

**BYLAWS  
FOR  
PROFESSIONAL STAFF  
OF  
PROVIDENCE VALDEZ MEDICAL  
CENTER**

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**PREAMBLE TO THE BYLAWS  
OF THE PROFESSIONAL STAFF OF  
PROVIDENCE VALDEZ MEDICAL CENTER**

Providence Valdez Medical Center, along with the other venues and facilities within Providence Health & Services Alaska service area, are Catholic sponsored facilities owned or operated by Providence Health & Services - Washington, a Washington nonprofit corporation. Providence Valdez Medical Center is a licensed rural primary care/critical access hospital by the State of Alaska and provides patient care, education and research. Providence Valdez Medical Center is committed to caring for the sick and injured, pregnant women and their newborns, and other individuals seeking to preserve their health.

The Professional Staff understands that the Hospital is operated by a Catholic healthcare facility, and as such, no member of the Professional Staff shall provide or offer to provide professional services at Providence Valdez Medical Center that are in conflict with the philosophy, Mission and Core Values and the Roman Catholic moral tradition as articulated in such documents as The Ethical and Religious Directives for Catholic Health Care Services.

The Board of Directors of Providence Health & Services - Washington requires that the governing body of each health facility shall be responsible for the selection of the professional staff, and the quality of care rendered in the facility; and further, the governing body shall ensure that all health care personnel for whom state licenses, registrations, or certificate are required are currently licensed, registered, or certified; that health professionals admitted to practice in the facility are granted privileges consistent with their training, experience and other qualifications; that procedures for granting, restricting, and terminating privileges exist and that such procedures are regularly reviewed to assure their conformity to applicable law; that health professionals admitted to practice in the facility are organized into a professional staff in such a manner as to effectively review the professional practices of the facility for the purposes of improving patient care.

The Board of Director's Bylaws provide for the organization of a professional staff, and the delegation to that professional staff of certain functions. The professional staff recommends to the Board of Directors these Bylaws.

## DEFINITIONS

- a. The term “Hospital” means Providence Valdez Medical Center.
- b. The term “Physician” means a doctor of medicine or a doctor of osteopathic medicine who is licensed in Alaska.
- c. The term “Practitioner” means a medical professional who has a license to practice his or her profession in Alaska including Doctors of Medicine, Doctors of Osteopathy, Dentists, Podiatrists, Certified Registered Nurse Anesthetists, or other Allied Professionals who receive privileges to practice at the Hospital.
- d. The term “Member” or “Members of the Professional Staff” means Practitioners appointed to and maintaining membership in a category of the Professional Staff, in accordance with these Bylaws.
- e. The term “The Board” means the board of directors responsible for conducting the affairs of Providence Health & Services –Washington (“PH&S-W”), which for purposes of these Bylaws and, except as the context otherwise requires, shall be deemed to act through the authorized actions of the Providence Health & Services Alaska (“PH&SA”) Region Board, the officers of the corporation and through the Administrator of Providence Valdez Medical Center.
- f. The term “Administrator” means the individual appointed by The Board to act on its behalf in the overall management of the Hospital.
- g. The term “Medical Executive Committee” or “MEC” means the Medical Executive Committee of the Hospital which will organize and conduct the activities of the Professional Staff according to the terms of these Professional Staff Bylaws.
- h. The term “Rules and Regulations” shall refer to the Rules and Regulations adopted by the Professional Staff and approved by the Board.
- i. The term “Policies” shall refer to the policies adopted by the Hospital.

## **ARTICLE I. NAME**

The name of this Hospital organization is the Professional Staff of Providence Valdez Medical Center.

## **ARTICLE II. MEMBERSHIP**

### **SECTION 1**            **NATURE OF MEMBERSHIP**

Membership on the Professional Staff of the Hospital is a privilege that may be granted by The Board to those health professionals who request it from the Hospital. Qualifications, responsibilities and prerogatives for membership are set forth in these Bylaws. All individuals exercising privileges within the Hospital shall meet the qualifications, standards, requirements and responsibilities set forth in these Bylaws, in the Rules and Regulations, and in the Policies. No applicant shall be denied Professional Staff membership on the basis of sex, race, creed, or national origin, or on the basis of any other criterion lacking professional justification.

### **SECTION 2**            **CATEGORIES**

The categories of the Professional Staff will include the following: Active, Active Provisional, Courtesy, Consulting, and Affiliate. At the time of appointment and reappointment, the Member's Professional Staff category will be determined.

