or Board of Directors within 120 days of the date of adoption by the Medical Executive Committee.
- (6) Amendments will be effective only after approval by the Board of Directors, which shall not be unreasonably withheld. If approval is withheld, the reasons for doing so shall be

specified by the Board of Directors in writing and shall be forwarded to the Medical Executive Committee.

- (7) If the Board of Directors has determined not to accept a recommendation submitted to it by the Medical Executive Committee or the Medical Staff, the Medical Executive Committee may request a conference between the officers of the Board of Directors and the officers of the Medical Staff. Such conference will be for the purpose of further communicating the Board of Directors' rationale for its contemplated action and permitting the officers of the Medical Staff to discuss the rationale for the recommendation. Such a conference will be scheduled by the President within two weeks after receipt of a request.
- (8) Neither the Medical Executive Committee, nor the Medical Staff, nor the Board of Directors can unilaterally amend these Bylaws.

8.B. OTHER MEDICAL STAFF DOCUMENTS

- (1) In addition to the Medical Staff Bylaws, there will be policies, procedures, and rules and regulations that are applicable to members and other individuals who have been granted clinical privileges. In the event there is a conflict between the Bylaws and the policies, procedures, or rules and regulations, the Bylaws shall prevail. In the event there is a conflict between the rules and regulations and any policies and procedures, the rules and regulations shall prevail. In the event there is a conflict between the Medical Staff rules and regulations, and any rules and regulations adopted by the departments, the Medical Staff rules and regulations shall prevail.
- (2) An amendment to the Credentialing Policy, the Medical Staff Organization Manual, or the Medical Staff Rules and Regulations may be made by a majority vote of the Members of the Medical Executive Committee present and voting at any meeting of that committee where a quorum exists. Notice of any proposed amendments to these documents will be provided to each voting member of the Medical Staff at least 14 days prior to the vote by the Medical Executive Committee. Any voting member may submit written comments on the amendments to the Medical Executive Committee.
- (3) Amendments to the Credentialing Policy, the Medical Staff Organization Manual, or the Medical Staff Rules and Regulations may also be proposed by a petition signed by at least 25% of the voting members of the Medical Staff. The proposed amendment must appear at the top of each page where signatures appear. Notice of any such proposed amendment to these documents will be provided to the Medical Executive Committee at least 30 days prior to being voted on by the Medical Staff. Any such proposed amendments will be reviewed by the Medical Executive Committee, which may comment on, but not alter, the amendment before it is forwarded to the Medical Staff for vote.
- (4) Other policies of the Medical Staff may be adopted and amended by a majority vote of the Medical Executive Committee. No prior notice is required.

- (5) The Medical Executive Committee will have the power to provisionally adopt, subject to the Board of Directors' approval, urgent amendments to the Rules and Regulations that are needed in order to comply with a law or regulation, without providing prior notice of the proposed amendments to the Medical Staff. Notice of provisionally adopted amendments will be provided to each Member of the Medical Staff as soon as possible. The Medical Staff will have 30 days to review and provide comments on the provisional amendments to the Medical Executive Committee. If there is no conflict between the Medical Staff and the Medical Executive Committee, the provisional amendments will stand. If there is conflict over the provisional amendments, the process for resolving conflicts set forth below will be implemented.
- (6) Adoption of and changes to the Credentialing Policy, Medical Staff Organization Manual, Medical Staff Rules and Regulations, and other Medical Staff policies will become effective only when approved by the Board of Directors.
- (7) Amendments to Medical Staff policies are to be distributed or otherwise made available to Medical Staff Members and those otherwise holding clinical privileges in a timely and effective manner.

8.C. CONFLICT MANAGEMENT PROCESS

- (1) When there is a conflict between the Medical Staff and the Medical Executive Committee, with regard to:
 - (a) a new Medical Staff Rule and Regulation proposed by the Medical Executive Committee or an amendment to an existing Rule and Regulation; or
 - (b) a new Medical Staff policy proposed by the Medical Executive Committee or an amendment to an existing policy,

a special meeting of the Medical Staff to discuss the conflict may be called. This special meeting must be supported by a petition which is either (i) signed by 25% of the voting staff or (ii) 25% of the Active Staff members of the applicable Medical Staff department. The petition must state the purpose of the special meeting on the top of each page where signatures appear and must identify up to three Medical Staff members who are authorized to act on the Medical Staff's behalf for the purposes of this conflict.

The agenda for that meeting will be limited to attempting to resolve the differences that exist with respect to the Rules and Regulations or policy at issue.

- (2) If, after the special meeting, the Medical Staff and the Medical Executive Committee have not resolved the conflict, either the representatives identified on the petition or the Medical Executive Committee may request that a mediator-facilitated meeting be held between the representatives and the Medical Executive Committee. If the differences remain unresolved after the mediator-facilitated meeting, then both the Medical Executive Committee's proposed new rules, policy, or amendments and the Medical Staff's position or proposal (if any) shall be presented to the Board of Directors. The

Board of Directors shall make the final determination of whether to adopt the new rule, policy, or amendment, including which version (if there is more than one) to adopt.

