

MEDICAL AND DENTAL STAFF BYLAWS
OF
JERSEY SHORE UNIVERSITY MEDICAL CENTER
A DIVISION OF
HMH HOSPITALS CORPORATION

March 12, 2019

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ARTICLE I

NAME AND DEFINITION

1.1 NAME. The name of this Medical and Dental Staff shall be the Medical and Dental Staff of the Jersey Shore University Medical Center Division of HMH Hospitals Corporation.

1.2 DEFINITIONS.

1.2.1 General. Words used in these Bylaws shall be read as if stated in the masculine or feminine gender or in the singular or plural number, as the context or circumstances may require. Titles and headings are for ease of reference and shall not be interpreted as limiting or modifying the accompanying text.

1.2.2 Ex-officio service. Unless otherwise provided, service in a position or as a member of a group or body by virtue of office or other position held (i.e. ex-officio) shall continue for the term of such office or other position held and shall include such voting and other rights, privileges and responsibilities as are conferred upon the regular voting members of the group or body.

1.2.3 Particular terms. Unless otherwise provided or required by the context or circumstances, the following definitions shall apply:

(a) **ACADEMIC DIVISION** means that as of April 1, 2018, Jersey Shore University Medical Center and Hackensack University Medical Center are Academic Divisions. Academic Divisions shall be those Divisions approved by the Board of Trustees, the Division's Medical Executive Committee, and at least 66% of the Division's Medical and Dental Staff.

(b) **ALLIED HEALTH PROFESSIONAL** means an individual other than a licensed Physician, Dentist, or Podiatrist whose patient care activities require that his/her authority to perform specified patient care services be processed through the usual Medical and Dental Staff channels. This definition includes psychologists, advanced practice nurses, registered nurse first assistants, physician assistants and certified nurse midwives, who are not members of the Medical and Dental Staff.

(c) **BOARD OF TRUSTEES** or **BOARD** means the Board of Trustees of HMH Hospitals Corporation.

(d) **CHAIR** means the head of a Department, unless otherwise indicated.

(e) **CLINICAL DIVISIONS** shall have the meaning set forth in ARTICLE XI.

(f) **CLINICAL PRIVILEGES** or **PRIVILEGES** means the permission granted to a Practitioner to render specific diagnostic, therapeutic, medical, dental or surgical services. In the context of a Allied Health Professional, it means permission granted to perform specified services for which the Allied Health Professional has been granted credentials by the Board.

(g) **CONTRACTED SERVICE** means clinical service, such as anesthesiology, emergency, pathology, radiology departments, with which the Division elects to contract on an exclusive basis.

(h) **DENTIST** means a person holding the degree of D.D.S. or D.M.D. from an approved dental school.

(i) **DIVISION** means the Jersey Shore University Medical Center, a Division of HMH Hospitals Corporation. **DIVISIONS** refer to Bayshore Medical Center, Hackensack University Medical Center, Palisades Medical Center, Jersey Shore University Medical Center, Ocean Medical Center, Raritan Bay Medical Center, Riverview Medical Center and Southern Ocean Medical Center collectively, and such future Divisions that become part of the Hospitals Corp.

(j) **HEALTH SYSTEM** means Hackensack Meridian Health, Inc.

(k) **HOSPITALS CORP.** means HMH Hospitals Corporation, including its Divisions, and any future Divisions that become part of Hospitals Corp.

(l) **MEDICAL COUNCIL** means the Committee of the Board of Trustees that is responsible for, among other things, reviewing and making recommendations to the Board on amendments to the Medical and Dental Staff Bylaws, Rules and Regulations, coordinating the provision of high-quality and consistent medical care, clinical priorities, and plans throughout the Health System, and resolving grievances as set forth in these Bylaws.

(m) **MEDICAL EXECUTIVE COMMITTEE** means the Committee of the Division that is responsible for overall governance of the organized Medical and Dental Staff, and shall have the duties and responsibilities as set forth in these Bylaws.

(n) **MEDICAL AND DENTAL STAFF** or **STAFF** means the formal organization of the organized Medical and Dental Staff.

(o) **MEDICAL AND DENTAL STAFF PRESIDENT** means the President of the Medical and Dental Staff of the Division.

(p) **MEDICAL AND DENTAL STAFF YEAR** or **YEAR** means the calendar year, i.e. from January 1st to December 31st.

(q) **MEMBER** means any appropriately licensed Physician, Dentist, or Podiatrist who is privileged to provide care to patients in the Division or who is a member without privileges.

(r) **PARTICIPATION** means active involvement that may require physical presence but does allow for virtual electronic “real time” involvement.

(s) **PHYSICIAN** means a person holding the degree of M.D. or D.O. from an approved medical or osteopathic school.

(t) **PODIATRIST** means a person holding the degree of D.P.M. from an approved podiatric school.

(u) **PRACTITIONER** means any appropriately licensed Physician, Dentist, or Podiatrist applying for or exercising Clinical Privileges in the Division.

(v) **PREROGATIVE** means a right granted, by virtue of Medical and Dental Staff category, to a Medical and Dental Staff Member or Affiliate.

(w) **PRESIDENT** means the President of the Division or his/her duly appointed designee.

(x) **PROCTORING** means an objective evaluation of a Member's or Allied Health Professional's actual competence by a monitor or proctor who acts on behalf of the organized Medical and Dental Staff and is responsible to the organized Medical and Dental Staff and is not in any way a restriction of Clinical Privileges.

(y) **SECTIONS** shall have the meaning set forth in ARTICLE XI.

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

ARTICLE II

PURPOSES AND RESPONSIBILITIES

2.1 PURPOSES. The purposes of the organized Medical and Dental Staff shall be to:

(a) Provide the formal organizational structure through which the benefits of Medical and Dental Staff membership may be obtained and the obligations of Medical and Dental Staff membership may be fulfilled by individual Practitioners and Allied Health Professionals.

(b) Serve as the primary means for accountability to the Board of Trustees for the quality of the medical care, treatment and services provided to patients in the Division and the appropriateness of the professional performance and ethical conduct of its Members.

(c) Strive towards assuring that patient care in the Division is consistently: (i) aligned with the Institute of Medicine's six domains of health care quality: safe, effective, patient-centered, timely, efficient and equitable; and (ii) maintained at the level of quality, efficiency, and uniformity achievable by the medical and health sciences and the resources available, and create a uniform standard of quality patient care, treatment and services.

(d) Provide oversight of the quality of care, treatment and services provided by the Medical and Dental Staff and Allied Health Professionals.

(e) Provide a means through which its Members may participate in the Division's policy-making and planning process.

2.2 RESPONSIBILITIES. The responsibilities of the organized Medical and Dental Staff shall be to implement and conduct specific activities to supervise the quality and efficiency of patient care provided by all Practitioners and Allied Health Professionals authorized to practice in the Division through the following measures:

(a) Conduct, coordinate and review quality improvement and other patient care monitoring activities.

(b) Conduct, coordinate, review and/or oversee resource management to allocate inpatient medical and health services based upon patient-specific determinations of individual medical needs.

(c) Develop and implement clinical protocols and outcome analysis.

(d) Conduct, coordinate and review credentials and make recommendations regarding Medical and Dental Staff membership and the granting of delineated Clinical Privileges.

(e) Monitor and evaluate care provided in and develop clinical policy for special care areas.

(f) Provide and prioritize continuing education opportunities responsive to the findings derived from quality improvement activities, new developments and other perceived needs. Such continuing education opportunities shall relate, at least in part, to the type and nature of care, treatment and services provided by the Division.

(g) Review the completeness, timeliness and clinical pertinence of patient medical and related records.

(h) Develop and maintain surveillance over drug utilization policies and practices.

(i) Assist in the prevention, investigation and control of hospital-acquired infections and monitor the Division's infection control program.

(j) Assist Division and/or Hospitals Corp. administration in the provision of services required to meet the health needs of the community.

(k) Assist Division and/or Hospitals Corp. administration in planning for surveys and inspections by hospital accreditation and licensing agencies and assist in deficiency remediation processes.

(l) Recommend to the Board of Trustees action with respect to appointments, reappointments, Medical and Dental Staff category and Department assignments, Clinical Privileges, permission to perform specified services for Allied Health Professionals and corrective action.

(m) Recommend to the Board of Trustees programs for the establishment, maintenance, continuing improvement and enforcement of professional standards in the delivery of care at the Division and/or Hospitals Corp.

(n) Account to the Board of Trustees for the quality and efficiency of patient care through regular reports and recommendations concerning the implementation, operation, and results of quality review, evaluation and monitoring activities.

(o) Initiate and pursue corrective action with respect to individual Practitioners and Allied Health Professionals, when warranted.

(p) Develop, administer, recommend amendments to and seek compliance with these Bylaws, the Rules and Regulations of the organized Medical and Dental Staff, as well as other Medical and Dental Staff, Division and/or Hospitals Corp. patient-care related policies.

(q) Exercise the authority granted by these Bylaws as necessary to adequately fulfill the foregoing responsibilities.

2.3 PARTICIPATION IN PERFORMANCE IMPROVEMENT ACTIVITIES. The Medical and Dental Staff shall participate in the following performance improvement activities:

(a) Education of patients and their families;

(b) Coordination of care, treatment and services with other Practitioners and Division personnel as relevant to the care, treatment and services of individual patients;

(c) Determination of the use of findings of the assessment process that are relevant to a Practitioner's performance in the ongoing and focused evaluation of the Practitioner's competence; and

(d) Communication of findings, conclusions, recommendations and actions to improve performance to appropriate Medical and Dental Staff members, the Medical Executive Committee and the Board.

2.4 HISTORIES AND PHYSICALS.

(a) A medical history and physical examination must be completed no more than thirty (30) calendar days before or twenty-four (24) hours after admission or registration. The medical history and physical examination must be completed and documented in Division records by a Practitioner or Allied Health Professional with appropriate privileges to do so in accordance with state law and the Division Rules and Regulations.

(b) An updated evaluation of any patient, including any changes in the patient's condition, must be completed and documented within the twenty-four (24) hours after admission or registration, prior to surgery or a procedure requiring anesthesia, when the medical history and examination was completed within thirty (30) calendar days before admission or registration. The updated evaluation of the patient, including any changes in the patient's condition, must be completed and documented in Division records by a Practitioner or Allied Health Professional in accordance with state law and the Division Rules and Regulations.

(c) The content and details associated with the complete and focused history and physical examination are set forth in the Medical and Dental Staff Rules and Regulations.

ARTICLE III

ORGANIZED MEDICAL AND DENTAL STAFF MEMBERSHIP

3.1 NATURE OF MEMBERSHIP. Membership on the organized Medical and Dental Staff is a privilege which may be extended only to professionally competent Physicians, Dentists, and Podiatrists who continuously meet the qualifications, standards and requirements set forth in these Bylaws. Appointment to and membership on the organized Medical and Dental Staff shall confer on the appointee or Member only such Clinical Privileges and prerogatives as have been granted by the Board of Trustees in accordance with these Bylaws.

3.2 BASIC QUALIFICATIONS FOR MEMBERSHIP. The organized Medical and Dental Staff shall consist of those Practitioners:

(a) who are licensed to practice in the State of New Jersey and are authorized at the federal and state levels to prescribe medications consistent with their licensure and specialty;

(b) who document their experience, background, training, demonstrated ability, current competence, availability, and physical and mental health status, with sufficient adequacy to demonstrate to the organized Medical and Dental Staff and the Board of Trustees that any patient treated by them will receive care of a professionally recognized level of quality and efficiency; and

(c) who are determined, on the basis of documented references, to adhere strictly to the ethics of their professions, to avoid conduct reflecting adversely on professional fitness, to work cooperatively and professionally with others, to follow the rules of this and other institutions or organizations with which they have been or are associated, and to fully participate in the discharge of organized Medical and Dental Staff responsibilities.

Satisfaction of these basic qualifications for membership shall not automatically constitute grounds for appointment or for the conferral of Clinical Privileges.

3.3 SPECIFIC QUALIFICATIONS FOR MEMBERSHIP. To be qualified for membership on the organized Medical and Dental Staff, each Practitioner shall:

- (a) Provide evidence of:
- i. current licensure;
 - ii. National Provider Identifier Number;
 - iii. training and/or experience in those patient care services for which Privileges are requested;
 - iv. current competence in those patient-care services;

v. current CDS and DEA registration for Physicians who will be prescribing controlled substances. The Board upon recommendation of the Medical Executive Committee may exempt certain specialties or Departments (*e.g.* pathology) from this requirement; and

vi. current enrollment as either a billing or non-billing provider in the Medicaid program, and proof of current enrollment if a participating provider in the Medicare program. This shall not be construed to have any impact on the Member's private practice.