#### **2.1    Active Category**

The Active Category shall consist of those Members who meet the general qualifications for membership as set forth in the Rules and Regulations and Policies; have offices or residences which, in the opinion of the Hospital, are located closely enough to the Hospital to provide adequate continuity of care; regularly care for patients in this Hospital and are regularly involved in Professional Staff functions (social functions excluded), as determined by the Hospital; have satisfactorily completed their designated provisional period. Active Staff shall be entitled to vote and hold office. Active Staff shall have delineated clinical privileges as set forth in the Rules and Regulations and Policies.

#### **2.2    Active Provisional Category**

The Active Provisional Category shall consist of Members who will be considered for advancement to the Active Staff, provided that they center a principal portion of their work at Hospital and meet all other requirements of the Active Category. They must attend, admit, or be involved in the treatment of patients as provided in the Rules and Regulations and Policies.

Members of the Active Provisional Category shall be entitled to vote in committee and committee meetings, but not at meetings of the general staff, and shall be ineligible to hold office.

### 2.3 Courtesy Category

The Courtesy Category shall consist of those Members who meet the general qualifications for membership as set forth in the Rules and Regulations and Policies; have demonstrated competence for Professional Staff appointment; wish to care for patients in the Hospital, but whose level of clinical activity, commitment to the Valdez area; and/or whose stated desire does not justify inclusion in the governance or leadership of the Professional Staff. Courtesy Staff may serve as voting members of special, ad hoc, or standing Professional Staff committees. Courtesy Staff shall not be eligible to vote or hold office. Courtesy Staff shall have delineated clinical privileges as set forth in the Rules and Regulations and Policies.

### 2.4 Consulting Category

2.4.1. The Consulting Category will consist of Members who meet the general qualifications for membership as set forth in the Rules and Regulations and Policies except that this requirement will not preclude an out-of-state Practitioner from appointment as may be permitted by law; have demonstrated competence for Professional Staff appointment; but do not admit patients, are not otherwise eligible for the Active or Courtesy Category, and are members of the medical staff of another hospital licensed by Alaska or another state. Exceptions to the requirement of medical staff membership of another hospital may be made by the Medical Executive Committee with the approval of The Board for a good cause.

2.4.2 Consulting Staff shall include practitioners who use medical information exchanged from one site to another via electronic communications for the health and education of a patient or health care provider and for the purpose of improving patient care, treatment, and services, otherwise known as practicing telemedicine.

### 2.5 Affiliate Category

The Affiliate Category shall consist of those Members who meet the general qualifications for membership as set forth in the Rules and Regulations and Policies; have a hospital practice, but do not have admitting privileges due to their professional licensure, or who do not have a hospital practice but who wish to be associated with the Professional Staff for purposes of continuing education, collegial association and/or to establish and maintain a referral network; and meet the general qualifications for membership as set forth in these Bylaws. Affiliate Staff shall be entitled to attend meetings, may serve on committees as assigned, but may not vote or hold office. Affiliate Staff shall have delineated clinical privileges as set forth in the Rules and Regulations and Policies.

### SECTION 3

### GENERAL CONDITIONS OF APPOINTMENT AND REAPPOINTMENT

Initial appointments and reappointments to the Professional Staff shall be made by The Board and only after there has been a recommendation from the Professional Staff in accordance with the provisions of these bylaws and the Rules & Regulations. The MEC shall adopt Rules & Regulations regarding the appointment and reappointment process which shall be incorporated into these Bylaws. All matters relating to qualifications for appointment, reappointment or investigations, disciplinary steps, hearings, and appeals are contained in the Rules & Regulations. The Rules & Regulations may be amended or repealed as provided in these Bylaws.

### SECTION 4

### RESPONSIBILITIES AND PREROGATIVES OF PROFESSIONAL STAFF MEMBERSHIP

The MEC shall adopt Rules & Regulations regarding the responsibilities and prerogatives of Professional Staff membership.

## **ARTICLE III. CLINICAL PRIVILEGES**

### SECTION 1

### DELINEATION OF PRIVILEGES

Except as provided in the Rules & Regulations, every Practitioner practicing at the Hospital shall be entitled to exercise only those clinical privileges specifically granted by the Board. All requests for clinical privileges shall be processed as provided in the Rules & Regulations.