- (3) This conflict management section is limited to the matters noted above. It is not to be used to address any other issue, including, but not limited to, professional review actions concerning individual Members of the Medical Staff.
- (4) Nothing in this section is intended to prevent individual Medical Staff Members from communicating positions or concerns related to the adoption of, or amendments to, the Medical Staff Rules and Regulations or other Medical Staff policies directly to the Board of Directors. Communication from Medical Staff Members to the Board of Directors will be directed through the President, who will forward the request for communication to the Board of Directors chair. The President will also provide notification to the Medical Executive Committee by informing the Medical Staff President of such exchanges. The Board of Directors chair will determine the manner and method of the Board of Directors' response to the Medical Staff Member(s).

8.D. NON-CONTRACTUAL NATURE OF BYLAWS

- (1) These Bylaws shall not be deemed to be a contract of any kind between the Board of Directors, the Hospital, the Medical Staff and/or any individual (including any Medical Staff member, applicant, or AHP).
- (2) Application for, the conditions of, and the duration of appointment to the Medical Staff, or the granting of privileges to a practitioner or to an AHP shall not be deemed contractual in nature. The consideration of applications and the granting and continuance of any privileges at this Hospital are based solely upon a practitioner's or AHP's continued ability to justify the exercise of privileges. The granting of privileges does not obligate the practitioner or AHP to practice at the Hospital.
- (3) Notwithstanding the above, all rights, responsibilities, and obligations of Medical Staff membership are enforceable as a condition of membership.

ARTICLE 9

HISTORY AND PHYSICAL REQUIREMENTS

9.A. GENERAL HISTORY AND PHYSICAL REQUIREMENTS

- (1) A complete medical history and physical examination must be performed and documented in the patient's medical record within 24 hours after admission or registration (but in all cases prior to surgery or an invasive procedure requiring anesthesia services) by an individual who has been granted privileges by the Medical Center to perform histories and physicals.
- (2) The scope of the medical history and physical examination is set forth in the Medical Staff Rules & Regulations or in policy and procedure and may vary depending on the setting and the level of care, treatment, and services.

9.B. HISTORY AND PHYSICALS PERFORMED PRIOR TO ADMISSION

- (1) Any history and physical performed more than 30 days prior to an admission is invalid and may not be entered into the medical record.
- (2) If a medical history and physical examination has been completed within the 30 day period prior to admission or registration, a durable, legible copy of this report may be used in the patient's medical record, provided that the patient is reassessed
- (3) within 24 hours after admission/registration or prior to surgery/invasive procedure, whichever comes first. The update of the history and physical examination must reflect any changes in the patient's condition since the date of the original history and physical or state that there have been no changes in the patient's condition.

ARTICLE 10

HEARING AND APPEALS PROCEDURES

The hearing and appeal procedures set forth in this article apply only to physicians, dentists, podiatrists, and clinical psychologists. The procedures do not apply to nurse practitioners who are on the Medical Staff or to Advanced Practice Providers except for clinical psychologists.

10.A. INITIATION OF HEARING

(1) Individual Evaluations v. Requests to Review Rules and Requirements:

The hearing and appeal rights established in these Bylaws are strictly “judicial” rather than “legislative” in structure and function. The hearing committees have no authority to adopt or modify rules and standards or to decide questions about the merits or substantive validity of Bylaws, Rules or policies. However, the Medical Executive Committee, in conjunction with the Board of Directors may, in its discretion, entertain challenges to the merits or substantive validity of Bylaws, Rules, or policies and decide those questions. If the only controversy is whether a Bylaw, Rule or policy is lawful or meritorious, the Practitioner is not entitled to a hearing or appellate review. In such cases, the Practitioner must submit his or her challenges first to the Board of Directors and only thereafter may he or she seek judicial intervention.

(2) Substantial Compliance:

Technical, non-prejudicial, or insubstantial deviations from the procedures set forth in these Bylaws shall not be grounds for invalidating the action taken.

(3) Board of Directors Action:

If the Board of Directors determines to take any action that gives rise to a hearing without first receiving an adverse recommendation by the Medical Executive Committee, an individual is entitled to request a hearing. For ease of use, this Article refers to adverse recommendations of the Medical Executive Committee. When a hearing is triggered by an adverse proposed action of the Board of Directors, any reference in this Article to the “Medical Executive Committee” or “Medical Staff President” will be interpreted as a reference to the “Board of Directors” or “Board of Directors designee,” respectively.

(4) Grounds for Hearing:

Except as otherwise specified in these Bylaws, any one or more of the following actions or recommendations shall constitute grounds for a hearing, but only if the final imposition of such action would require a report to be filed under Section 805 of the California Business and Professions Code or its successor statute or to the National Practitioner Data Bank or its successor:

(a) Denial of initial appointment or reappointment to the Medical Staff;

- (b) Suspension of Medical Staff membership for more than 14 consecutive days;
- (c) Revocation of Medical Staff Membership;
- (d) Denial of requested Clinical Privileges;
- (e) Reduction or revocation of Clinical Privileges;
- (f) Suspension of Clinical Privileges for more than 14 consecutive days;
- (g) Restrictions, including mandatory proctoring, are imposed on privileges or membership for a cumulative total of 30 days or more for any 12-month period;
- (h) Denial, reduction, suspension or termination of temporary, special or locum tenens Privileges; and
- (i) Any other disciplinary action or recommendation that must be reported to the Medical Board of California under Section 805 or to the National Practitioner Data Bank.

No other recommendation or action will entitle the Practitioner to a hearing.