(b) Have no health or other problems which would adversely affect the care of patients for which s/he is responsible, or his/her ability to perform the requested Clinical Privileges.

(c) Provide information related to his/her:

i. involvement in any professional liability action, including final judgments or settlements and pending actions;

ii. previously successful, unsuccessful or currently pending challenges to any state or federal licensure or registration, or the voluntary or involuntary relinquishment of such licensure or registration; and

iii. voluntary or involuntary denial or termination of organized Medical and Dental Staff membership; or voluntary or involuntary limitation, reduction, or loss of Clinical Privileges at another hospital.

(d) Be actively practicing his/her profession in the area served by the Division, or produce evidence of a firm commitment to actively practice in the area served by the Division. The exact geographic area shall be defined in the Rules and Regulations of each Department.

(e) Provide evidence of appropriate professional liability insurance in such amounts as the Medical Executive Committee recommends and the Board of Trustees approves but no less than a minimum limit of \$ 1 Million per occurrence and annual general aggregate limits of \$ 3 Million. By endorsement or otherwise, such insurance carrier must agree to give the Division at least ten (10) calendar days prior notice of any cancellation, modification, or non-renewal of the policy.

(f) Comply with Board Certification requirements as follows:

i. Applicants to the organized Medical and Dental Staff after April 1, 2018, shall either be Board Certified by a Board recognized by the American Board of Medical Specialties, by the National Board of Physicians and Surgeons, by the American Osteopathic Association, by the American Board of Oral Surgery or the American Podiatric Medical Association, as applicable, in their primary area of training, and as otherwise required in the organized Medical and Dental Staff or Department Rules and Regulations, or shall become Board Certified within five (5) years of completion of residency and fellowship (if fellowship training is applicable) in their primary area of training, and as otherwise required in the organized Medical and Dental Staff or Department Rules and Regulations. The foregoing five (5) year time period

shall be extended by the amount of time that an applicant is in the active military service or temporarily disabled and as a result unable to meet the requirement to become Board Certified.

ii. Notwithstanding the five (5) year time period set forth in subsection (i) above, the Board of Trustees may extend the time period to obtain board certification for a Member seeking reappointment in certain individual cases upon recommendation of the Credentials Committee and Medical Executive Committee if such extension would be in the best interest of patients and the Division. The following criteria, as amended by the Board, from time to time, will be considered in reviewing any such extension: (i) the clinical needs of the Division and community; (ii) the availability of physicians in the applicable specialty; (iii) the Member's history of community service; and (iv) the Member's documented clinical competency based upon performance.

iii. A Member of the organized Medical and Dental Staff who fails to become Board Certified as provided above will no longer be eligible for membership on the organized Medical and Dental Staff and such Member's appointment to the organized Medical and Dental Staff shall be considered voluntarily surrendered.

iv. Members admitted to the organized Medical and Dental Staff prior to April 1, 2018 shall be subject to the terms and conditions relating to Board Certification that were in effect at the time of their admission to the Medical and Dental Staff. Members of the organized Medical and Dental Staff of a Division that becomes part of Hospitals Corp. after April 1, 2018 shall be subject to the terms and conditions relating to Board Certification for that new Division that were in effect prior to the effective date of the new Division becoming part of Hospitals Corp. A Member of the Medical and Dental Staff of one Division must meet the current Board Certification requirements in effect at another Division in order to join the Medical and Dental Staff of that Division.

v. The Board of Trustees may grant exceptions to the Board Certification requirements based on: (i) the clinical needs of the Division and community; (ii) the availability of physicians in the applicable specialty; (iii) the Member's history of community service; (iv) the Member's documented clinical competency based upon performance; or (v) Board Certification by a foreign equivalent board, upon the recommendation of the Department Chair or the Chief Medical Officer to the Medical Executive Committee, who will make the final recommendation to the Board of Trustees.

3.4 MEMBERSHIP CONSIDERATIONS. Organized Medical and Dental Staff membership shall also be based on the following considerations:

(a) The ability of the Division to provide adequate facilities and supportive services for the applicant and his/her patients;

(b) Peer recommendation obtained in accordance with Section 8.2.3; and

(c) Information concerning the applicant's adherence to ethical and professional standards, character and reputation.

3.5 EFFECT OF OTHER AFFILIATIONS. No individual is automatically entitled to membership on the organized Medical and Dental Staff or to exercise particular Clinical Privileges merely because s/he is licensed to practice in New Jersey or any other state, is a member of any professional organization, is certified by any clinical board, or has had organized Medical and Dental Staff membership or Privileges at this or any other health care facility or other practice setting.

3.6 NONDISCRIMINATION.

(a) Medical and Dental Staff membership or particular Clinical Privileges shall not be granted or denied on the basis of sex, race, creed, color, sexual orientation, national origin, or other legally-prohibited factor.

(b) Managed care contract participation (or lack thereof) shall not be considered as a qualification or disqualification for Medical and Dental Staff membership. A Member's status as a nonparticipating provider in a managed care plan shall not relieve the Member from providing emergency care or from fulfilling other Medical and Dental Staff requirements for these patients.

3.7 EMPLOYMENT OR CONTRACT STATUS. Notwithstanding employment by the Division or by a person or entity under contract to it, a Practitioner responsible for direct patient care or otherwise having clinical duties must obtain a Medical and Dental Staff appointment and appropriate Clinical Privileges, under the standards and procedures provided in these Bylaws.

3.8 BASIC RESPONSIBILITIES OF MEMBERSHIP. Each Member of the Medical and Dental Staff shall:

(a) Provide his/her patients with care of the generally recognized level of professional quality and efficiency of the Health System.

(b) Abide by these Bylaws and the Rules and Regulations of the Medical and Dental Staff, the rules and policies of the Departments, Sections, and Clinical Divisions in which s/he is a member or has Clinical Privileges, and all other applicable standards, policies, and requirements of the Medical and Dental Staff and of the Division and Hospitals Corp.

(c) Discharge such Medical and Dental Staff, Department, Section, Clinical Division, committee and Division functions for which s/he is responsible by appointment, election, or otherwise.

(d) Adhere to the policy or Rules and Regulations with regard to accuracy, completeness, timeliness and legibility of the medical and other required records for all patients s/he admits or in any way provides care to in the Division.

(e) Abide by the ethical principles of the recognized professional organizations for his/her discipline and specialty (e.g., AMA, AOA).

(f) Notify the Medical and Dental Staff Office; President of the Hospital; and the Chief Medical Officer in writing of the occurrence of any of the events described in Section

7.3.2(l), 7.3.2(m) or 7.3.2(n) or Section 9.3(a) or 9.3(b) by the next business day or soon as reasonably possible.

i. Upon notification, the Medical Executive Committee and/or the Board may initiate any recommendations or actions described in these Bylaws. Failure to give notice as required herein shall be grounds for revocation of the individual's appointment and Clinical Privileges.

(g) When on assigned call, provide initial care for an appropriate course of treatment to patients referred to him/her without regard to ability to pay or source of payment.

(h) Immediately inform the Medical and Dental Staff Office in writing of any change in professional liability insurance coverage.

(i) Appear for personal interviews as requested in regard to an application for appointment, reappointment or as otherwise requested by any committee of the Medical and Dental Staff.

3.9 TERMS OF APPOINTMENT AND REAPPOINTMENT.

3.9.1 Initial and Modified Appointment. All initial appointments and modifications of appointments shall be for a provisional period of up to one year, subject to a maximum of one renewal for up to an additional twelve months. A newly-appointed Practitioner's failure to advance from provisional status by the end of the provisional period (2 years maximum) shall terminate his/her organized Medical and Dental Staff appointment and Clinical Privileges. There is no right of hearing or appeal under ARTICLE X unless the reason for failure to advance is related to an adverse event requiring mandatory reporting to the National Practitioner Data Bank or New Jersey Board of Medical Examiners.

3.9.2 Reappointment. Reappointment to the organized Medical and Dental Staff shall ordinarily be for two (2) years, but may be for a shorter period of time where deemed appropriate by the Medical Executive Committee and Board of Trustees. In connection with advancement from provisional status, the initial and/or next succeeding reappointments may be for such lesser periods as would put the Member on the regular reappointment schedule for his/her portion of the organized Medical and Dental Staff, without exceeding the two-year maximum term of reappointment.

3.10 PROVISIONAL STATUS.

3.10.1 Initial Appointments.

(a) Observation. The Chair of the Department (or designee) to which the Practitioner is provisionally assigned, and the Chair of each other Department (or designee) in which the Practitioner is provisionally granted Privileges, shall be responsible for the Proctoring of the Practitioner's performance and his/her exercise of such Privileges, in accordance with the Rules and Regulations of the Department, in order to evaluate his/her eligibility for a regular organized Medical and Dental Staff appointment and Clinical Privileges. It is the Practitioner's

responsibility to engage in sufficient clinical activity and to otherwise meet all conditions and requirements imposed in connection with his/her observation and evaluation.

(b) Advancement. An initial appointment, Privileges, and any renewal thereof shall remain provisional until the Credentials Committee reviews and recommends to the Medical Executive Committee and has received a statement from the Chair (or designee) of the Practitioner's Department that the Practitioner has shown all of the qualifications for, has discharged all of the responsibilities of, and has not exceeded or abused the Prerogatives of the organized Medical and Dental Staff category to which s/he was provisionally appointed, and that s/he has satisfactorily demonstrated his/her ability to exercise the Clinical Privileges provisionally granted to him. Such advancement shall be subject to the approval of the Medical Executive Committee and the Board of Trustees.

3.10.2 Renewal. Provisional status may be renewed once, as provided in Section 3.9.1. It is the responsibility of a Practitioner not being recommended for advancement to obtain the recommendation of his/her Department Chair for any renewal of the provisional period. Provisional status may not exceed two years from the date of initial appointment.

3.11 LEAVE OF ABSENCE.

3.11.1 Leave Status. An organized Medical and Dental Staff Member, other than a Provisional member, in good standing and whose medical records are completed may apply for a leave of absence, by submitting a written request to his/her Department Chair (or designee) who shall forward the request to the Credentials Committee with a recommendation. The Credentials Committee will forward the request to the Medical Executive Committee with its recommendation. The request shall state the expected time period for the leave, which shall not exceed one year, and the reason. If the Medical Executive Committee recommends against the leave, the Member may request an appearance before the Medical Executive Committee. Leave will be granted on a case-by-case basis, if recommended by the Department Chair (or designee) and the Medical Executive Committee and approved by the Board of Trustees. The appointment, Clinical Privileges, Prerogatives and organized Medical and Dental Staff responsibilities of a Member on leave shall be held in abeyance for the period of the leave and until actually reinstated. Upon written request of the Member, the leave of absence may be renewed for up to one additional year in accordance with the provisions of this Section.

3.11.2 Termination of Leave.

(a) Reinstatement. At least sixty (60) calendar days prior to the expiration of the leave, or at any earlier time, the organized Medical and Dental Staff Member may request reinstatement. Such request shall be made in writing to the organized Medical and Dental Staff Member's Department Chair (or designee) for transmittal to the Medical Executive Committee, and shall include a summary of the organized Medical and Dental Staff Member's relevant activities during the leave and a completed reappointment packet with all of the information required by Section 7.5.2. Such materials shall then be processed and acted upon in the same fashion as an application for initial appointment under Section 7.3 and Section 7.4. If the leave is

for medical reasons, a letter from the treating physician attesting that the member is medically capable to return to and assume staff membership and privileges will be required.

(b) Deemed Resignation. Failure, without good cause, to timely request reinstatement with all required documentation shall be deemed as the organized Medical and Dental Staff Member's voluntary resignation from the organized Medical and Dental Staff.

ARTICLE IV

CATEGORIES OF THE ORGANIZED MEDICAL AND DENTAL STAFF

4.1 CATEGORIES. The organized Medical and Dental Staff shall be divided into the Active Staff, the Consulting Staff, the Affiliate Staff, the Telemedicine Staff, the Medical Associate Staff, the Regional Staff, the Emeritus Staff, and the Podiatry Staff.

4.2 THE ACTIVE STAFF. The Active Staff shall be composed of Provisional Attendings, Attendings, and Senior Attendings. All Active Staff Members, with the exception of the Provisional Attendings, shall be eligible to vote at organized Medical and Dental Staff meetings and on Department, Section, and Clinical Division matters. Any conflicts with respect to Medical and Dental Staff rankings shall be referred to and decided by the Medical Executive Committee.