### SECTION 2

### EMERGENCY PRIVILEGES

In the case of emergency, any Member or any person who has clinical privileges, to the degree permitted by the person's license and regardless of Committee affiliation, specialty staff status or clinical privileges, shall be permitted and expected to do everything possible to save the life of a patient or to save the patient from serious harm, using every facility of the Hospital necessary, including the calling for any consultation necessary or desirable.

### SECTION 3

### PRIVILEGES OF EMPLOYED OR CONTRACT PRACTITIONERS

3.1 A Practitioner employed by the Hospital, or providing services pursuant to a contract with the Hospital, in a purely administrative capacity with no clinical duties need not be a Member of the Professional Staff.

3.2 A Practitioner A Practitioner employed by the Hospital, or providing services pursuant to a contract with the Hospital, either full-time or part-time, whose duties include clinical responsibilities or the supervision of the clinical practice of Professional Staff Members,



must be a Member of the Professional Staff. A Practitioner who is or who will be providing professional services pursuant to a contract or to employment must meet appropriate appointment qualifications, must be evaluated for appointment, reappointment and clinical privileges in the same manner, and must fulfill all of the obligations of the practitioner's category in the same manner as any other applicant or Member.

#### **ARTICLE IV. CORRECTIVE ACTION AND SUMMARY SUSPENSION**

4.1 The Board, the Administrator, or any Member may make a complaint and request corrective action be taken against any Member whose conduct or activities are considered by the person making the complaint to be below or substantially different from the standards of the Professional Staff, or disruptive of the operations of the Hospital. The complaint or request shall be in writing and shall specify the concerns, activities or conduct that constitutes the grounds for requesting corrective action. Such request will trigger a review, an investigation and, if appropriate, corrective action. Misrepresentation of information on an application for or reappointment of Professional Staff membership if discovered after the person has become a Member, could also be grounds for corrective action.

4.2 Any two of the following: the president of the Professional Staff, a chairperson of a Committee, or the Administrator, shall have authority, whenever it is considered that action must be taken immediately in the interest of patient care at the hospital, to summarily suspend all or any portion of the clinical privileges of a Member, and such summary suspension shall become effective immediately upon imposition. Notice thereof shall promptly be forwarded to the MEC, to the Administrator, and by certified mail, return receipt requested, to the Member. Procedures that implement more specifically the general principles found in these bylaws regarding corrective action and summary suspension are found in the Rules and Regulations.

#### **ARTICLE V. FAIR HEARING PLAN**

The MEC shall adopt procedures necessary to implement more specifically the general principles found within these Bylaws, the bylaws of The Board, and applicable laws regarding hearings and contested matters. These procedures are entitled the Fair Hearing Plan. An applicant for or a Member of the Professional Staff who is the subject of an adverse recommendation of the MEC or adverse action of the Board, as defined in these bylaws, is entitled to a hearing and to appellate review as provided in the Fair Hearing Plan. The Fair Hearing Plan shall be set forth in the Rules and Regulations and incorporated into these Bylaws. The Fair Hearing Plan may be amended or repealed as provided in these Bylaws.

## **ARTICLE VI. OFFICERS**

### **SECTION 1            OFFICERS OF THE PROFESSIONAL STAFF - IDENTIFICATION**

The officers of the Professional Staff will be the Chief of Staff, Vice Chief of Staff and Secretary-Treasurer.

### **SECTION 2            QUALIFICATIONS**

Officers must be Members of the Active Professional Staff at the time of their nomination and election, and must remain such Members in good standing during their terms of office. Failure to maintain such status shall immediately create a vacancy in the office involved. Candidates for office will have demonstrated executive and administrative ability through experience and prior constructive participation in Professional Staff activities and be recognized by their peers for their clinical competence and leadership skills.

### **SECTION 3            ELECTIONS**

3.1     Nominations for officers will be accepted from the floor at the Annual Meeting.

3.2     Officers, will be elected at the Annual Meeting of the Professional Staff and approved by The Board, which approval will not be unreasonably withheld.

3.3     Only Members of the Active Staff are eligible to vote. Election of officers will be completed by majority present. Election for Chief of Staff will be held first and the Chief of Staff announced. Nominees for Chief of Staff not elected may run for Vice Chief of Staff and Secretary-Treasurer if so desired. In the second election the nominee receiving the greatest number of votes will be the Vice Chief of Staff and the nominee with the second highest number of votes will be the Secretary-Treasurer. A tie may be resolved by another vote or, if persistent, a coin toss.