(5) Notice of Recommendation:

When an adverse action or adverse recommendation has been taken or made, the applicant or Practitioner shall promptly be given Special Notice of the recommendation or action and of the right to request a hearing pursuant to this Article. The Notice shall include the following information:

- (a) a statement of the recommendation and the general reasons for it;
- (b) a statement that the Practitioner has the right to request a hearing on the recommendation within 30 days of receipt of this notice and that failure to request such a hearing shall result in the waiver of the right to a hearing; and
- (c) a summary of the practitioner's rights under this Article or a copy of this Article.

In the event the action or recommendation is reportable to the Medical Board of California pursuant to Business and Professions Code Section 805 and/or the National Practitioner Data Bank, if adopted or implemented, then the notice should also explain that the action, if adopted or implemented, will be reportable to Medical Board and/or the National Practitioner Data Bank.

(6) Request for Hearing:

The Practitioner shall have thirty (30) days following the receipt of the Special Notice to request a hearing. The request shall be in writing, addressed to the Medical Executive Committee with a copy to the President or his/her designee, and received by the Medical Staff Office within the deadline. The Practitioner shall state, in writing, his or her intentions with respect to attorney representation at the time he or she files the request for a hearing. Notwithstanding the foregoing and regardless of whether the Practitioner elects to have attorney representation at the hearing, the parties shall have the right to consult with legal counsel to prepare for a hearing or an appellate review.

In the event the Practitioner does not request a hearing within the time and in the manner described, the Practitioner shall be deemed to have waived any right to a hearing and accepted the recommendation or action involved.

(7) Notice of Hearing and Notice of Charges:

(a) The Medical Staff President will schedule the hearing and provide to the Practitioner, by special notice, the following:

- (i) the time, place, and date of the hearing;
- (ii) the names of the Trier of Fact members and Hearing Officer, if known; and
- (iii) a statement of the specific reasons for the recommendation, including a list of patient records (if applicable), and information supporting the recommendation. This statement may be revised or amended at any time, even during the hearing, so long as the additional material is relevant to the recommendation or the Practitioner's qualifications and the Practitioner has had a sufficient opportunity (at a minimum, 30 days) to review and respond with additional information.

(8) Commencement of Hearing:

The hearing shall begin no later than 60 days, and no sooner than 30 days, after the receipt of the Practitioner's request for the hearing and completed within a reasonable time. The parties may agree in writing to set an alternative hearing date outside of this time frame, or the Hearing Officer may set an alternative hearing date upon a motion from either party or upon the Hearing Officer's own motion. A hearing is deemed to have commenced when Trier of Fact members undergo voir dire questioning and are seated.

10.B. APPOINTMENT OF TRIER OF FACT AND HEARING OFFICER

(1) Trier of Fact:

In its sole discretion, the Medical Executive Committee shall select either a Judicial Review Committee, a Dedicated Review Panel, or an Arbitrator to serve as the trier of fact (collectively and individually, “Trier of Fact”) at the hearing. The Medical Executive Committee shall inform the Practitioner of its decision at least thirty days prior to the hearing. The Trier of Fact shall have such powers as are necessary to discharge its responsibilities.

(a) Judicial Review Committee:

- (i) When the Medical Executive Committee elects to use a Judicial Review Committee as the Trier of Fact, the Medical Staff President shall appoint its members. A Hearing Officer shall preside over the hearing. The Judicial Review Committee shall carry out all the duties assigned to the Trier of Fact.
- (ii) The Judicial Review Committee shall be composed of not less than three (3) members of the Medical Staff who are in good standing and of good ethics, along with the appointment of at least one member to serve as an alternate. Such appointment shall include designation of the Chair. The Judicial Review Committee members shall gain no direct financial benefit from the outcome of the hearing, and shall not have acted as accusers, investigators, fact finders, initial decision makers or otherwise actively participated in the consideration of the matter leading up to the recommendation or action. Knowledge of the matter involved shall not preclude a member of the Medical Staff from serving as a member of the Judicial Review Committee. Partners or employees of, or employees of the same medical group as, the member are not eligible to serve on the Judicial Review Committee, unless the Board of Directors approves such appointment. In no event shall any physician who is in direct competition with the affected physician be eligible to serve on the panel.
- (iii) In the event that it is not feasible to appoint a Judicial Review Committee from the active staff, the Medical Staff President may appoint members from any other staff category or practitioners who are not members of the Medical Staff.
- (iv) The Judicial Review Committee shall include at least one member who shall have the same healing arts licensure as the accused and, where feasible, shall attempt to include an individual practicing the same specialty as the member. The failure to include an individual practicing the same specialty as the member shall not be grounds to invalidate the outcome of the hearing.