4.2.1 General Qualifications and Responsibilities.

(a) Each Member of the Active Staff shall meet the basic and specific qualifications set forth in Section 3.2 and Section 3.3, as well as the further qualifications set forth herein for such Member's classification.

(b) Each Member of the Active Staff shall fulfill the basic responsibilities set forth in Section 3.8, as well as all other responsibilities of Active Staff membership, such as to:

i. Regularly admit his/her patients to the Division, or if not of a specialty which usually admits patients, otherwise be regularly involved in the care of patients at the Division;

ii. Within his/her area of professional competence and the scope of his/her Clinical Privileges, provide for the continuous care and supervision of each patient in the Division whom s/he is attending or is otherwise responsible for, or arrange a suitable alternate to provide such care and supervision;

iii. Actively participate in the performance improvement, quality/resource management, and other functions of the organized Medical and Dental Staff, proctor initial appointees and other Members, as appropriate, and discharge all other organized Medical and Dental Staff responsibilities as are assigned from time to time;

iv. Perform assigned call which shall include, but not limited to emergency call, service call or consultation assignments, as required. Such assigned call shall be reasonable given the circumstances such as scope and frequency and the need to provide continuous access to quality care for patients. In the event such assigned call creates an unreasonable burden on a specific

Member or Members of a Department, Section, or Clinical Division, the President of the Division and Medical and Dental Staff President shall collaboratively address and resolve the issues for the affected Member(s) within a reasonable period of time in accordance with the Board policy in effect at the time. The Medical Executive Committee will resolve any other conflicts related to call duties. Senior Attendings may be relieved of call duties consistent with Section 4.2.4 below;

v. Satisfy meeting attendance, dues and assessment, and other such obligations; and

vi. Maintain and improve competence and skill by continuing education.

(c) Failure to continuously meet such qualifications or to continuously fulfill such responsibilities shall be grounds for corrective action.

4.2.2 Provisional Attending. Those newly-appointed to the Active Staff of a Division shall serve as a Provisional Attending, for the one-year provisional period of appointment plus any renewal thereof. Provisional Attendings shall not be eligible to vote on any matter, to hold any organized Medical and Dental Staff office, committee membership, or other position, or to chair any Department.

4.2.3 Attending. To be eligible for advancement to Attending at a Division, a Member shall have satisfactorily served as a Provisional Attending at that Division for at least one year. For all contracted and Academic Departments, the Chair may initially be appointed as an Attending, but must also undergo the requisite Departmental FPPE of a new member of the Medical and Dental Staff.

4.2.4 Senior Attending. Subject to the Rules and Regulations of the Department, Attendings who have completed twenty (20) years of service at one or more of the Divisions may advance to Senior Attending status. A Senior Attending shall have all of the rights, responsibilities and Privileges of an Attending, but ordinarily shall be relieved of all assigned call duties upon recommendation of the Department Chair and the Medical Executive Committee. The Rules and Regulations of the Division may relieve Senior Attending Members from attending Department and committee meetings.

4.2.5 Primary Division. All members of the Active Staff, including Officers and Directors, except members of a Contracted Service, must select a Primary Division.

(a) The Primary Division is the location where a majority of Member's patients are admitted/treated, and where Member otherwise spends the majority of his/her hospital based-hours. The member will designate a single Primary Division

(b) All other sites where the Member's patients are admitted/treated will be designated as their Secondary Division(s).

4.3 THE CONSULTING STAFF.

4.3.1 Composition. The Consulting Staff shall consist of Practitioners who do not ordinarily conduct their practices at the Division, but who by virtue of extensive experience and

recognition in their respective specialties, their willingness to perform consultations, and their recommendation by the appropriate Department Chair (or designee), would fulfill the needs of the Division for consultants in their specialties.

4.3.2 Qualifications, Duties and Prerogatives. Members of the Consulting Staff shall continuously meet the basic and specific qualifications for Medical and Dental Staff membership set forth in Section 3.2(a), 3.2(b), 3.2(c) and Section 3.3(e), and shall continuously fulfill the basic responsibilities of Medical and Dental Staff membership set forth in Section 3.8. The Consulting Staff shall render their services upon the request of any Member of the Medical and Dental Staff. If a patient is indigent, the Consultant Staff member shall not charge a fee. They shall not be privileged to admit or attend patients, and they shall not be eligible to vote on any matter or to hold any Medical and Dental Staff office or position. They may, but shall not be required to, attend Medical and Dental Staff, Department, Section, or Clinical Division meetings (except as required under Section 14.7.3 or as otherwise directed by the Medical Executive Committee), participate in Medical and Dental Staff affairs, or pay dues.

4.4 AFFILIATE STAFF.

4.4.1 Composition. The Affiliate Staff shall consist of Practitioners who primarily have an office based practice, but who refer their patients to other Members of the organized Medical and Dental Staff for admission, evaluation and treatment. Members of the Affiliate Staff shall not have Clinical Privileges, but are granted membership to follow their patients' care and treatment.

4.4.2 Qualifications, Duties and Prerogatives. Members of the Affiliate Staff shall continuously meet the basic and specific qualifications for organized Medical and Dental Staff membership set forth in Section 3.2(a), 3.2(b), 3.2(c) and Section 3.3(a), 3.3(b), 3.3(c), 3.3(d), 3.3(e), 3.3(f), and shall continuously fulfill the basic responsibilities set forth in Section 3.8(b), 3.8(c), 3.8(e), 3.8(f), 3.8(h), 3.8(i) to the extent applicable to Affiliate Staff category. The Affiliate Staff shall not be granted Clinical Privileges and shall not admit, attend or consult on patients. They may refer their patients for admission by a Member of the organized Medical and Dental Staff with admitting privileges who shall assume responsibility for the patient. Affiliate Staff Members may follow their patients at the Division, review their patient's medical records, but not enter progress notes or orders. Members of the Affiliate Staff shall not be eligible to vote, hold organized Medical and Dental Staff Office or other position. They may, but are not required to, attend organized Medical and Dental Staff, Department, Section, or Clinical Division meetings (except as required under Section 14.7.3 or as otherwise directed by the Medical Executive Committee) and may not vote if they do attend. Appointment to the Affiliate Staff may be suspended or revoked by the Board upon recommendation of the Medical Executive Committee with no right of hearing or appeal under ARTICLE X. Members of the Affiliate Staff shall pay dues, as set forth in the Division's Rules and Regulations.

4.5 THE TELEMEDICINE STAFF.

4.5.1 Composition. The Telemedicine Staff shall consist of Physicians who provide care to patients of the Division from a remote location, outside facility. Telemedicine Staff membership shall be limited to those specialties and/or subspecialties that the Medical Executive Committee determines are necessary to serve the needs of the Division and its patients subject to the approval

of the Board. Members of the Telemedicine Staff will be assigned to the appropriate Department within the Division.

4.5.2 Qualifications, Duties and Prerogatives. Members of the Telemedicine Staff shall meet the basic and specific qualifications for membership on the Medical and Dental Staff as set forth in Section 3.2(a), 3.2(b), 3.2(c) and Section 3.3(a), 3.3(b), 3.3(c), 3.3(d), 3.3(e), and 3.3(f), and shall continuously fulfill the basic responsibilities of Medical and Dental Staff membership set forth in Section 3.8. They may not admit patients, vote, or hold Medical and Dental Staff office or other position. They shall pay dues, shall not be required to attend Medical and Dental Staff, Department, Section, or Clinical Division meetings (except as required under Section 14.7.3 or as otherwise directed by the Medical Executive Committee), and may not vote if they do attend.

4.6 MEDICAL ASSOCIATES.

4.6.1 Composition. Medical Associates shall be comprised of Practitioners that provide a Contracted Service at the Division on a limited privilege time basis as approved by the Board of Trustees. Medical Associates shall be defined in accordance with the Rules and Regulations of the Division and shall consist of Practitioners who continuously meet the basic and specific qualifications for membership in Section 3.2(a), 3.2(b), 3.2(c) and Section 3.3. Each Department shall determine, according to its needs, the maximum number of admissions or procedures allowed for Medical Associates assigned thereto.

4.6.2 Qualifications, Duties and Prerogatives. Medical Associates shall fulfill the basic and specific responsibilities of organized Medical and Dental Staff membership set forth in Section 3.8, as well as the responsibilities of the Active Staff set forth in Section 4.2.1(b). Medical Associates shall not be eligible to vote or hold any organized Medical and Dental Staff office or position. They shall be required to participate in quality improvement activities, but shall not otherwise be required to attend meetings (except as required under Section 14.7.3 or as otherwise directed by the Medical Executive Committee) or participate in organized Medical and Dental Staff affairs. They shall be required to pay dues.

4.7 REGIONAL STAFF.

4.7.1 Composition. The Regional Staff shall be composed of Provisional Regional Attendings and Regional Attendings. The Regional Staff shall be defined in accordance with the Rules and Regulations of the Division and shall consist of Practitioners who continuously meet the basic and specific qualifications for membership in Section 3.2(a), 3.2(b), 3.2(c) and Section 3.3, who are active organized Medical and Dental Staff Members and who admit or treat patients at the Division only occasionally. Each Department shall determine, according to its needs, the maximum number of admissions or procedures allowed for Members of the Regional Staff assigned thereto.

4.7.2 Qualifications, Duties and Prerogatives. Members of the Regional Staff shall fulfill the basic and specific responsibilities of organized Medical and Dental Staff membership set forth in Section 3.8, as well as the responsibilities of the Active Staff set forth in Section 4.2.1(b). Assigned call duties shall be set forth in the Rules and Regulations as determined by the Chair of the Practitioner's Department, according to its needs. Members of the Regional Staff shall not be

eligible to vote or hold any organized Medical and Dental Staff office or position. They shall be required to participate in quality improvement activities, but shall not otherwise be required to attend meetings (except as required under Section 14.7.3 or as otherwise directed by the Medical Executive Committee) or participate in organized Medical and Dental Staff affairs. They shall be required to pay dues.

4.7.3 Transfer. A Member of the Active Staff may request a transfer to the Regional Staff, if his/her admissions or other activities at the Division fall within the practice limitations of his/her Department for its Regional Staff Members, and s/he is otherwise qualified and approved by the Department Chair. A Regional Staff Attending must apply to become a Member of the Active Staff if s/he wishes to transfer to Active Staff Membership at his/her Division or another Division.

4.8 THE EMERITUS STAFF.

4.8.1 Composition. The Emeritus Staff shall be composed of those former Attendings or Senior Attendings who have retired from active practice and who, upon recommendation of the Medical Executive Committee, are honored with such appointment by the Board of Trustees in recognition of lengthy active service at the Division and Hospitals Corp. Under special circumstances, the requirement of length of services as an Attending may be waived by the Medical Executive Committee and the Board of Trustees.

4.8.2 Duties and Prerogatives. The Emeritus Staff shall not be eligible to participate in patient care, to vote, or to hold Medical and Dental Staff office or other position. They may, but shall not be required to, attend Medical and Dental Staff, Department, Section, and Clinical Division meetings. They shall be exempt from paying dues.

ARTICLE V

PODIATRY STAFF AND PSYCHOLOGY STAFF

5.1 QUALIFICATIONS. Only those Podiatrists who meet the following qualifications shall receive permission to perform specified patient care services at the Division:

(a) The same basic and specific qualifications, if applicable, as those required by Section 3.2 and Section 3.3 for membership on the organized Medical and Dental Staff;

(b) Such additional qualifications as may be established by the Medical Executive Committee with the approval of the Board of Trustees; and

(c) Assurance that rendition of professional services at the Division would be adequately supported and supervised and would otherwise be consistent with the Division's present operations and planned development.

Satisfaction of these qualifications shall not automatically constitute grounds for receiving such permission.

5.2 APPLICATION PROCEDURE AND ASSIGNMENT. Applications by Podiatrists for permission to perform specified services shall be submitted, processed and acted upon in the same manner as provided in ARTICLE VII and ARTICLE VIII for Clinical Privileges. Podiatrists who are granted such permission shall be individually assigned to the Department and any Section(s) appropriate to their professional training and services, and they shall be subject in general to the same terms and conditions as specified in Section 3.2, Section 3.3, Section 3.9, and Section 3.10 for organized Medical and Dental Staff appointments.

5.3 PREROGATIVES. The Prerogatives of each Podiatrist shall be to:

(a) Provide the specified patient care services permitted of him in conjunction with a Physician Member of the organized Medical and Dental Staff who has Clinical Privileges to provide such care and the ultimate responsibility for the patient's care if the patient requires admission to the Division.