### **SECTION 4            TERM OF ELECTED OFFICE**

Each officer will serve a one (1) year term, commencing on the first day of the month following his or her election. Each officer will serve in each office until the end of his or her term, or until a successor is elected, unless he or she resigns or is removed from office.

### **SECTION 5            REMOVAL OF OFFICERS**

Removal of an officer may be initiated by a majority vote of the Medical Executive Committee, by The Board, or by a petition signed by two members of the Active Staff. Removal will be considered at a special meeting of the Professional Staff called for that purpose. Removal will require a two-thirds vote of the Professional Staff Members eligible to vote for Professional Staff officers who actually cast votes at the special meeting in person or by absentee ballot. If due to composition of the Professional Staff, a two-thirds vote is not possible, the final decision will be

made through mediation. Removal may be based only upon failure to perform the duties of the position held as described in these Bylaws.

## SECTION 6                      VACANCIES IN ELECTED OFFICE

Vacancies in office may occur upon the death or disability, resignation, or removal of the officer, or such officer's loss of membership on the Professional Staff. Vacancies, other than that of Chief of Staff, will be filled by appointment by the Medical Executive Committee until the next Annual Meeting. If there is a vacancy in the office of Chief of Staff, the then Vice Chief of Staff will serve out that remaining term. Notwithstanding the provisions above, in the event a vacancy is created by removal of a Professional Staff officer, the Medical Executive Committee may, in its discretion, choose to leave the office vacant on an interim basis and by resolution require the holding of an election to fill the vacancy.

## SECTION 7                      DUTIES OF OFFICERS - CHIEF OF STAFF

The Chief of Staff will serve as the chief officer of the Professional Staff. The duties of the Chief of Staff will include, but not be limited to:

- a.        Enforcing the Bylaws, Rules and Regulations of the Professional Staff, and Policies of the Hospital, implementing sanctions where indicated, and promoting compliance with procedural safeguards where disciplinary action has been requested or initiated.
- b.        Calling, presiding at, and being responsible for the agenda of all Professional Staff meetings.
- c.        Serving as chairman of the Medical Executive Committee.
- d.        Serving as or designating an ex officio member of all other Professional Staff committees. As an ex officio member of such committees, the Chief of Staff will have no vote, unless his or her vote in a particular committee is otherwise required by these Bylaws.
- e.        Interacting with the Administrator and The Board in all matters of mutual concern within the Hospital.
- f.        Appointing, in consultation with the Medical Executive Committee, committee members for all standing and special Professional Staff liaison or multi-disciplinary committees, except where otherwise provided by these Bylaws and, except where otherwise indicated, designating the chairman of these committees.
- g.        Representing the views, policies, needs and grievances to the Administrator, and if necessary the Board.

- h. Being a spokesperson for the Professional Staff in professional and public relations situations.
- i. Performing such other functions as may be assigned by these Bylaws, the Professional Staff or the Medical Executive Committee.
- j. Serving on liaison committees with the Providence Valdez Health Advisory Counsel and Administration, as well as outside licensing or accreditation agencies.
- k. Receive and interpret the Rules and Regulations and requests of The Board to the Professional Staff and report to The Board on the performance and maintenance of quality with respect to the Professional Staff's delegated responsibility to provide medical care.

## SECTION 8                      VICE CHIEF OF STAFF

The Vice Chief of Staff will assume all duties and authority of the Chief of Staff in the absence of the Chief of Staff. The Vice Chief of Staff will be a member of the Medical Executive Committee of the Professional Staff and will perform such other duties as the Chief of Staff may assign or as may be delegated by these Professional Staff Bylaws or by the Medical Executive Committee.

## SECTION 9                      SECRETARY-TREASURER

The Secretary-Treasurer will be a member of the Medical Executive Committee. The duties of the Secretary-Treasurer will include, but not be limited to:

- a. Maintaining, or causing to be maintained, a roster of Members,
- b. Keeping, or causing to be kept, accurate and complete minutes of all Medical Executive Committee and Professional Staff meetings,
- c. Calling, or causing to be called, meetings on the order of the Chief of Staff or Medical Executive Committee,
- d. Attending to all appropriate correspondence and notices on behalf of the Professional Staff,
- e. Receiving and safeguarding all funds of the Professional Staff if applicable,
- f. Excusing absences from meetings on behalf of the Medical Executive Committee,
- g. Performing such other duties as ordinarily pertains to the office or as may be assigned from time to time by the Chief of Staff or Medical Executive Committee.