(b) Dedicated Hearing Panel:

- (i) When the Medical Executive Committee elects to use a Dedicated Hearing Panel as the Trier of Fact, the Medical Staff President shall appoint its members. A Hearing Officer shall preside over the hearing. The Dedicated Hearing Panel shall carry out all the duties assigned to the Trier of Fact.
- (ii) Dedicated Hearing Panel members must be willing to commit six (6) or more hours per day on consecutive days, with the exception of weekends and holidays (unless otherwise stipulated by the parties) for the purpose of hearing evidence, engaging in deliberations, and reaching a decision.
- (iii) The Dedicated Hearing Panel must be comprised of at least three (3) physicians. The panel members may be present or past members of the Medical Staff who are or who were in good standing and of good ethics during their staff appointment; members from other Medical Staffs, medical societies, national medical boards, or external peer review agencies; or members of any other medical organization of good reputation. All members must either currently be practicing medicine or have no more than two years elapse since they were last engaged in the practice of medicine.
- (iv) The Dedicated Hearing Panel members shall gain no direct financial benefit from the outcome of the hearing, and shall not have acted as accusers, investigators, fact finders, initial decision makers or otherwise actively participated in the consideration of the matter leading up to the recommendation or action. Knowledge of the matter involved shall not preclude a member of the Medical Staff from serving as a member of the Dedicated Hearing Panel. Partners or employees of, or employees of the same medical group as, the member are not eligible to serve on the Dedicated Hearing Panel, unless the Board of Directors approves such appointment. In no event shall any physician who is in direct competition with the affected physician be eligible to serve on the panel.
- (v) Dedicated Hearing Panel members may be paid by the Hospital, by the Medical Staff, or their fees split between the parties. In the event that the payment is not split between the parties, the affected physician agrees by virtue or applying for and/or accepting membership and privileges to this Medical Staff that payment to the Dedicated Hearing Panel members shall not be used as a means to argue bias in any later quasi-judicial or judicial challenges. The Medical Staff will refer all such payment arrangements to the hospital's counsel to ensure legal compliance.

(c) Arbitrator:

- (i) When the Medical Executive Committee elects to use an arbitrator as the Trier of Fact, the arbitrator is selected using the process detailed in this article which, by applying for and/or accepting membership and privilege on this Medical Staff, the Practitioner agrees is acceptable. The arbitrator shall meet the same qualifications as the Hearing Officer, as detailed in this article. The arbitrator shall carry out all the duties assigned to the Hearing Officer and to the Trier of Fact. If an arbitrator is appointed, no additional trier of fact or Hearing Officer shall be appointed, and all references in these Bylaws to the Trier of Fact or Hearing Officer duties and responsibilities shall be read as the arbitrator's duties and responsibilities. The arbitrator shall be selected as follows:
 - (A) Within 21 days of requesting a hearing, the Practitioner must send to the Medical Executive Committee a list of at least three attorneys whom he or she would accept as Arbitrator. If the Practitioner fails to provide a list, then the Medical Executive Committee shall initiate the Arbitrator selection process as if it had rejected the Practitioner's list of nominees as provided below.
 - (B) The Medical Executive Committee may select the Arbitrator from the Practitioner's list. If the Medical Executive Committee does not accept any of the Arbitrator nominees identified by the Practitioner, the Medical Executive Committee must provide the Practitioner a written list of at least three potential Arbitrators within ten days after rejection of the Practitioner's list.
 - (C) The Practitioner shall have five days from his/her receipt of the Medical Executive Committee's list to select an Arbitrator from the list. If the Practitioner fails to select an Arbitrator or to reject all the names on the list within that time, then the Medical Executive Committee may select any person on its list as the Arbitrator.
 - (D) If the Practitioner timely rejects the Medical Executive Committee's list, then the Practitioner and the Medical Executive Committee shall each designate one name from their respective lists. The persons designated shall, within five days, select an Arbitrator who shall be appointed subject to voir dire. If the persons designated fail to select an Arbitrator timely, the process shall be repeated with other names selected from the parties' respective lists until an Arbitrator is selected.
 - (E) If, for any reason, the person so identified is not available, cannot otherwise serve, or, after voir dire, is unacceptable to both the Medical Executive Committee and the Practitioner, the same

process set forth in this section will be followed until an Arbitrator is selected and agrees to serve.

- (ii) If the failure or refusal of the Practitioner to agree to an Arbitrator makes it impracticable to commence the hearing within the time frames set forth above, the time for commencement of the hearing shall be extended to thirty (30) days after an Arbitrator is selected.
- (iii) Nothing in the above sections shall be construed as limiting the ability of the Practitioner and Medical Executive Committee to select an arbitrator through a different mutually acceptable process.

(2) The Hearing Officer:

- (a) The Medical Executive Committee shall appoint a Hearing Officer to preside at the hearing before a judicial review committee or a dedicated hearing panel. The Hearing Officer shall be an attorney at law qualified to preside over a quasi-judicial hearing, but attorneys from a firm regularly utilized by the Hospital, the Medical Staff or the involved Practitioner for legal advice regarding their affairs and activities shall not be eligible to serve as Hearing Officer. The Hearing Officer shall gain no direct financial benefit from the outcome and must not act as a prosecuting officer or as an advocate.
- (b) The Medical Executive Committee will attempt to appoint a Hearing Officer that is acceptable to the member. In the event that the Medical Executive Committee and the member cannot agree on the Hearing Officer, the Medical Executive Committee will appoint a Hearing Officer only if (1) the Hearing Officer has not served as a Hearing Officer for the Hospital in the preceding three years, and (2) if the Hearing Officer agrees that if he or she remains the Hearing Officer after voir dire, he or she will not accept appointment as a Hearing Officer for the Hospital for at least five years following the conclusion of the current hearing and appeal process.
- (c) The Hearing Officer shall endeavor to assure that all participants in the hearing have a reasonable opportunity to be heard and to present relevant oral and documentary evidence in an efficient and expeditious manner, and that proper decorum is maintained. The Hearing Officer shall be entitled to determine the order of or procedure for presenting evidence and argument during the hearing and shall have the authority and discretion to make all rulings on questions which pertain to matters of law, procedure or the admissibility of evidence.
- (d) When no attorney accompanies any party to the proceedings, the Hearing Officer shall have the authority to interpose and rule on appropriate objections throughout the course of the hearing. The Hearing Officer shall not, however,

have the authority to override or revise the Representation section of these Bylaws.