(b) Exercise clinical judgment and authority incidental to such permission, but subject to such Practitioner's direction or supervision, to the Rules and Regulations of the organized Medical and Dental Staff, Department, Section, and/or Clinical Division to which s/he is assigned, and to the limitations imposed by his/her license, certificate or other legal credential.

(c) Serve on organized Medical and Dental Staff, Department, Section, Clinical Division, and Division committees for which s/he is qualified.

(d) Attend meetings of the entire organized Medical and Dental Staff and of the Department and any Section or Clinical Division to which s/he is assigned.

(e) Attend continuing education programs and acquire continuing education hours in accordance with the national body of that organization or in accordance with those requirements set by the Department.

(f) Exercise such other Prerogatives, as set forth in these Bylaws and the Division's Rules and Regulations, as are extended by the organized Medical and Dental Staff or by any of its Departments, Sections, Clinical Divisions, or committees, such as the right to vote on specified matters, to hold defined offices, or other Prerogatives for which his/her education, training, experience and licensure qualifies him.

(g) Admit patients, but only if admitting Privileges have been granted and it is demonstrated prior to the time of admission that the Practitioner described in Section 5.3(a) has assumed responsibility for the basic medical evaluation of the patient and for the care of any medical problem that may exist at admission or arise during the hospitalization. The Practitioner responsible for the admission history and the physical examination will be named on the chart and must respond to any medical emergency of the patient.

5.4 RESPONSIBILITIES. Each Podiatrist shall:

(a) Continuously meet the same basic and specific responsibilities as required by Section 3.8 for organized Medical and Dental Staff Members, as well as any additional responsibilities adopted for the Podiatry Staff or categories thereof.

(b) Retain appropriate responsibility within his/her area of professional competence for the continuous care and supervision of each patient in the Division to whom s/he is providing services.

(c) Participate as appropriate in the quality improvement, quality/resource management, and other activities required of the organized Medical and Dental Staff, in Proctoring provisional and other appointees of his/her same profession.

(d) Satisfy the requirements set forth in ARTICLE XIV for attendance at meetings of the Department, Section, Clinical Division and committees to which s/he is assigned.

5.5 AUTHORITY. The Chair (or designee) of the Department to which a Podiatrist is assigned shall have ultimate authority over and supervisory responsibility for that Member's activities.

5.6 PODIATRY STAFF.

5.6.1 Definition of Podiatry. A Podiatrist is a graduate of Podiatric Medicine approved by the Council of Education of the American Podiatric Medical Association who is licensed to practice podiatry by the New Jersey Board of Medical Examiners. The practice of podiatry is limited to the examination, diagnosis, treatment and care of the conditions and functions of the human foot as prescribed by the laws of the State of New Jersey (N.J.S.A. 45:5-7).

5.6.2 Membership.

(a) Appointment to the Podiatry Staff shall be governed by applicable provisions of ARTICLE III of these Bylaws.

(b) Reappointment is contingent upon the Podiatrist's Board Certification by a Board recognized by the American Podiatric Medical Association, or eligibility for such Board Certification as required under these Bylaws.

(c) To maintain active membership on the Podiatry Staff, the Podiatrist shall fulfill all applicable requirements of the Bylaws, Rules and Regulations, and policies of the organized Medical and Dental Staff, the Division and Hospitals Corp., as well as the Rules and Regulations of the Department. Members of the Podiatry Staff shall be subject to the disciplinary provisions of ARTICLE IX and afforded the procedural rights described in ARTICLE X.

5.6.3 Privileges.

Privileges shall be granted in accordance with ARTICLE VIII of these Bylaws and shall be exercised only within the scope of the Podiatrist's license. The Podiatrist may assume responsibility for patient management consistent with the standards of the Joint Commission, Rules and Regulations of the Section of Podiatry, the organized Medical and Dental Staff Rules and Regulations and these Bylaws.

5.6.4 Department.

The Division's Rules and Regulations shall set forth the organizational structure for the Podiatry Staff.

ARTICLE VI

ALLIED HEALTH PROFESSIONALS.

6.1 RESPONSIBILITIES AND PRIVILEGES.

(a) The services of certain Allied Health Professionals which are necessary and proper to assist in providing care to patients in the Division, may be provided to patients within the scope of the Allied Health Professional's license and technical skills subject to the Medical and Dental Staff Rules and Regulations. Such services shall be under the direction and supervision of the appropriate Department or service having responsibility for the service provided.

(b) All applicants to provide services as Allied Health Professionals shall conform to the application process in ARTICLE VII. The credentialing of Allied Health Professionals shall be governed by ARTICLE VIII.

(c) Every Allied Health Professional shall be assigned to an appropriate clinical Department or service, and shall carry out his/her activities subject to Departmental policies and procedures and in conformity with the applicable provisions of the organized Medical and Dental Staff Bylaws, Rules and Regulations.

(d) Duties, qualifications and responsibilities of Allied Health Professionals shall be defined by the Department responsible for the supervision of that individual and set forth in the Rules and Regulations.

(e) The Medical Executive Committee shall adopt, with approval of the Board of Trustees, such rules and regulations as may be necessary to identify Allied Health Professionals authorized to provide patient care services in the Division.

(f) Allied Health Professionals are not eligible to vote or hold office.

(g) Allied Health Professionals are not required to pay dues unless so defined in the Division's Rules and Regulations.

6.2 ADVERSE ACTIONS. Adverse actions or recommendations affecting the Clinical Privileges of an Allied Health Professional shall not be subject to the provisions of ARTICLE X and Allied Health Professionals shall not be entitled to the due process provisions of ARTICLE X. Rather, the due process available to Allied Health Professionals is as provided in this Section 6.2. When an adverse action or recommendation affecting the Clinical Privileges of an Allied Health Professional is proposed or has been taken, the Medical Executive Committee shall promptly notify the affected Allied Health Professional in writing of the action taken or proposed to be taken and the basis thereof. The Allied Health Professional shall have five (5) business days from receipt of such notice within which to request an interview with the Department Chair, the

President of the Medical and Dental Staff or designee and the Allied Health Professional's collaborating physician. In the event of an adverse decision rendered by the aforementioned, the Allied Health Professional may, within ten (10) business days of such decision, appeal in writing to the Chair of the Medical Executive committee for a final disposition. The Chair of the Medical Executive Committee shall review the records, consult others as needed, and make a final recommendation to the Medical Executive Committee for a vote. The procedure set forth in this paragraph shall apply with equal force and effect when the application of an Allied Health Professional seeking Clinical Privileges at a Division is denied. The final decision of the Medical Executive Committee to take an adverse action affecting the Clinical Privileges of an Allied Health Professional shall cause such adverse action to be effective as to such Allied Health Professional's Clinical Privileges at all Divisions without any further action or rights of appeal. The Medical Council shall review such adverse actions as part of its consent agenda at its next regularly scheduled meeting.

ARTICLE VII

APPOINTMENT AND REAPPOINTMENT

7.1 **GENERAL RESPONSIBILITY OF ORGANIZED MEDICAL AND DENTAL STAFF.** The organized Medical and Dental Staff shall oversee the quality of care, treatment and services provided to patients by recommending Practitioners for appointment and reappointment to the organized Medical and Dental Staff in accordance with this ARTICLE VII. The organized Medical and Dental Staff through its designated Departments, Sections, Clinical Divisions, committees, and Officers shall investigate and evaluate each application for appointment or reappointment to the organized Medical and Dental Staff, each request for modification of Staff membership status, and each request for Clinical Privileges or their modification and shall adopt and transmit recommendations thereon to the Board of Trustees. The organized Medical and Dental Staff shall perform these same functions in connection with any Allied Health Professional or other individual who is not a Practitioner and who seeks to provide specific services or exercise Clinical Privileges in any Department or Section or Clinical Division of the Division.

7.2 **PRE-APPLICATION FOR INITIAL APPOINTMENT.**

7.2.1 **Use.** The use of a Pre-application form will be defined in the Division Rules and Regulations.

(a) In those Divisions requiring a pre-application, a practitioner who requests a regular application form shall be sent a pre-application.

7.2.2 **Criteria.** Pre-application criteria shall be defined in the Rules and Regulations and adopted by the Board of Trustees in consideration of the information and recommendations provided by Hospitals Corp.'s Medical Executive Committees and the Medical Council. Such information, recommendations and criteria shall include the Hospitals Corp., the Division and the community's service needs, available resources and service arrangements deemed appropriate to best match services, needs and resources and to maintain the quality and efficiency of patient care.

7.2.3 Form. In those Divisions requiring a pre-application, the elements of the pre-application and the form shall be standardized across the HMH Network Hospitals.

(a) This form shall be approved by the appropriate Division's MEC; Medical Council; and the Board of Trustees.

7.2.4 Submission of Pre-application. The Practitioner shall submit the completed pre-application form to the Division's Medical and Dental Staff Office, if such pre-application is required in the Divisions Rules and Regulations.

(a) Upon submission of a completed pre-application, the appropriate Department Chair or Section Chief, shall, within 10 business days, review the Pre-application and determine whether the individual meets criteria.

7.2.5 Prequalification. If the completed pre-application form shows that such criteria are met, the Medical and Dental Staff Office, in consultation with the Department Chair as set forth in the Division's Rules and Regulations, shall then send the Practitioner a regular application form. If such criteria are not met, in consultation with the President of the Medical Executive Committee, the individual shall be notified thereof, including the reason the criteria are not met, and shall not be eligible to apply for membership. Prequalification to apply for appointment shall not preclude a later rejection of the applicant on grounds relating to the pre-application criteria, due to a later change in the criteria, or otherwise. The Medical Council shall regularly review the pre-applications for Practitioners that were found to not meet the pre-application criteria.

7.2.6 Oversight. Those Division Medical and Dental Staffs utilizing a pre-application process shall report any negative pre-application decisions to the next Division MEC.

(a) This report to the Division's MEC shall include the reason(s) for the negative decision.

(b) Negative decisions from the pre-application process shall be aggregated by Division and reported to the Medical Council on a quarterly basis.

7.3 APPLICATION FOR INITIAL APPOINTMENT.

7.3.1 Submission of Application. Each application for appointment to the Medical and Dental Staff shall be submitted to the Division's Medical and Dental Staff Office on the prescribed form, signed by the applicant, and accompanied by a non-refundable application fee to be determined by the Division's Medical Executive Committee and approved by the Board. The application shall be submitted in the proscribed format.

7.3.2 Content of Application. The application shall require at least the following information from the applicant:

(a) The applicant's name, birth date, home and office addresses and telephone numbers.

(b) The Division(s) to which the applicant is applying and the identification of the member's Primary Division.

(c) All States in which the applicant has or ever was licensed, including the dates of original and last annual re-registration of all licenses.

(d) Proof of current CDS and DEA registration for Physicians who will be prescribing controlled substances. The Board upon recommendation of the Medical Executive Committee may exempt certain specialties or Departments (e.g. pathology) from this requirement.

(e) Membership in professional societies.

(f) Information related to Board Certification status.

(g) Research and publications.

(h) Request for specific Clinical Privileges.

(i) Detailed information concerning the applicant's education, residency training, experience, qualifications, and credentials and any additional qualifications required for the Clinical Privileges and/or the Medical and Dental Staff category assignment requested by the applicant. The applicant's education, residency training and all subsequent professional activities (including all past and present affiliations with other hospitals and health care-related institutions) shall be described chronologically.

(j) The names of at least three (3) persons, in the same discipline, who have worked with the applicant and observed his/her professional performance and who can provide adequate references pertaining to his/her current competence, clinical ability, ethical character, and ability to work with others. One reference shall be from the director of his/her training program if the program was completed within the previous two years. If applicable, one or more other references shall be from the Chair, or designee(s), of the Department(s) at other hospitals where the applicant has currently and last practiced. Such information obtained by one Division's Medical and Dental Staff Office will be shared with any other Division's Medical and Dental Staff Office to which the applicant has applied.

(k) A statement signed by the applicant that the applicant is physically and mentally able to fulfill the responsibilities of Medical and Dental Staff membership and has no health problems or issues that could affect his/her ability to perform the Clinical Privileges requested, disclosing any physical or mental infirmity which might affect the same, and detailing any reasonable accommodation for such infirmity being requested by the applicant. This statement shall be verified by the director of a training program, the chief of services, the chief of staff, of the chief medical officer at another hospital at which the applicant holds privileges, or by a currently licensed doctor of medicine or osteopathy approved by the organized Medical and Dental Staff and shall be maintained in the applicant's credentials file at all times.