## **ARTICLE VII. COMMITTEES**

### **SECTION 1            NAMES OF COMMITTEES**

The committees of the Professional Staff shall be:

- a.        Executive Committee and Bylaws Committee; and
- b.        Other Professional Staff committees set forth in the Professional Staff Rules & Regulations;
- c.        Special Committees that may be created by the MEC.

### **SECTION 2            EXECUTIVE AND BYLAWS COMMITTEE**

2.1        Composition: Three Professional Staff Officers, past Chief of Staff, and Administrator/or designee.

2.2        Meeting Frequency: Not less than nine (9) times per year, unless changed by the MEC.

2.3        The duties of this committee shall be:

- a. Present and act on behalf of the Professional Staff, in accordance with the duties and powers granted by the Professional Staff and these Bylaws.
- b. To receive and act upon all committee reports.
- c. To review Policies applicable to the Professional Staff.
- d. To provide liaison between Professional Staff, Administration, and The Board.
- e. To recommend action to Administration on matters of a medical-administrative nature, and to advise concerning implementation of new departments, services, and other medical-administrative matters.
- f. To make recommendations on Hospital management matters (for example, long range planning) to The Board through Administration.
- g. Participate in strategic planning for the Hospital and community in conjunction with the Administration and The Board.
- h. To fulfill the Professional Staff's accountability to The Board for the medical care rendered to all patients in the hospital.
- i. To provide direction for the preparation of all meeting programs either directly or through delegation to a program committee or suitable agent.

- j. To review the credentials of all new applicants and to make recommendations for Professional Staff membership & delineation of clinical privileges to The Board.
- k. To review periodically all information available regarding the performance and clinical competence of Professional Staff members. As a result of such review, make recommendations for reappointments to The Board and renewal or changes in clinical privileges.
- l. To participate in, or be informed of, all performance improvement initiatives at Hospital.
- m. To be involved in issues of Professional Staff terminations and fair hearing processes as noted in the Rules and Regulations.
- n. To take all reasonable steps to assure professionally ethical conduct and competent clinical performance on the part of all members of the Professional Staff, including the initiation of and/or participation in Professional Staff corrective action or review measures when warranted; and participate as required by these Bylaws and the fair hearing plan in peer review proceedings.
- o. To review and act upon all appointments to committees made by the Chief of Professional Staff.
- p. To review these Bylaws and Rules and Regulations annually, and make recommendations for revisions to the Professional Staff. It shall act upon proposals for revisions that may originate from the Professional Staff or Committees and make recommendations to the full Professional Staff for action.
- q. Assure minutes of each meeting shall be kept and forwarded for report at each Professional Staff meeting.

### SECTION 3                      OTHER COMMITTEES

A description of other Professional Staff committees that perform systematic monitoring and quality improvement activities and other review functions shall be set forth in the Rules & Regulations. It shall be a function of the Professional Staff to review the following:

- a. Quality and appropriateness of the diagnosis and treatment of patients;
- b. Use of medications;
- c. Use of blood and blood components;
- d. Operative and other procedure(s);
- e. Appropriateness of clinical practice patterns; and
- f. Infection control

Other committee functions and responsibilities are delineated in the Rules and Regulations.

## **ARTICLE VIII. MEETINGS**

### **SECTION 1**            **ANNUAL MEETING**

There will be an Annual Meeting of the Professional Staff. The date, time and place of the Annual Meeting will be determined by the Chief of Staff. The Chief of Staff, or such other officers, or committee chairmen or chairwomen that the Chief of Staff or Medical Executive Committee may designate, will present reports on actions taken during the preceding year and on other matters of interest and importance to the Members. Notice, including by email, of this meeting will be given to the Members at least twenty (20) days prior to the meeting.

### **SECTION 2**            **REGULAR MEETINGS**

Regular meetings of the Members will be held at least quarterly, except that the Annual Meeting will constitute the regular meeting during the quarter in which it occurs. The date, place and time of the regular meetings will be determined by the Chief of Staff, and adequate notice including by email will be given to the Members.

### **SECTION 3**            **SPECIAL MEETINGS**

Special meetings of the Professional Staff may be called at any time by the Chief of Staff, the Medical Executive Committee, The Board, or will be called upon by written request of twenty-five percent (25%) of the Members of the Active Professional Staff, provided this number is not less than two Members. The person calling or requesting the special meeting will state the purpose of such meeting in writing. The meeting will be scheduled by the Medical Executive Committee within twenty (20) days after receipt of such request. No later than ten (10) days prior to the meeting, notice will be mailed or delivered to the Members of the Professional Staff which includes the stated purpose of the meeting. No business will be transacted at any special meeting except that stated in the notice calling the meeting.