- (e) If the Hearing Officer determines that either side in a hearing is not proceeding in an efficient and expeditious manner, the Hearing Officer may take such discretionary action as seems warranted by the circumstances. If requested by the Trier of Fact, the Hearing Officer may participate in the deliberations of such committee and be a legal advisor to it, but the Hearing Officer shall not be entitled to vote. The Hearing Officer may assist in preparation of the Trier of Fact's report and recommendations.

(3) **Voir Dire:**

The Practitioner and the Medical Executive Committee shall be entitled to a reasonable opportunity to question and challenge the impartiality of Trier of Fact members and the Hearing Officer. Challenges to the impartiality of any Trier of Fact member or the Hearing Officer shall be ruled on by the Hearing Officer.

10.C. PREHEARING PROCESS

(1) **General Procedures:**

The pre-hearing and hearing processes shall be conducted in an informal manner that is consistent with Business and Professions Code Section 809 et seq. Formal rules of evidence or procedure shall not apply.

(2) **Witness List:**

- (a) If either side to the hearing requests in writing a list of witnesses, then at least 10 days before the pre-hearing conference, the parties shall exchange lists of witnesses expected to testify. If a party fails to disclose the identity of a witness at least 10 days before the commencement of the hearing, this shall constitute good cause for a continuance.
- (b) The witness list of either party may, in the discretion of the Presiding Officer, be amended at any time during the course of the hearing, provided that notice of the change is given to the other party at least 10 days prior to the witness's testimony.

(3) Provision of Relevant Information:

(a) The Practitioner shall have the right to inspect and copy, at his or her expense, any documentary information or other evidence relevant to the charges which the Medical Executive Committee has in its possession or under its control, as soon as practicable after the Practitioner's request for such inspection. The Medical Executive Committee shall have the right to inspect and copy, at its expense, any documentary information or other evidence relevant to the charges which the Practitioner has in his or her possession or control as soon as practicable after receipt of the Medical Executive Committee's request for such inspection. The requests for discovery shall be fulfilled as soon as practicable. The failure by either party to provide access to this information at least thirty (30) days before the hearing shall constitute good cause for a continuance. The right to inspect and copy by either party does not extend to confidential information referring solely to individually identifiable Practitioners, other than the Practitioner under review.

The Hearing Officer shall consider and rule upon any dispute or controversy concerning a request for access to information and may impose any safeguards for the protection of the peer review process and as justice requires. When ruling upon requests for access to information and determining the relevancy thereof, the Hearing Officer shall consider, among other factors, the following:

- (i) Whether the information sought may be introduced to support or defend the charges.
- (ii) The exculpatory or inculpatory nature of the information sought, if any; i.e., whether there is a reasonable probability that the result of the hearing would be influenced significantly by the information if received into evidence.
- (iii) The burden imposed on the party in possession of the information sought, if access is granted.
- (iv) Any previous requests for access to information submitted or resisted by the parties to the same proceeding.

(b) As a condition of membership, the Practitioner agrees that all documents and information disclosed at any time during the peer review process, including information disclosed at any hearing sessions, will be maintained as confidential and will not be disclosed or used for any purpose outside of the hearing. Any inappropriate use by the Practitioner of information disclosed by the Medical Executive Committee during the hearing shall be grounds for the Trier of Fact to find that the Practitioner has committed flagrant or repeated noncompliance with this Article in a manner that prejudices the other party and to terminate the hearing in the Medical Staff's favor. It also shall be grounds for additional corrective action against the Practitioner. Prior to receiving any documents, the

Practitioner must provide a written representation that his or her counsel and any expert(s) have executed Business Associate agreements in connection with any patient Protected Health Information contained in any documents provided.

- (c) No party will have any right to discovery beyond the above information. No information will be provided regarding other Practitioners on the Medical Staff or Advanced Practice Provider. In addition, there is no right to depose, interrogate, or interview witnesses or other individuals prior to the hearing.
- (d) At the request of either party, the parties must exchange all documents and other evidence that will be introduced at the hearing. The documents must be exchanged at least ten (10) days prior to the hearing. A failure to comply with this rule shall constitute good cause for a continuance. Repeated failures to comply shall be good cause for the Hearing Officer to limit the introduction of any documents not provided to the other side in a timely manner.
- (e) Neither the Practitioner, nor any other person acting on behalf of the Practitioner, may contact Medical Center employees, Medical Staff members or Advanced Practice Providers whose names appear on the Medical Executive Committee's witness list or in documents provided pursuant to this section concerning the subject matter of the hearing, until the Medical Center has been notified and has contacted the individuals about their willingness to be interviewed. The Medical Center's communication will be in writing, will inform the witness that any decision to, or not to, discuss the matter with Practitioner is voluntary and will not impact the individual's employment or member status. The Medical Center will inform the Practitioner when the letter has been sent. The Practitioner may contact the employee, Medical Staff member, or Allied Health Practitioner no sooner than five days after the letter is sent. Any employee, Medical Staff member, or Allied Health Professional may agree or decline to be interviewed by or on behalf of the Practitioner. If the Practitioner behaves in a manner that may be considered harassing to the witness, that shall be grounds for the Trier of Fact to find that the Practitioner has committed flagrant or repeated noncompliance with this Article in a manner that prejudices the other party, and the Trier of Fact may terminate the hearing in favor of Medical Staff.