(l) Information regarding any suspension, termination or extension of residency training, denial, non-renewal, revocation, voluntary or involuntary surrender, resignation, termination, suspension, restriction, reduction, censure, investigation (current, active, pending)

reprimand, or other adverse action, and regarding any pending proceedings which could result therein, of or relating to the applicant's license to practice his/her profession in any jurisdiction; federal DEA number or other authorization to prescribe controlled dangerous substances in any jurisdiction; membership or Clinical Privileges at any other hospital or health care institution; Medicare or Medicaid provider status; specialty board certification; membership, fellowship or other status in any professional organization or society; and professional liability insurance coverage.

(m) Information regarding any professional liability judgment(s), settlement(s) or award(s) involving the applicant, including any pending claims.

(n) Information regarding any arrest, indictment or conviction of the applicant for a crime or other serious offense, including any pending criminal charges.

(o) Evidence of current professional liability insurance as required pursuant to Section 3.3(e), and information regarding any changes in the applicant's professional liability insurer or restrictions or reductions of coverage during the preceding five (5) years, and the reason(s) for such changes. The applicant shall also consent to the release of information by such insurer to Hospitals Corp. and/or Division.

(p) A statement that the applicant has read the Bylaws and the Rules and Regulations of the organized Medical and Dental Staff and of the Department for his/her specialty and any applicable Health System or Division policies, that s/he agrees to be bound thereby if s/he is granted membership and Clinical Privileges, and that s/he agrees to be bound by all provisions thereof relating to the consideration of his/her application whether or not s/he is granted membership and Clinical Privileges.

(q) A statement that the applicant agrees to exhaust all hearing and review procedures available to him/her under these Bylaws, prior to any resort to legal action.

(r) A statement that the applicant has read and specifically agrees to the provisions of ARTICLE XV with respect to his/her application and, if granted, Medical and Dental Staff membership and Clinical Privileges.

(s) A statement the applicant authorizes Hospitals Corp. and/or Division to consult with members of medical staffs of other hospitals with which the applicant has been associated and with persons who may have information bearing on his/her competence, character and ethics.

(t) A statement that the applicant consents to Hospitals Corp.'s and/or Division's inspection of all records and documents that may be material to an evaluation of the applicant's professional qualifications and competence to carry out the Clinical Privileges requested, as well as ethical qualifications for Medical and Dental Staff membership.

(u) A statement that the applicant consents to appear for interviews in regard to his/her application.

(v) A statement that the applicant represents and warrants that all information provided by him/her is true, correct, and complete in all material respects.

(w) Proof of a negative drug screening test, based on the Medical and Dental Staff Rules and Regulations, conducted under the direction of the Division and/or Hospitals Corp.

(x) An application which fails to include the above or any other required information shall not be accepted for processing and will be deemed incomplete.

7.3.3 Applicant's Burden. Throughout the processing and consideration of his/her application, the applicant shall have the burden of producing adequate and accurate information for a proper evaluation of his/her current competence, character, ethics, health status, information regarding memberships on all present and past medical staffs and other qualifications for Medical and Dental Staff membership and/or Clinical Privileges, and of resolving any doubts about his/her qualifications. Misrepresentation, any material misstatement or omission by the applicant or the failure of the applicant to provide any information necessary or appropriate to evaluate the applicant shall be grounds for corrective action, including but not limited to termination of membership and/or Privileges.

7.3.4 Completion and Verification of Application. An application accepted for processing shall be forwarded to the Medical and Dental Staff Office which, on behalf of the Division, shall process the application in accordance with organized Medical and Dental Staff policies and procedures. The Medical and Dental Staff Office shall verify that the applicant requesting approval is the same Practitioner identified in the application by viewing a current picture, hospital identification card or a valid picture identification issued by a state or federal agency (e.g., driver's license or passport). In addition, the Medical and Dental Staff Office shall verify in writing and from the primary source whenever feasible, or from a credentials verification organization, the following information: (i) the applicant's current licensure at the time of application; (ii) the applicant's relevant training; and (iii) the applicant's current competence. The applicant shall be notified of any inability to obtain timely information or verifications, or of any matters deemed to require further explanation from him. It shall be the applicant's responsibility to see that all requested information and verifications are provided, and his/her application shall not be considered complete for further processing without them. When all information and verifications have been received, the complete application materials shall be forwarded to the Division's Chair (or designee) of the Department in which the applicant requests Privileges and to the Division's Credentials Committee. Notice of receipt of the application shall be forwarded to the Division's Medical Executive Committee.

7.4 ACTION ON COMPLETE APPLICATION.

7.4.1 Department Action. Within forty-five (45) calendar days of receipt of a complete application which shall be an application within which all questions, materials and required information has been received, the Department Chair (or designee) shall review them, conduct an interview with the applicant or in the case of surgical or medical subspecialties, designate a representative of the appropriate subspecialty to conduct such an interview, and provide the Credentials Committee with a report and recommendation as to Medical and Dental Staff appointment and, if appointment is recommended, as to organized Medical and Dental Staff category, Department affiliation, Privileges to be granted, and any special conditions to be attached. The Department Chair (or designee) may instead recommend that action be deferred on the application. The reason for the recommendation shall be stated and supported by reference to

the completed application and all other documentation considered by the Chair (or designee), all of which shall be transmitted with his/her report.

7.4.2 Credentials Committee Action. Within forty-five (45) calendar days of receipt of the Department Chair (or designee)'s report and recommendation, the Credentials Committee shall review the application, the supporting documentation, the Department Chair (or designee)'s report and recommendation, and other relevant information available to it. The Credentials Committee, at its discretion, may interview the applicant. The Credentials Committee shall then provide the Medical Executive Committee with its report and recommendation as to Medical and Dental Staff appointment, and if appointment is recommended, as to Medical and Dental Staff category, Department affiliation, Clinical Privileges to be granted, and any special conditions to be attached. The Credentials Committee may recommend that action be deferred on the application for the purpose of obtaining additional information. The reason for the recommendation shall be stated and supported by reference to the completed application and all other documentation considered by the Credentials Committee, all of which shall be transmitted with the report.

7.4.3 Medical Executive Committee Action. Within forty-five (45) calendar days of receipt of the Credentials Committee's report and recommendation, the Medical Executive Committee shall consider the report, recommendations, documentation, and other relevant information available to it. The Medical Executive Committee shall then provide the Board of Trustees or designated Board committee with its report and recommendations as to Medical and Dental Staff appointment, and if appointment is recommended, Staff category, Department affiliation, Clinical Privileges to be granted, and any special conditions to be attached. The Board will determine the format and content of the information to be actually presented. The Medical Executive Committee may also defer action on the application pursuant to Section 7.4.4(a), in which case the applicant shall be promptly notified of the deferral and the reasons therefor. The reason for the recommendation shall be stated and supported by reference to the completed application and all other documentation considered by the Medical Executive Committee, all of which shall be transmitted with the report.

7.4.4 Types of Action. The Medical Executive Committee's action shall be to either:

(a) Refer the application back to the Credentials Committee for further consideration and report, with the same to be completed and the Medical Executive Committee's own recommendation and report to be made within sixty (60) calendar days; or

(b) Make a recommendation favorable to the applicant, which it shall then transmit, together with the report and all documentation, to the Board of Trustees; or

(c) Make a recommendation adverse to the applicant, which it shall transmit to the Board of Trustees, as aforesaid, but further action on which shall be deferred pending the applicant's exhaustion or waiver of his/her rights under ARTICLE X.

7.4.5 Board of Trustees Action. At its next regular meeting following receipt of the Medical Executive Committee's recommendation which is favorable to the applicant, or following the applicant's exhaustion or waiver of his/her rights under ARTICLE X with respect to an adverse recommendation or proposed adverse action on the application, the Board of Trustees shall take

action. Such action shall be either to approve the application, approve it on terms, or reject it, and if the action is consistent with the last recommendation of the Medical Executive Committee, it shall be the final action. The Board shall determine whether there is sufficient clinical performance information to make a decision to grant, limit or deny any requested Clinical Privileges. The Board may also act by referring the matter back to the Medical Executive Committee for an additional review and/or a reconsidered recommendation, stating the reasons and setting the time to conduct and/or submit the same, and upon receipt thereof, the Board shall then take its final action.

7.4.6 Notice of Final Action.

(a) Notice of the Board of Trustees' final action favorable to the applicant shall be given, through the President, to the Medical and Dental Staff President, to the Chair (or designee) of each Department to which Privileges are granted, and to the applicant. Such notice shall include: the organized Medical and Dental Staff category to which the applicant is appointed; the Department and any Section or Clinical Division to which s/he is assigned; the Clinical Privileges conferred upon him; and any special conditions which are attached, including but not limited to the requirement to achieve Board Certification during the time periods specified to remain eligible for appointment to the organized Medical and Dental Staff.

(b) Notice of the Board of Trustees' final action adverse to the applicant, if taken after a hearing, shall be as provided in Section 10.8.5. If a hearing was waived, it shall also be given as provided in Section 10.8.5, except that a statement of the basis for the action is not required.

7.4.7 Reapplication After Denial. An applicant who is denied appointment to any Division shall not be eligible to reapply to any other Division for a period of two (2) years from the time that all remedies are exhausted and a final ruling made by the Board of Trustees. Any reapplication thereafter shall be processed as an initial application, and the applicant shall submit such additional information as the Medical and Dental Staff or the Board of Trustees may require to be satisfied that the basis for the prior denial no longer exists.

7.4.8 Ability to Accommodate Applicant.

(a) In reviewing, making recommendations, and taking action on the application as provided above, the Credentials Committee, the Medical Executive Committee and the Board of Trustees may also consider the Division's present operations and planned development and financial resources as they relate to its ability to provide adequate space, facilities, equipment and support services for the applicant and his/her patients and to meet the needs of the community and the Division for the types of services and arrangements offered by the applicant. A recommendation of the Medical Executive Committee or action by the Board of Trustees which is adverse to the applicant on this basis shall entitle the applicant to a hearing as provided in ARTICLE X. If after the applicant has exhausted or waived his/her rights under ARTICLE X the

final action remains adverse to him/her on this basis, the notice to him/her under Section 10.8.5 shall include information as to the matters described in Section 7.4.7.

7.4.9 Time Periods for Processing. Applications shall be considered in a timely manner by all individuals and bodies required by these Bylaws to act thereon and, except for good cause, shall be processed within the time periods specified in the applicable Sections.

7.4.10 Inactivity During Application. If an applicant does not respond to written and/or documented telephone requests for information by a representative of the Division related to the application for a consecutive period of six months, the applicant's inactivity will constitute an automatic voluntary withdrawal of the application. Should the applicant wish to reapply, s/he must reinitiate the entire procedure outlined in this ARTICLE VII.

7.5 REAPPOINTMENT PROCESS.

7.5.1 Application for Reappointment. At least one hundred eighty days (180) prior to the expiration date of each Member's current term of appointment, the Member shall be provided with a reappointment packet. The Member shall then complete and return the form to the Medical and Dental Staff Office of the Division(s) from which reappointment and/or renewal of Clinical Privileges is sought, at least one hundred fifty (150) calendar days prior to such expiration date. Failure, without good cause, to timely complete and return the form may result in the expiration of Staff membership and Privileges at the end of the Member's current term, treated as a voluntary resignation by the Member. Misrepresentation or any material misstatement or omission by the Member on the reappointment packet shall be grounds for corrective action, including but not limited to termination of Privileges.

7.5.2 Reappointment Packet. The reappointment packet shall require information necessary or appropriate to update the Medical and Dental Staff file on the Member's health-care related activities other than as a Member of the Medical and Dental Staff. It shall include, without limitation:

(a) information about each of the matters described in Section 7.3.2(d), 7.3.2(e), 7.3.2(f), 7.3.2(g), 7.3.2(k) through 7.3.2(o), from the time of the last preceding application for appointment or reappointment;

(b) a reaffirmation of the statements described in Section 7.3.2(p), 7.3.2(q) and 7.3.2(r);

(c) documentation of current credentials not already on file with the Medical and Dental Staff Office; and

(d) information regarding continuing education and experience that qualifies the Member for a renewal of Clinical Privileges and/or for any modification of Privileges sought, including documentation that the Physician or Dentist re-applicant has taken continuing education credits as required by state licensing requirements, or that the Podiatrist or Allied Health Professional re-applicant has taken continuing education courses in accordance with the national body of that organization or in accordance with those requirements set by the Department.