### **SECTION 4**            **COMMITTEE MEETINGS - REGULAR MEETINGS**

Except as otherwise specified in these Bylaws, the chairmen or chairwomen of committees may establish the times for the holding of regular meetings. The chairmen will make every reasonable effort to ensure the meeting dates are disseminated to the Members with adequate notice. Standing Committees will meet at least quarterly or as the chair of the committee deems appropriate.

### **SECTION 5**            **SPECIAL MEETINGS**

A special meeting of any Professional Staff committee may be called by the chairman thereof, the Medical Executive Committee, The Board or the Chief of Staff, or written request of one-third of the current Members thereof eligible to vote.

#### SECTION 6                      NOTICE

Written notice stating the agenda, place, day, and hour of any general staff meeting or committee meeting conspicuously posted, or delivered personally, by facsimile, by mail, or by email to each person entitled to be present not less than four business days and not more than twenty calendar days before the date of such meeting.

#### SECTION 7                      QUORUM

There shall be no minimum number of Active Staff members to constitute a quorum at a properly called meeting. The presence of two thirds (2/3) of the Active Staff at any general staff meeting shall constitute a "special quorum" which is required for removal of officers.

#### SECTION 8                      MANNER OF ACTION

Except as otherwise specified, the action of a majority of the members present and voting at a meeting will be the action of the group. Committee action may be conducted by telephone conference which will be deemed to constitute a meeting. Valid action may be taken without a meeting by a committee, if it is acknowledged by a writing setting forth the action so taken which is signed by all of the members entitled to vote. This method should be undertaken only as an exception and the action must be ratified at the next meeting.

#### SECTION 9                      MINUTES

Except as otherwise specified herein, minutes of meetings will be prepared and retained. They will include, at a minimum, a record of the attendance of members and the votes taken on significant matters. A copy of the minutes will be signed by the presiding officer of the meeting and retained.

#### SECTION 10                      REGULAR ATTENDANCE

Except as stated below, each Member of the Active Staff, and all provisional Members of the Active Staff during the term of appointment who are entitled to attend meetings will be required during each calendar year to attend:

- a.        The Annual Meeting of the Professional Staff.
- b.        Unless otherwise excused by the Medical Executive Committee, subject to the requirement of attending the Annual Meeting of the Professional Staff, at least seventy-five percent (75%) of the total of all duly convened regular meetings of the Professional Staff (the Annual Meeting is a regular meeting).



c. At least seventy-five percent (75%) of all duly convened meetings of committees and clinical services to which he or she has been elected, appointed, or assigned and in which he or she is a voting member.

d. It will be the responsibility of the Practitioner to satisfactorily document compliance with these requirements.

Each Member of the Consulting or Courtesy Staff and all provisional Members of the Courtesy or Consulting Staff will be required to attend such other meetings as may be reasonably determined by the Medical Executive Committee.

#### SECTION 11            ABSENCE FROM MEETINGS

Any Member who is compelled to be absent from any Professional Staff or committee meeting will promptly provide to the regular presiding officer thereof the reason for such absence. Unless excused for good cause by the presiding officer of the committee or the Secretary- Treasurer for Professional Staff meetings, failure to meet the attendance requirements may be grounds for removal from such committee or for disciplinary action (unless otherwise excused by the Medical Executive Committee)

#### SECTION 12            SPECIAL ATTENDANCE

At the discretion of the chairman or presiding officer, when a Member's practice or conduct is scheduled for discussion at a regular or special committee meeting, the Member may be requested to attend. If a suspected deviation from standard clinical practice is involved, a notice will be given at least ten (10) days prior to the meeting and will include the time and place of the meeting and a general indication of the issue involved. Failure of a Member to appear at any meeting with respect to which he or she was given such notice, unless excused by the Medical Executive Committee upon a showing of good cause, will be a basis for disciplinary action.

#### SECTION 13            CONDUCT OF MEETINGS

Business at meetings will be conducted informally. However in the event of conflicts the latest edition of Robert's Rules of Order shall control. Technical or non-substantive departures from such rules will not invalidate action taken at such a meeting.