(4) Pre-Hearing Conference:

- (a) The Presiding Officer may require the Practitioner and the Medical Executive Committee (or a representative of each) to participate in a pre-hearing conference, which the parties and Hearing Officer shall endeavor to hold no later than two days prior to the hearing.
- (b) At the pre hearing conference, the Presiding Officer will attempt to resolve all procedural questions, including any objections to exhibits or witnesses.

(5) Stipulations:

The parties will use their best efforts to develop and agree upon stipulations to provide for a more efficient hearing.

10.D. THE HEARING

(1) Counsel:

The hearings provided for in these Bylaws are for the purpose of intra-professional resolution of matters bearing on professional conduct, professional competency, or character, including failure to comply with the Bylaws or Rules and Regulations of the Medical Staff. Accordingly, the Practitioner is entitled to representation at the hearing as follows:

- (a) If the Practitioner wishes to be accompanied at the hearing by an attorney, he/she shall state the notice of such intent in the written Request for Hearing, as provided for above.
- (b) The Medical Executive Committee representative shall not be accompanied by an attorney if the Practitioner is not accompanied by an attorney. The foregoing shall not be deemed to deprive any party of its right to the assistance of legal counsel for the purpose of preparing for the hearing.
- (c) Attorneys for either party may accompany their clients in the hearing sessions in order to represent and advise their clients, although any such attorney shall not examine witnesses, shall not address the Trier of Fact, and shall not make any oral statement whatsoever in the hearing.
- (d) Whether or not attorneys are present in the hearing pursuant to this Article, the Practitioner and the Medical Executive Committee may be represented at the hearing by a Practitioner licensed to practice medicine in the State of California who is not also an attorney at law.
- (e) The Hearing Officer shall not allow the presence of attorneys at the hearing to be disruptive or cause a delay in the hearing process.
- (f) The Practitioner and the Medical Executive Committee may stipulate to allow greater participation by attorneys in the hearing than this Article provides. Otherwise, the above provisions of this Section will control.

(2) Burdens of Presenting Evidence and Proof:

- (a) At the hearing, the Medical Executive Committee shall have the initial duty to present evidence in support of its action or recommendation.
- (b) An applicant shall bear the burden of persuading the Trier of Fact, by a preponderance of the evidence, of the applicant's qualifications by producing information which allows for adequate evaluation and resolution of reasonable

doubts concerning the applicant's current qualifications for membership and privileges. An applicant shall not be permitted to introduce information not produced upon request of the Medical Executive Committee during the application process, unless the initial applicant establishes that the information could not have been produced previously in the exercise of reasonable diligence.

- (c) Except as provided above for applicants, throughout the hearing, the Medical Executive Committee shall bear the burden of persuading the Trier of Fact by a preponderance of the evidence that its action or recommendation was reasonable and warranted. In meeting this burden, the Medical Executive Committee shall not be limited to presenting only that information available to it at the time it imposed or recommended the action, but rather may present any relevant information (within the limits discussed elsewhere in this article) available to it at the time of the hearing.
- (d) The Medical Executive Committee is not required to prove each and every charge or issue in front of the Trier of Fact in order for its actions and/or recommendation(s) to be found reasonable and warranted.
- (e) "Reasonable and warranted" means within the range of alternatives reasonably open to the Medical Executive Committee under the circumstances, and not necessarily that the action or recommendation is the only measure or the best measure that can be taken or formulated in the Trier of Fact's opinion.

(3) Record of Hearing:

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

(4) Rights of Both Sides and the Trier of Fact at the Hearing:

- (a) At a hearing, both sides will have the following rights, subject to reasonable limits determined by the Presiding Officer:
 - (i) to call and examine witnesses, to the extent they are available and willing to testify;
 - (ii) to introduce exhibits;
 - (iii) to cross-examine any witness on any matter relevant to the issues; and
 - (iv) to submit a written argument that may include proposed findings, conclusions and recommendations to the Trier of Fact after the conclusion of the hearing session(s).

- (b) If the Practitioner does not testify, he or she may be called and questioned by the Medical Executive Committee or the Trier of Fact, or both.
- (c) The Trier of Fact may question witnesses, request the presence of additional witnesses, and/or request documentary evidence, all of which must occur during the hearing session, subject to objections by either party, which shall be resolved by the Presiding Officer.