7.5.3 Verification of Information. Upon receipt of the reappointment packet, the Medical and Dental Staff Office, on behalf of the Division's Credentials Committee, shall promptly arrange for the collection and verification of the information provided and any other material or information deemed pertinent, including that regarding the Member's professional activities, performance and conduct at the Division. In addition, the Medical and Dental Staff Office shall verify in writing and from the primary source whenever feasible, or from a credentials verification organization, the following information: (i) the Member's current licensure at the time of renewal and revision of Clinical Privileges and at the time of license expiration; (ii) the Member's relevant training; and (iii) the Member's current competence. When collection and verification is completed, the Medical and Dental Staff Office shall transmit the information form and all supporting materials to the Division's Chair (or designee) of each Department in which the Member requests Privileges and to the Division's Credential Committee.

7.5.4 Department Action. The Department Chair (or designee) shall review the reappointment packet and materials and the Member's file, including requests for changes in Privileges, and shall provide the Credentials Committee with his/her report and recommendation that appointment and Clinical Privileges be either renewed without change, renewed with modified Medical and Dental Staff category, Department affiliation and/or Clinical Privileges, or terminated. The Chair (or designee) may also recommend that action be deferred for purposes of obtaining additional information. All recommendations adverse to the Member shall be specified in the Chair (or designee) report and made known to the applicant.

7.5.5 Medical Executive Committee Action. The Medical Executive Committee shall review the reappointment packet and materials, all other relevant information available about the Member, including the Department Chair (or designee) and Credentials Committee report and recommendation, and shall provide the Board of Trustees with its report and recommendation that appointment and Clinical Privileges be either renewed without change, renewed with modified Medical and Dental Staff category, Department affiliation, and/or Clinical Privileges, or terminated. The Committee may also defer action and refer the matter to the Department Chair (or designee) for the purpose of obtaining additional information.

7.5.6 Final Processing and Board of Trustees Action. Thereafter, the provisions of Section 7.4.4 through Section 7.4.8 shall be followed. For purposes of reappointment the terms "applicant" and "appointment" as used in those sections shall be read, respectively, as "Medical and Dental Staff Member" and "reappointment."

7.5.7 Basis for Recommendation and Action. Each recommendation made and the final action taken concerning the reappointment of a Member and the renewal or modification of Clinical Privileges shall be based upon criteria directly related to the quality of health care, treatment and services including, but not limited to, such Member's professional ability, performance, and clinical judgment in the treatment of patients, the documented results of quality improvement, including clinical outcomes, and monitoring activities regarding such treatment, the recommendations of his/her professional peers, his/her current health status, his/her professional ethics, his/her discharge of organized Medical and Dental Staff obligations, including attendance at organized Medical and Dental Staff, Department, Section, Clinical Division, and committee meetings, his/her compliance with the organized Medical and Dental Staff Bylaws, Rules and Regulations, the Rules and Regulations of the Departments in which s/he has exercised Privileges,

the rules and general policies of the Division, his/her cooperation and professionalism with other Members and with patients, and other matters bearing on his/her ability and willingness to contribute to quality and appropriate patient care practices in the Division. The economic effect on the Division of the Member's use of Division resources shall not be considered in the reappointment decision. The provisions of Section 7.3.2(q), 7.3.2(r), 7.3.2(s), 7.3.2(t) and 7.3.2(u) and Section 7.3.4 shall also apply.

7.5.8 Time Periods for Processing. Provided that the Member timely submits a complete reappointment packet as required by Section 7.5.1 and Section 7.5.2, it is expected that each person and body involved in its processing and determination shall act promptly and expeditiously, so that final action is taken before the Member's current term expires. However, if substantive problems with a reappointment or the conduct of hearings delay final action beyond such time, the Member's privileges will be terminated and the Member must re-apply.

7.6 REQUESTS FOR MODIFICATION OF APPOINTMENT. A Member may, either in applying for reappointment or at another time, request modification of his/her Medical and Dental Staff category, Department, Section or Clinical Division assignment, or Clinical Privileges by submitting a written application to the Department Chair (or designee) and the Medical and Dental Staff Office, on the prescribed form. Such application shall be processed in substantially the same manner as provided in Section 7.5 for reappointment.

7.7 ONGOING PROFESSIONAL PRACTICE EVALUATION. Each Member of the Medical and Dental Staff shall be subject to an ongoing professional practice evaluation in accordance with the policy adopted by the Medical Executive Committee and approved by the Board of Trustees in accordance with ARTICLE XVI of these Bylaws.

7.8 FOCUSED PROFESSIONAL PRACTICE EVALUATION. A period of focused professional practice evaluation shall be implemented in accordance with the policy adopted by the Medical Executive Committee and approved by the Board of Trustees in accordance with ARTICLE XVI of these Bylaws: (a) for all initially requested Clinical Privileges during a Member's initial provisional appointment period; and (b) where the Practitioner has requested a new Clinical Privilege where there is no documented evidence of the Practitioner having performed competently the Clinical Privilege at the Division. The Medical Executive Committee may also prescribe a period of focused professional practice evaluation in accordance with the Focused Professional Practice Evaluation Policy, to monitor a Member's performance when issues affecting the provision of safe, high quality patient care are identified.

7.9 PRACTITIONER AND ALLIED HEALTH PROFESSIONAL IMPAIRMENT. The Medical and Dental Staff shall comply with the Practitioner and Allied Health Professional Policy that addresses the education process for impairment identification, referral issues, investigation and evaluation of the credibility of a complaint, allegation or concern, treatment, maintenance of confidentiality, monitoring of the Practitioner or Allied Health Professional and safety of his/her patients, and reporting to the appropriate Department Chair or Professional Assistance Committee instances of unsafe behavior and related patient care concerns.

ARTICLE VIII

CLINICAL PRIVILEGES

8.1 PRIVILEGES REQUIRED. A Practitioner or Allied Health Professional shall be entitled to provide direct clinical services at the Division only as authorized by, and subject to all limitations of, such Clinical Privileges or such permission to perform specified services as have been conferred upon him/her and as are currently in effect. Except as provided in Section 8.3 and Section 8.4, Clinical Privileges and permission to perform specified services at the Division shall only be as granted by the Board of Trustees.

8.2 CONFERRAL OF PRIVILEGES.

8.2.1 Request. Each applicant for appointment or reappointment to the Medical and Dental Staff must request the specific Clinical Privileges desired and must provide all information necessary or appropriate to evaluate the request. Each Member desiring a modification of Privileges must apply therefore, with documentation of the training, experience, and/or other basis for the request. Information regarding a Member's scope of Clinical Privileges shall be updated as changes in such Member's Clinical Privileges are made.

8.2.2 Processing. All requests for the conferral, renewal, or modification of Clinical Privileges shall be processed, evaluated and acted upon in the same manner as provided in ARTICLE VII.

8.2.3 Evaluating Privilege Requests.

(a) Requests for Clinical Privileges shall be evaluated on the basis of the applicant/Member's current licensure and/or certification, verified with the primary source, education, specific relevant training, verified with the primary source, experience, ability to perform the requested Clinical Privileges (including evidence of physical ability to perform the requested Clinical Privileges), demonstrated ability and judgment, current competence, health status, quality/efficient utilization of resources, the recommendations of his/her professional peers, relevant Practitioner-specific data as compared to aggregate data (when available), morbidity and mortality data (when available), data from professional practice review regarding his/her clinical performance in other hospitals and health care settings where s/he enjoys Privileges, and the ability of the Division to provide adequate facilities and supportive services for the applicant and his/her patients. Requests for the renewal or modification of Clinical Privileges shall be further evaluated on the basis of observed clinical performance within the Division; review of the Member's medical record charting; the documented results of quality improvement activities and monitoring conducted at the Division; and the Member's continuing education efforts, as well as the ability of the Division to provide adequate facilities and supportive services for the applicant and his/her patients. The Medical and Dental Staff Office shall query the National Practitioner Data Bank when Clinical Privileges are initially requested, at the time of renewal of Clinical Privileges and when a new Clinical Privilege is requested. Each of the criteria set forth in this Section 8.2.3 shall be consistently evaluated for all applicants requesting the related Clinical Privileges.

(b) Deliberations by the Department Chair, the Credentials Committee and the Medical Executive Committee in developing recommendations for appointment to or termination from the Medical and Dental Staff and for the initial granting, revision or revocation of Clinical Privileges shall include an evaluation of information provided by peer(s) of the applicant/Member. Peer recommendations shall be obtained and evaluated for all new applicants for Clinical Privileges. In addition, peer recommendations shall be obtained upon an application for renewal of Clinical Privileges when insufficient Member-specific data are available. Peer recommendations shall include written information regarding the applicant's/Member's current medical/clinical knowledge, technical and clinical skills, clinical judgment, interpersonal skills, communication skills and professionalism. Peer recommendations shall be obtained from a Practitioner in the same professional discipline as the applicant/Member with personal knowledge of the applicant/Member's ability to practice.

8.2.4 External Review. If and when deemed appropriate by the Medical Executive Committee or the Board, external peer review will take place in the context of an initial membership application, Departmental review, investigation, or at any other time when dealing with vague or conflicting recommendations from Committee or Department review(s) where conclusions from this review could be relevant to an individual's membership or Clinical Privileges.

8.2.5 Department, Section, and Clinical Division Criteria for Privileges. Each Department is authorized to adopt criteria and requirements for the delineation and conferral of Privileges therein and for the exercise of and the limitations on such Privileges, subject to the approval of such criteria and requirements by the Credentials Committee, the Medical Executive Committee and the Board of Trustees. Each Section and Clinical Division within a Department is authorized to adopt such criteria and requirements pertaining to the Section and Clinical Division, subject to the approval of the Department Chair (or designee), the Credentials Committee, the Medical Executive Committee and the Board of Trustees. Requests for Privileges shall also be evaluated under such criteria and requirements. Where Privileges involve one or more Departments, the Credentials Committee will recommend to the Medical Executive Committee the appropriate criteria for these Privileges.

8.2.6 Time Limitations. Clinical Privileges may be time-limited, as specified in a written contract for services (*e.g.* locum tenens arrangement). Such Clinical Privileges shall automatically terminate at the end of the specific period for which they were granted without the hearing and appeal rights set forth in these Bylaws.

8.3 TEMPORARY PRIVILEGES

8.3.1 Temporary Privileges. The Division President or his/her designee may grant temporary Privileges ("Temporary Privileges") in accordance with this Section 8.3 in the following circumstances:

- (a) To fulfill an important patient care, treatment, or service need; or
- (b) Where the applicant's complete application for new Clinical Privileges has been recommended for approval by the Division Medical and Dental Staff President and

Credentials Committee and is awaiting review and approval of the Medical Executive Committee and/or the Board.

8.3.2 Process for Temporary Privileges.

(a) The President or his/her designee may grant Temporary Privileges to meet an important care need under Section 8.3.1(a) for up to forty-five (45) days upon verification of current licensure and competence, upon the recommendation of the Division Medical and Dental Staff President or his/her designee.

(b) The President or his/her designee may grant Temporary Privileges to applicants for new Clinical Privileges upon the recommendation of the Division Medical and Dental Staff President or his/her designee and the Credentials Committee when an applicant's complete application for new Clinical Privileges is awaiting review and approval of the Medical Executive Committee and/or the Board.

(c) Temporary Privileges for applicants for new Clinical Privileges may be granted upon verification of the following: (A) current licensure; (B) relevant training or experience; (C) current competence; (D) ability to perform the Privileges requested; (E) a query and evaluation of National Practitioner Data Bank information; (F) no current or previously successful challenge to licensure or registration; (G) no involuntary termination of Medical and Dental Staff membership at another organization; (H) no involuntary limitation, reduction, denial or loss of Clinical Privileges at another organization; (I) the requirements of Section 3.3(e) regarding professional liability insurance have been satisfied; and (J) acknowledgement in writing that s/he has read the organized Medical and Dental Staff Bylaws, Rules and Regulations and agrees to be bound by their terms in all matters relating to his/her Temporary Privileges.

(d) Temporary Privileges are granted for a period of no more than forty-five (45) days.

(e) In exercising such Temporary Privileges, the applicant shall be supervised by the Chair (or designee) of the Department to which s/he is assigned. Special requirements of consultation and reporting may be imposed by the Department Chair (or designee) responsible for supervising the Physician.

(f) The Medical Council will review Temporary Privileges granted pursuant to this Section 8.3 at its next regularly scheduled meeting.