#### SECTION 14            CONFIDENTIALITY

The discussions, actions, minutes and records of the Professional Staff and its committees are strictly confidential and will not be disclosed to individuals or groups within or outside of the Hospital or its Board, except as is required by law, these Bylaws, as designated by the Professional Staff or by the Hospital or its Board, or by their Bylaws. Failure to maintain this confidentiality may subject a Member of the Professional Staff to disciplinary action under these Bylaws.

## **ARTICLE IX. GENERAL PROVISIONS ON GOVERNANCE**

### **SECTION 1                      RULES AND REGULATIONS**

The Medical Executive Committee will initiate and adopt such Rules and Regulations as it may deem necessary for the proper conduct of the Professional Staff and will periodically (at least every two (2) years) review and revise these Rules and Regulations to comply with current Professional Staff practice. Following adoption, such Rules and Regulations will become effective with the approval of The Board and will have the same force and effect as these Bylaws. Applicants and Members of the Professional Staff will be governed by such Rules and Regulations as are properly initiated and adopted.

The mechanism described herein will be the sole method for the initiation, adoption, amendment, or repeal of the Professional Staff Rules and Regulations. These Bylaws and Rules and Regulations shall include without limitation:

- a.        The credentialing, privileging, appointment and fair hearing and other appellate review for Professional Staff members and other individuals holding clinical privileges; and
- b.        Mechanisms for corrective action including mechanisms and procedures for automatic and summary suspension of an individual's Professional Staff membership or clinical privileges.
- c.        Requirements for patient care including a medical history and physical examination be completed and documented for each patient no more than 30 days before or 24 hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services. An updated examination of the patient, including any changes in the patient's condition, be completed and documented within 24 hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services, when the medical history and physical examination are completed within 30 days before admission or registration.
- d.        Informed consents will be obtained on any procedure performed in the Operating Room, Procedure Room or any invasive procedure, except when obtaining the consent would increase the risk of mortality or morbidity.

### **SECTION 2                      DUES OR ASSESSMENTS**

The Medical Executive Committee will have the power to recommend the amount of annual dues or assessments, if any, for each category of Professional Staff membership, subject to the approval of The Board, and to determine, in all cases, the manner of expenditure or distribution of such funds received.

### SECTION 3

### CONSTRUCTION OF TERMS AND HEADINGS

The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope of or affect any of the substantive provisions of these Bylaws. These Bylaws apply with equal force to both sexes wherever a gender term is used.

### SECTION 4

### AUTHORITY TO ACT & IMMUNITY

Any Member or Members who act in the name of this Professional Staff or the Hospital without proper authority will be subject to such disciplinary action as The Board deems appropriate or as determined by the Medical Executive Committee with the approval of The Board.

No representative of the Hospital or Professional Staff shall be liable for damages or other relief for any action, statement or recommendation made within the scope of the person's duties as a representative, if such representative acts in good faith, makes a reasonable effort to ascertain the truthfulness of the facts, and reasonably believes that the action, statement, or recommendation is warranted by such facts.

### SECTION 5

### NOTICES

Except where specific notice provisions are otherwise provided in these Bylaws, any and all notices, demands, requests required or permitted to be mailed will be in writing properly sealed, and will be sent through United States Postal Service, first class postage prepaid. An alternative delivery mechanism may be used if it is reliable, is as expeditious, and if evidence of its use is obtained. Notice to the Professional Staff or officers or committees thereof, will be addressed as follows:

Name and proper title of addressee, if known or applicable  
Name of officer or committee  
c/o Administrator  
Providence Valdez Medical Center  
911 Meals Avenue  
P.O. Box 550  
Valdez, Alaska 99686

Mailed notices to a Member, Applicant or other party, will be to the addressee at the address as it last appears in the official records of the Professional Staff or the Hospital.

### SECTION 6

### AMENDMENTS

6.1 Upon the request of the Chief of Staff, the Medical Executive Committee, The Board, or upon timely written petition signed by at least twenty-five percent (25%) of the Members of the Active Professional Staff in good standing who are entitled to vote (provided this number is not less than two Members), consideration will be given to the amendment or

repeal of these Bylaws or the Rules and Regulations. Such action will be taken at a regular or special meeting provided prior written notice of the proposed change was sent to all Members before the regular or special meeting of the Professional Staff at which action is to be taken, which notice will include the exact wording of the proposed change(s). Notwithstanding, the foregoing, when a Professional Staff Bylaws change is clearly mandated by law or regulation, the Chief of Staff will promptly call a special meeting of the MEC, to consider the proposed changes and the proposed changes will be included in the meeting notice sent to each Member. Nothing contained herein will supersede the general authority of the Hospital as set forth in its corporate Bylaws or applicable common law or statutes.