(5) Conduct of Hearing:

- (a) If the Hearing Officer determines that either side is not proceeding in a fair, efficient, and expeditious manner, the Hearing Officer may take such discretionary action as seems warranted by the circumstances including, but not limited to, limiting the scope of examination and cross-examination, and setting fair and reasonable time limits on either side's presentation of its case.
- (b) Upon motion of either party or the Hearing Officer, the Trier of Fact may terminate the hearing if it finds that either party has
 - (i) exhibited flagrant or repeated noncompliance with this Article in a manner that prejudices the other party or results in repeated delays to the hearing process,
 - (ii) has egregiously interfered with the orderly conduct of the hearing, or
 - (iii) has failed to appear at the hearing.
- (c) If the motion to terminate is based on the Practitioner's failure to appear at the hearing, the Trier of Fact shall find that the Practitioner has waived his or her hearing rights if he or she has failed to appear at the hearing, unless the Practitioner can prove that an unforeseen and unanticipated emergency prevented him or her from attending the hearing. A finding that the termination results from the Practitioner's noncompliance or egregious conduct shall result in a finding that the Practitioner has waived his or her right to a hearing.
- (d) The Hearing Officer shall be permitted to advise the Trier of Fact regarding his or her recommendation with regard to the disposition of the motion. Evidence of, or a finding that, a party intended to prejudice the other party, delay the hearing process, or interfere with the orderly conduct of the hearing is not necessary to support or grant the motion to terminate the hearing.
- (e) The party against whom the terminating sanctions have been ordered may appeal the terminating order to the Board of Directors. The appeal must be requested within ten (10) days of the terminating order, and the scope of the appeal shall be limited to reviewing the appropriateness of the terminating order. The appeal shall be conducted in accord with the provisions of Bylaws Section 9.F. Appeal Procedure. If the Board of Directors, giving deference to the Trier of Fact's

determination, finds that the order to terminate the hearing is unwarranted, the Trier of Fact shall reconvene and resume the hearing.

(6) Admissibility of Evidence:

- (a) Judicial rules of evidence and procedure relevant to the conduct of the hearing, examination of witnesses, and presentation of evidence shall not apply to a hearing conducted under this Article. Except as provided in these Bylaws, any relevant evidence, including hearsay, shall be admitted if it is the sort of evidence on which responsible persons are accustomed to rely in the conduct of serious affairs, regardless of the admissibility of such evidence in a court of law.
- (b) Notwithstanding the above, evidence of mediation, compromise, or offers of settlement, as well as any conduct or statements made in negotiation thereof, is inadmissible to prove either parties' opinion regarding the strength or weakness of the actions that provide the grounds for the hearing. Communications that confirm that mediation was mutually accepted and pursued may be disclosed and admitted as proof that otherwise applicable time frames were tolled or waived or to demonstrate the good faith of the parties in their attempts to resolve the matter.

(7) Presence of Trier of Fact:

All the members of the Trier of Fact must be present throughout the hearing and deliberations, unless both parties agree that any one member need not attend a particular hearing session or committee meeting. In unusual circumstances when a Trier of Fact member must be absent from any part of the proceedings, he or she shall not be permitted to participate in the deliberations or the decision unless and until he or she has read the entire transcript of the portion of the hearing from which he or she was absent.

(8) Failure to Appear:

Under no circumstances shall the hearing be conducted without the presence of the Practitioner. Failure, without good cause as determined by the Hearing Officer, for the Practitioner to appear and proceed at the hearing will constitute a waiver of the right to a hearing and the matter will be forwarded to the Board of Directors for final action and shall constitute voluntary acceptance of the recommendations or actions involved.

(9) Postponements and Extensions:

Postponements and extensions of time may be requested by anyone, but will be permitted only upon stipulation by both parties or by the Hearing Officer on a showing of good cause. Extensions of time necessary to appoint the Trier of Fact or hearing officer shall be deemed good cause so long as both parties are proceeding in good faith.

10.E. HEARING CONCLUSION, DELIBERATIONS, AND RECOMMENDATIONS

(1) Deliberations and Recommendation of the Trier of Fact:

Within thirty (30) days after final adjournment of the hearing, the Trier of Fact shall render a decision which shall be accompanied by a report in writing and shall be delivered to the Medical Executive Committee, the Chief Administrative Officer or his/her designee and by Special Notice to the Practitioner. If the Practitioner is currently under suspension, however, the time for the decision and report shall be fifteen (15) days after final adjournment. The report and recommendation shall include the Trier of Fact's findings of fact and a conclusion articulating the connection between the evidence produced at the hearing and the decision reached. The final decision of the Trier of Fact must be sustained by a majority vote of the committee. Both the Practitioner and the Medical Executive Committee shall be provided a written explanation of the procedure for appealing the decision. The decision of the Trier of Fact shall be subject to the rights of appeal or review as described in these Bylaws.

(2) Disposition of Trier of Fact Report:

The Trier of Fact, through the Hearing Officer, shall deliver the report to each party. Along with this copy of the report, the Hearing Officer will provide a written explanation of the procedure for appealing the decision of the Trier of Fact.

10.F. APPEAL PROCEDURE

(1) Time for Appeal:

- (a) Within 10 days after notice of the Hearing Panel's recommendation, either party may request an appeal. The request will be in writing, delivered to the board of directors in person or by certified mail, return receipt requested, and will include a statement of the reasons for appeal and the specific facts or circumstances which justify further review. The appealing party also shall deliver a copy to the other party.
- (b) If an appeal is not requested within 10 days, an appeal is deemed to be waived and the Hearing Panel's report and recommendation will be forwarded to the Board of Directors for final action. The Board of Directors will act using its independent judgment as described further in Section 11.F(1)(c) below, giving the medical staff's recommendation great weight.

(2) Grounds for Appeal:

A written request for an appeal shall include an identification of the grounds for appeal and a clear and concise statement of the facts in support of the appeal. The grounds for appeal from the Trier of Fact's decision shall be:

- (a) substantial non-compliance with the procedures required by these Bylaws or applicable law which has created demonstrable prejudice; or

- (b) the decision was not supported by the evidence based upon the hearing record or such additional information as may be permitted pursuant to these appeal provisions.