8.4 EMERGENCY PRIVILEGES.

8.4.1 Medical and Dental Staff Physicians and Dentists.

(a) In the case of an emergency, any Member, to the degree permitted by his/her license and regardless of Department, Medical and Dental Staff status or Clinical Privileges, shall be permitted to do, and shall be assisted by Division personnel in doing everything possible to save the life of a patient or to save a patient from serious harm, including calling for any necessary or desirable consultation. For the purpose hereof, an "emergency" is a condition in which serious or

permanent harm would result to a patient or in which the life of a patient would be in immediate danger from any delay in treatment.

(b) When the emergency situation no longer exists, such Member may request the Privileges necessary to continue to treat the patient. In the event such Privileges are denied or not requested, the patient shall be assigned to an appropriate Member of the Medical and Dental Staff.

8.5 TELEMEDICINE PRIVILEGES.

8.5.1 Nature of Telemedicine Services. The Division and the Medical and Dental Staff acknowledge that the provision of services through telemedicine will continue to evolve, making novel services and approaches through technology more readily available. The Medical Executive Committee, in conjunction with the Medical and Dental Staff of the distant site (i.e., the site where the Physician providing the telemedicine service is located) shall recommend the clinical services that are appropriately delivered through telemedicine. These services shall be offered in accordance with commonly accepted quality standards.

8.5.2 Credentialing and Privileging of Physicians Requesting Telemedicine Privileges.

(a) Physicians requesting Privileges to provide telemedicine services for the treatment and diagnosis of patients will be subject to the credentialing and privileging processes of these Bylaws, and will be assigned to a specific Department for peer review issues but do not enjoy all the privileges of Members of the Medical and Dental Staff.

(b) Physicians requesting Privileges to provide telemedicine services will be required to complete the standard Medical and Dental Staff pre-application form and regular application form and will be required to have a valid New Jersey medical license, New Jersey professional liability insurance and, if rendering treatment, CDS & DEA registration. The verification process may utilize credentialing information from a Joint Commission accredited institution. The Medical and Dental Staff may use the credentialing and privileging decision from the distant site to make a final privileging decision if all of the following requirements are met: (i) the distant site is a Joint Commission accredited hospital or ambulatory care organization; (ii) the Physician is privileged at the distant site for those services to be provided at the Division; and (iii) the Division has evidence of an internal review of the Physician's performance of these Privileges and sends to the distant site information that is useful to assess the Physician's quality of care, treatment and services for use in privileging and performance improvement. At a minimum, this information shall include all adverse outcomes related to sentinel events considered reviewable by the Joint Commission that result from the telemedicine services provided, and complaints about the Physician from patients, other Practitioners and Medical and Dental Staff Members.

8.6 DISASTER PRIVILEGES. During a disaster, in which the Division's emergency management plan has been activated, the President, the Medical and Dental Staff President or their designees may grant disaster privileges to Physicians who are not members of the Medical and Dental Staff to handle immediate patient care needs.

8.6.1 Eligibility for Disaster Privileges. Physicians, advance practice nurses, and physician assistants may be granted disaster privileges upon demonstration of a valid government-issued photo identification issued by a state or federal agency (e.g., driver's license or passport)

and at least one of the following: (i) a current hospital photo identification card that clearly identifies professional designation; (ii) a current professional license; (iii) primary source verification of the license; (iv) identification indicating that the individual is a member of a Disaster Medical Assistance Team (DMAT), the Medical Reserve Corps (MRC), the Emergency System for Advance Registration of Volunteer Health Professionals (ESAR-VHP) or other recognized state or federal organization or group; or (v) identification indicating that the physician, advance practice nurse, or physician assistant has been granted authority to render patient care, treatment and services in disaster circumstances (such authority having been granted by a federal, state or municipal entity).

8.6.2 Identification. Physicians, advance practice nurses, and physician assistants granted disaster privileges shall be identified with a Division hospital identification badge.

8.6.3 Oversight of Professional Performance of Physicians, Advance Practice Nurses, and Physician Assistants Granted Disaster Privileges. The professional performance of those physicians, advance practice nurses, and physician assistants who have been granted disaster privileges shall be supervised by a Member of the Medical and Dental Staff by direct observation, retrospective chart review or mentoring.

8.6.4 Verification of Credentials. As soon as the emergency/disaster situation is under control, the Medical and Dental Staff Office shall verify the credentials, including primary source verification of licensure, of those volunteer physicians, advance practice nurses, and physician assistants who are not Members of the Medical and Dental Staff who have been granted disaster privileges. Such verification shall be completed within seventy-two (72) hours from when the situation is under control as determined by the President and Medical and Dental Staff President, or their designees. The President, the Medical and Dental Staff President or their designees shall make a decision, based on the information obtained regarding the professional practice of the volunteer physician, advance practice nurse, or physician assistant, within seventy-two (72) hours from when the volunteer physician, advance practice nurse, or physician assistant presents to the Division, related to the continuation of the disaster privileges initially granted.

8.6.5 Termination of Disaster Privileges. Disaster Privileges may be terminated at any time. When the emergency management plan has been deactivated and patients placed under the care of a Member of the Medical and Dental Staff, disaster privileges will automatically terminate.

8.7 HEALTH STATUS. Every Member's health status shall be compatible with the Clinical Privileges requested or granted. If the health status of an applicant or Member is doubted, the Medical Executive Committee or the Board of Trustees reserves the right to require an appropriate examination of the applicant or Member by a Physician of the Division and/or Hospitals Corp.'s choice at the Division and/or Hospitals Corp.'s expense. The Member shall be required to consent to release of said information for the purpose of said evaluation.

8.8 RESIGNATION. A Member may resign his/her membership from the Medical and Dental Staff by submitting written notification to his/her Department Chair and to the President of the Medical and Dental Staff. Any such notice of resignation shall state the requested effective date. Resignation shall be subject to completion by the Member of his/her medical records. The President of the Medical and Dental Staff will transmit the resignation with his/her acceptance of

the resignation to the Medical Executive Committee. Following acceptance by the Medical Executive Committee, the Medical Executive Committee will present the resignation for action by the Board of Trustees.

8.9 MEMBERS WITH ADMINISTRATIVE CONTRACTS. A member of the Medical and Dental Staff having medical administrative responsibility as well as patient care privileges shall not lose his/her admitting or Privileges on the basis of termination of his/her administrative responsibilities unless otherwise stated in the contract between the Division and the Medical and Dental Staff member.

8.10 TREATMENT OF FAMILY MEMBERS. The policies regarding a Member of the Medical and Dental Staff treating a family member at a Division shall be set forth in the Division's Rules and Regulations. Family members are deemed to include: spouses, domestic partners, parents, parents-in-law, children, stepchildren, siblings, siblings-in-law, grandparents, aunts, uncles, nieces and nephews.

ARTICLE IX

CORRECTIVE ACTION

9.1 ROUTINE CORRECTIVE ACTION.

9.1.1 Criteria. Whenever the activities, competence, clinical practice or professional conduct of any Practitioner is considered to be lower than the standards or aims of the organized Medical and Dental Staff or to be disruptive of or contrary to the operations of the Division and/or Hospitals Corp., corrective action may be initiated against such Practitioner. Reported concerns regarding a privileged Practitioner's professional practice shall be uniformly investigated and addressed. Corrective action may be requested by the Department Chair (or designee), the committee convened to conduct peer review activity, Section Chief, Clinical Division Director, any officer of the organized Medical and Dental Staff, the Medical and Dental Staff Quality Committee, the President or his/her designee or the Board of Trustees. Requests for corrective action may result in the recommendation of termination or suspension of a Practitioner's Medical and Dental Staff membership and/or Privileges or other action deemed appropriate by the Board of Trustees after recommendation by the Medical Executive Committee.

9.1.2 Requests. All requests for corrective action shall be submitted to the Medical Executive Committee in writing and supported by reference to the specific activities or conduct which constitute the grounds for the request. The Medical and Dental Staff President shall promptly notify the President in writing of all requests for corrective action received and shall keep him/her informed of all subsequent actions.

9.1.3 Investigation. After reviewing the available information, the Medical Executive Committee shall reject the request, initiate corrective action or refer the matter to an ad hoc Investigating Committee appointed by the Medical and Dental Staff President. Upon referral by the Medical Executive Committee, the Investigating Committee shall investigate the allegations contained in the request for corrective action. It shall send written notice to the Member charged to include the specific complaints, at least two (2) weeks prior to the Investigating Committee's

scheduled meeting. Both the individuals who initiated the complaint and the Member charged shall appear in person at the Investigating Committee meeting. Appearance by the Member shall not constitute a hearing, and the Member shall not be entitled to have an attorney present or have the meeting recorded or transcribed. Unexcused absence by the Member charged, after proper notification, may be considered sufficient reason for recommending corrective action. The Investigating Committee shall assess the evidence and send to the Member charged by the Medical Executive Committee a written report of its findings and its recommendation within twenty (20) calendar days following its decision on the matter.

9.1.4 Consideration by Medical Executive Committee.

(a) The Member charged and the Chair of the Investigating Committee shall appear before the Medical Executive Committee at the meeting at which the Investigating Committee's investigative report and recommendations are to be considered. The Medical Executive Committee may request, in its discretion, any other individual to appear at this meeting, as well. The Member charged shall have the right to submit a written statement and to address the Medical Executive Committee at this meeting. Appearance by the Member charged shall not constitute a hearing, and the Member shall not be entitled to have an attorney present or have the meeting recorded or transcribed.

(b) The Medical Executive Committee shall accept, reject or modify the Investigating Committee's recommendation for corrective action within sixty (60) calendar days from its receipt of the Investigating Committee's report. The Medical Executive Committee, on a request for corrective action, may take whatever action is appropriate under the circumstances, including, but not limited to: issuing a letter of warning, admonition, or reprimand; recommending probation or a reduction (including required consultation), suspension or revocation of Clinical Privileges, or that an already imposed summary suspension of Clinical Privileges be terminated, modified or sustained; or recommending to the Board of Trustees that the Member's Medical and Dental Staff membership and privileges be suspended or revoked. A recommendation for revocation or suspension of Privileges and/or membership shall require a two-thirds vote of the Medical Executive Committee.

(c) Any recommendation by the Medical Executive Committee which would adversely affect his/her appointment to or status as a Member of the organized Medical and Dental Staff shall entitle the affected Member to the procedural rights described in ARTICLE X of these Bylaws. If the Medical Executive Committee issues a warning or letter of reprimand or admonition, the action of the Medical Executive Committee shall be final when approved by the Board of Trustees. Issuance of a warning or letter of reprimand or admonition shall entitle the affected Member to place a letter of response in his/her Medical and Dental Staff file.

9.1.5 Notice and Further Proceedings. The Medical Executive Committee shall promptly give notice of its action, through the Medical and Dental Staff President, to the affected Member. If the affected Member requests a hearing to which s/he is entitled under this Section 9.1, in accordance with ARTICLE X of these Bylaws, no action shall be taken by the Board of Trustees pending the outcome of the hearing.

9.2 SUMMARY SUSPENSION.

9.2.1 Imposition. Whenever action must be taken immediately in the best interest of patient care or the orderly operations of the Division, the Medical and Dental Staff membership and/or all of any portion of the Clinical Privileges of a Member may be summarily suspended. Such summary suspension may provide for or include the imposition of mandatory consultation and/or other appropriate restriction of Privileges. The Medical Executive Committee, the Board of Trustees, or on their behalf, any two (2) of the following individuals or their respective designees: the President, the Medical and Dental Staff President, and the Chair of the Member's Department or of any other Department in which s/he has Privileges, are authorized to impose a summary suspension. It shall be effective immediately upon imposition, and shall remain in effect until terminated as set forth in these Bylaws, and the Member shall be promptly notified of it. The Chair (or designee) of the Member's Department shall transfer the suspended Member's patients then in the Division to the care of another Member, when feasible, considering the wishes of the patient. A summary suspension at another Division within Hospitals Corp. shall constitute grounds for summary suspension at this Division.

9.2.2 Further Proceedings.

(a) If requested by the Member, the Medical Executive Committee shall meet as soon as practicable, but no later than seven (7) calendar days from the request to review and consider the action taken. The Member shall have the right to appear before the Medical Executive Committee without legal counsel.

(b) The Medical Executive Committee may recommend modification, continuance or termination of the terms of the summary suspension. If, as a result of this review, the Medical Executive Committee does not recommend termination of the summary suspension, the affected Member shall, in accordance with ARTICLE X, be entitled to request a hearing. The terms of the summary suspension as sustained or as modified by the Medical Executive Committee shall remain in effect pending a final decision by the Board of Trustees.