6.2 Changes will require an affirmative vote of 2/3's majority of the Active Staff in attendance at a meeting properly called for this purpose.

6.3 Bylaws changes recommended by the Professional Staff will become effective following approval by the The Board.

6.4 New bylaws or any amendments to these Bylaws, shall become effective only upon approval by The Board. No revision of these Bylaws shall conflict with policies set forth by The Board. Neither body may unilaterally amend these Bylaws, which includes the Rules and Regulations and the Fair Hearing Plan.

## SECTION 7                      ADMINISTRATIVE AMENDMENTS

7.1 The Professional Staff services department shall be allowed to make simple edits and simple revisions to these Bylaws (including Rules & Regulations) without changing the meaning of any part of the Bylaws in the following manner:

- a. Renumber sections, parts of sections, articles, chapters, and titles;
- b. Modify the wording of section or subsection titles, or delete subsection titles;
- c. Change capitalization for the purpose of uniformity;
- d. Substitute the proper calendar date for "effective date of this Act," "date of passage of this Act," and other phrases of similar import;
- e. Correct manifest errors that are clerical, typographical, or errors in spelling, or errors by way of additions or omissions;
- f. Correct personnel titles, as positions change or emerge;
- g. Rearrange sections, combine sections or parts of sections with other sections or parts of sections, divide long sections into two or more sections, and rearrange the order of sections to conform to a logical arrangement of subject matter as may most generally be followed in the bylaws.

- h. Shall edit and revise the bylaws as they are acted upon by the Professional Staff, without changing the meaning of any bylaw, so as to avoid the use of pronouns denoting masculine or feminine gender.

## **ARTICLE X. ORGANIZED HEALTHCARE ARRANGEMENT**

### **SECTION 1**

1.1 The Hospital as a part of the Alaska Region (Providence Health & Services, Alaska Region), and the Professional Staff members have established an Organized Health Care Arrangement under 45 CFR 164.501 with Providence Health & Services Alaska ("Providence OHCA"). Included in the OHCA are all Providence Health & Services Alaska facilities, services and programs, the Providence employees and Practitioners and other clinicians who are members of the Professional Staff and/or who otherwise have Professional Staff privileges at Providence Valdez Medical Center and other Providence facilities, services or programs. Under the Providence OHCA, all of the members, including members of the Professional Staff, may rely on a Joint Notice of Privacy Practice and Acknowledgment. Further, members of the Providence OHCA may use and disclose protected health information in the conduct of their joint operations and joint activities, all in a manner consistent with the requirements of HIPAA.

1.2 **Notice of Privacy Practices.** Each member of the Professional Staff shall be required to use and conform to the terms of the Joint Notice of Privacy Practice developed and used by the Hospital with respect to protected health information created or received as part of each Professional Staff member's participation in the Providence OHCA and to comply with all applicable Hospital and Health Insurance Portability Accountability Act of 1996, as amended, ("HIPAA") requirements, policies and procedures relating to the confidentiality of protected health information.

1.3 Each Professional Staff member is responsible for their own compliance with applicable state and federal laws relating to protected health information. The establishment of the Providence OHCA shall not in any way create additional liabilities by or among the members of the Providence OHCA or cause one or more Providence OHCA members to assume responsibilities for the acts or omissions of any other member of the Providence OHCA and each member of the Providence OHCA shall be individually responsible for their own acts or omissions with respect to compliance with HIPAA requirements.

1.4 The Medical Executive Committee may establish from time to time such additional rules and requirements to assure conformity with the above requirements, including requiring each Professional Staff member at the time of their initial appointment and any subsequent reappointment to, sign and acknowledge their individual responsibilities with respect to the above requirements.

SECTION 2

ADOPTION

These Bylaws, together with the appended Rules and Regulations, have been adopted by the Active Professional Staff following recommendation of the Medical Executive Committee. Upon approval by The Board, these Bylaws shall become effective and shall replace any previous Bylaws of the Professional Staff.

Adopted by the Professional Staff on:

11/14/11

Chief of Staff

John C. Lewis

Secretary/Treasurer

Kathleen D. Todd MD

Approved by The Board on:

11/29/11

Chair, PH&SA Board

David M. Hough