(3) Time, Place, and Notice:

Whenever an appeal is requested as set forth in the preceding Sections, the chair of the Board of Directors will schedule and arrange for an appeal. The Practitioner will be given special notice of the time, place, and date of the appeal. The appeal will be held not less than 30 nor more than 60 days from the date notice was provided; however, when the request for appeal involves a Practitioner subject to a summary suspension, the appellate review shall be held as soon as arrangements can reasonably be made, not to exceed 15 days from the notice.

(4) Nature of Appellate Review:

The proceedings by the appeal board shall be in the nature of an appellate hearing based upon the record of the hearing before the Trier of Fact, provided that the appeal board may accept such additional oral or written evidence, subject to a foundational showing that such evidence could not have been made available to the Trier of Fact in the exercise of reasonable diligence and subject to the same rights of cross-examination or confrontation provided at the Trier of Fact hearing; or the appeal board may remand the matter to the Trier of Fact for the taking of further evidence and for decision.

- (a) The Board of Directors may serve as the Review Panel or the Chair of the Board of Directors may appoint a Review Panel composed of not less than three persons, to consider the record upon which the recommendation before it was made and recommend final action to the Board of Directors.
- (b) Each party shall have the right to present a written statement in support of its position on appeal. The party requesting the appeal shall submit a statement first and the other party shall then have 10 days to respond. Each party shall have the right to personally appear and make oral argument and to be represented by legal counsel, or any other representative designated by that party in connection with the appeal. The Review Panel may place whatever time limits it deems appropriate for the oral argument.
- (c) When requested by either party, the Review Panel may, in its discretion, accept additional oral or written evidence subject to the same rights of cross-examination provided at the Trier of Fact proceedings. Such additional evidence shall be accepted only if the Review Panel determines that the party seeking to admit it has demonstrated that it is relevant, new evidence that could not have been presented at the hearing or that any opportunity to admit it at the hearing was improperly denied.

10.G. BOARD OF DIRECTORS ACTION

- (1) Final Decision of the Board of Directors:
 - (a) The Board of Directors will take final action within 30 days after it (i) considers the appeal as a Review Panel, (ii) receives a recommendation from a separate Review Panel, or (iii) receives the Trier of Fact's report when no appeal has been requested.
 - (b) The Board of Directors may review any information that it deems relevant, including, but not limited to, the findings and recommendations of the Medical Executive Committee, Trier of Fact, and Review Panel (if applicable).
 - (c) The Board of Directors may affirm, modify, or reverse the decision, or remand the matter for further review by the Trier of Fact for reconsideration, stating the purpose for the referral. The Board of Directors shall give great weight to the Trier of Fact's findings regarding the underlying facts, and shall not act arbitrarily or capriciously. The Board may, however, exercise its independent judgment in determining whether a practitioner was afforded a fair hearing, whether the Medical Executive Committee's action or recommendation was reasonable and warranted, and the ultimate disposition of the matter (as long as the Board of Directors has given great weight to the Trier of Fact's findings regarding the underlying facts). If the Board of Directors determines that the Practitioner was not afforded a fair hearing in compliance with these Bylaws, the Board of Directors shall remand the matter.
 - (d) The Board of Directors' decision shall be in writing and shall specify the reasons for the action taken and provide findings of fact and conclusions articulating the connection between the evidence produced at the hearing and the appeal (if any), and the decision reached. The Board of Directors may adopt the Trier of Fact's findings of fact and conclusions articulating the connection between the evidence produced at the hearing and the decision reached as its own.
- (2) Further Review:

Except where the matter is referred by the Board of Directors to any individual or committee for further action and recommendation, the final decision of the Board of Directors shall be effective immediately and shall not be subject to further review. If the matter is referred for further action and recommendation, such recommendation shall be promptly made to the Board of Directors in accordance with the instructions given by the Board of Directors.
- (3) Right to One Hearing and One Appeal Only:

Except in circumstances where a new hearing is ordered by the Board of Directors or a court because of procedural irregularities or otherwise for reasons not the fault of the member, no

member shall be entitled to more than one evidentiary hearing and one appellate review on any matter which shall have been the subject of adverse action or recommendation.

(4) Exhaustion of Remedies:

If an adverse action as described herein is taken or recommended, the Practitioner must exhaust the administrative remedies afforded by these Bylaws before resorting to legal action.

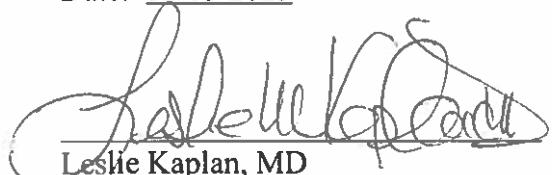
ARTICLE 11

ADOPTION

These Bylaws are adopted and made effective upon adoption by the Medical Staff and approval of the Board of Directors, superseding and replacing any previous Medical Staff Bylaws, Rules and Regulations, policies, manuals or Medical Center policies pertaining to the subject matter contained herein.

Adopted by the Medical Staff on:

Date: 12/13/2025



Leslie Kaplan, MD
Medical Staff President

Approved by the Board of Directors:

Date: 12/17/2025



Laura Siart
Chair, Board of Directors