(c) The Medical Executive Committee may also consider whether to recommend corrective action at the time of the further proceeding or thereafter in which case, if feasible, the subject of a hearing requested by the Member shall be both the summary suspension and the recommended corrective action.

9.2.3 Medical Record Completion. Medical and Dental Staff Members who fail to complete medical records in accordance with the HMH Medical Record Completion Policy shall be subject to the disciplinary actions set forth in such policy.

9.3 AUTOMATIC SUSPENSION. A Member's Clinical Privileges, Medical and Dental Staff Prerogatives, and/or Medical and Dental Staff membership shall be immediately and automatically suspended or revoked, without action by the Medical Executive Committee or the Board of Trustees and with no right to a hearing or appellate review, as follows:

(a) Upon the expiration, non-renewal, suspension or revocation of his/her professional license or other legal authority to practice in the State of New Jersey, or upon the expiration, non-renewal, suspension or revocation of his/her federal DEA or state CDS registration

number(s), all Clinical Privileges, Medical and Dental Staff Prerogatives, and Medical and Dental Staff membership shall be suspended or revoked, as applicable.

(b) Upon suspension or affirmative exclusion from participation in any federal health care program, including but not limited to the Medicare or Medicaid programs, all Clinical Privileges and Medical and Dental Staff membership shall be suspended or revoked, as applicable.

(c) Upon the loss or reduction of his/her professional liability insurance below the required amount at any time, all Clinical Privileges and Medical and Dental Staff membership shall be suspended, unless the Member is an Emeritus or Honorary Member who does not provide patient care services.

(d) Upon the failure of a Medical and Dental Staff Member to abide by policies approved by the Medical Executive Committee that specifically outline automatic suspension as the consequence for non compliance, such as PPD testing. NJAC 8:43G-20.2(d) requires TB testing.

(e) Upon the suspension of Privileges or termination of appointment by the Board of Trustees based on corrective action taken with respect to a matter at any other Division.

Cure or remediation of the reason for automatic suspension as described in Subsections 9.3(c) through (f) will automatically reinstate the Member, provided that: (i) in the case of a Member suspended under Subsections 9.3 (a) or (b), s/he shall be required to submit an application for reappointment to the Medical and Dental Staff in accordance with Section 7.5; and (ii) the Member shall be notified of the basis of any automatic suspension by hand delivery, certified mail, electronic mail, or facsimile and regular mail as promptly as possible after the automatic suspension. Automatic suspensions not resolved within 90 days are considered a voluntary resignation from the Medical and Dental Staff.

9.4 RECIPROCAL ACTION. A termination, as set forth in Section 9.1, a summary suspension, as set forth in Section 9.2, or an automatic suspension, as set forth in Section 9.3, at one Division shall immediately become effective at all Divisions.

ARTICLE X

HEARING AND APPELLATE REVIEW

10.1 RIGHT TO A HEARING AND TO APPELLATE REVIEW.

10.1.1 Hearing When Medical Executive Committee Recommendations is Adverse to Member. Other than as otherwise specified herein, when any individual, whether a Member or applicant, receives notice of a recommendation of the Medical Executive Committee that, if approved by the Board of Trustees, would adversely affect his/her appointment to the organized Medical and Dental Staff, his/her status as a Member of the organized Medical and Dental Staff or his/her current exercise of Clinical Privileges, that individual shall be entitled, upon request, to a prompt hearing before a Fair Hearing Committee of the organized Medical and Dental Staff. Subject to Section 9.3, if the recommendation of the Fair Hearing Committee following such

hearing is still adverse, the affected individual shall then be entitled to an appellate review in accordance with this ARTICLE X herein below before the Board of Trustees makes a final decision on the matter.

10.1.2 Hearing When Board of Trustees Proposes Adverse Action Without Prior Recommendation. If the Board of Trustees shall at any time render a decision that adversely affects the appointment of an individual, or an individual's Clinical Privileges, without prior adverse recommendation of the Medical Executive Committee, the affected individual shall be entitled, upon request, to a prompt hearing before a Fair Hearing Committee and appellate review before the Board of Trustees.

10.1.3 Individual's Due Process Rights. All hearings and appellate reviews shall be in accordance with the procedural safeguards set forth in this Article to assure that the affected individual is afforded all due process rights to which s/he is entitled.

10.1.4 Waiver. The failure of an affected individual to request a hearing or appellate review within the time and in the manner provided in this Article shall be deemed a waiver of his/her right to a hearing and to appellate review, and shall be deemed an acceptance of the adverse recommendation or decision. If a hearing or appellate review is waived by the individual, the adverse recommendation or decision shall, upon approval of the Board of Trustees, become effective against the individual. The President shall promptly notify the individual of the adverse action taken as a result of his/her waiver. Such notification shall be by certified mail, return receipt requested, as well as other means deemed appropriate by the President or his/her designee.

10.2 NOTICE OF PROPOSED ACTION. The President shall be responsible for giving prompt written notice of an adverse recommendation or decision to an affected individual who is entitled to a hearing or appellate review, by certified mail, return-receipt requested, as well as other means deemed appropriate by the President or his/her designee. This notice shall:

(a) Advise the affected individual of his/her right to a hearing and/or appellate review pursuant to this Article;

(b) Specify that the individual shall have thirty (30) calendar days following the date of receipt of such notice in which to request in writing a hearing and/or appellate review, and to whom such request shall be made;

(c) State that the failure to so request within the specified time period shall constitute a waiver of rights to a hearing and/or appellate review;

(d) State the ground or grounds upon which the proposed adverse action is based, the acts or omissions with which the individual is charged, a list of specific or representative charts being questioned, and/or the other reasons or subject matter that was considered in making the adverse recommendation or decision;

(e) In the case of a hearing, state that the hearing will be scheduled to commence no less than thirty (30) calendar days nor more than forty-five (45) calendar days after notice of the hearing, unless a shorter timeframe is agreed to by the individual, the representative of the Medical Executive Committee (See Section 10.7.4), and the Chair of the Fair Hearing Committee,

provided that in the case of a summary suspension the affected individual shall have the right to request the commencement of the hearing to be within fourteen (14) calendar days of receipt of the request for a hearing;

(f) State that upon the receipt of the individual's request for a hearing, s/he will be notified of the date, time and place of the hearing;

(g) Advise the individual of his/her right to review the hearing record and report, if any, and to submit a written statement on his/her behalf as part of the appellate procedure;

(h) Advise the individual of his/her procedural due process rights during the conduct of a hearing, as delineated in Section 10.6;

(i) Advise the individual that the hearing provided for in these Bylaws is a fact-finding proceeding for the purpose of resolving matters bearing on professional competence and conduct. Accordingly, the individual, by requesting a hearing, authorizes any and all professional societies or associations, licensure examining boards of any states or foreign countries, hospitals and their employees to furnish any and all information in their possession (including copies of documents) concerning the affected individual, and to render an opinion which might have a bearing upon the adverse recommendation or decision, for use in the proceedings conducted pursuant to these Bylaws; and

(j) Advise in the case of an applicant or a Member seeking a change in delineation of Privileges that the burden of proof at the hearing to establish qualifications for membership or change in delineation of Privileges will rest with the applicant or Member by a preponderance of the evidence. In all other cases, the notice shall advise that the burden of proof will reside with the Division or organized Medical and Dental Staff by a preponderance of the evidence.

10.3 REQUEST FOR A HEARING.

10.3.1 Format of Hearing Request. The request for a hearing shall be in writing and shall set forth:

(a) The specific grounds for the request and defenses, addressing each issue set forth in the Notice of Proposed Action;

(b) The documents, treatises, and authorities to be relied on by the individual during the hearing; and

(c) A list of witnesses whom the individual intends to call at the hearing.

10.3.2 Authorization for Release of Information. The affected individual shall sign any and all forms authorizing release of the information set forth in Section 10.2(i), and releasing any and all persons who act on the authorization from any liability to the Member for the release of such authorized information to the Fair Hearing Committee, and for good faith participation in any capacity at the hearing and/or appellate review. Failure to sign any authorization for release of information requested by the Medical and Dental Staff President or designee shall be deemed to be a waiver of rights to a hearing as in Section 10.1.4.

10.4 NOTICE OF HEARING. Within ten (10) calendar days after receipt of a request for a hearing from an individual who is entitled to a hearing:

(a) The Medical and Dental Staff President shall appoint a Fair Hearing Committee.

(b) The Chairperson of the Fair Hearing Committee or the Hearing Officer shall schedule the time, date, and place of the hearing after consulting with an affected individual (or his/her legal counsel) and the Fair Hearing Committee. The hearing shall commence not less than thirty (30) calendar days nor more than forty-five (45) calendar days after the affected individual receives notice of the hearing, unless a shorter timeframe is specifically requested by the affected individual and approved by the Chair of the Fair Hearing Committee, provided that in the case of a summary suspension the affected individual shall have the right to require the commencement of the hearing to be within fourteen (14) calendar days of receipt of the request for hearing.

(c) The President shall notify the affected individual of the place, time, and date of the hearing in accordance with Section 10.4(b), the preliminary list of witnesses, and the membership of the Fair Hearing Committee including appointments made under Section 10.5.1. and Section 10.5.5.

(d) In lieu of Section 10.4(a), the Medical Executive Committee may instead appoint a Hearing Officer, who shall perform all of the functions otherwise ascribed to the Fair Hearing Committee in these Bylaws. The Hearing Officer shall be an attorney at law licensed in the State of New Jersey who is knowledgeable as to organized Medical and Dental Staff matters. In the event a Hearing Officer is appointed in lieu of a Fair Hearing Committee, all references in this ARTICLE X to the Fair Hearing Committee shall be deemed to refer to the Hearing Officer.

10.5 COMPOSITION OF THE FAIR HEARING COMMITTEE.

10.5.1 Appointment of Committee Members. The Medical and Dental Staff President shall appoint a minimum of three (3) Physicians of the Active organized Medical and Dental Staff who have neither initiated nor participated in the adverse recommendation or decision, who are not potential witnesses in the hearing, and who are not in direct economic competition with the affected individual. Individuals in the same specialty as the affected individual shall not necessarily be precluded from serving.

10.5.2 Chair. The Medical and Dental Staff President shall designate one Fair Hearing Committee Physician Member to act as the Committee's Chair.

10.5.3 Non-Physician Member. If the affected individual is not a Physician, an individual of the same discipline who is not in direct economic competition with the affected Member shall be appointed to assist the Fair Hearing Committee in its deliberations.

10.5.4 Member's Challenge to Fair Hearing Committee Appointments. The affected individual may challenge the appointment of any person selected to serve on the Fair Hearing Committee. The Medical and Dental Staff President shall evaluate the merits of such challenge and decide whether to replace the challenged Committee member. The Medical and Dental Staff

President's decision shall be final. The affected individual's challenge shall become part of the hearing record, and if requested shall be considered during appellate review.

10.5.5 Appointments to Fair Hearing Committee by Division. The President, in consultation with the Medical and Dental Staff President, may appoint a representative to the Fair Hearing Committee, who shall participate in the deliberations with a vote. This individual shall not be permitted to vote on the matter when it is considered by the Board of Trustees.

10.6 PROCEDURAL DUE PROCESS RIGHTS OF THE AFFECTED INDIVIDUAL FOR THE HEARING. The affected individual is entitled to:

- (a) representation by an attorney or other person of the individual's choice;
- (b) obtain a list of witnesses to be called in support of the adverse recommendation;
- (c) have a record made of the proceedings, copies of which may be obtained by the affected individual upon payment of reasonable charges associated with the preparation of the record;
- (d) call and examine witnesses on any matter relevant to any issue in the hearing;
- (e) cross-examine any witness on any matter relevant to any issue in the hearing;
- (f) introduce written evidence;
- (g) cross-examine any witness and rebut any evidence; and
- (h) submit any memoranda, prior to, during or at the close of the hearing, concerning any issue of procedure or of fact, which memoranda shall become part of the hearing record.

10.7 CONDUCT OF THE HEARING.

10.7.1 Hearing Officer.

(a) The Board of Trustees, after consultation with the Medical and Dental Staff President, shall provide the Fair Hearing Committee with a hearing officer who shall be an attorney at law of the State of New Jersey.

(b) The hearing officer shall preside over the hearing to determine the order of procedure during the hearing, to assure that all participants in the hearing have a reasonable opportunity to present relevant oral and documentary evidence, to maintain decorum, and to provide legal advice to the Committee both during the hearing and the deliberations.

10.7.2 Counsel for the Fair Hearing Committee. The President, in consultation with the Chairperson of the Medical Executive Committee and Chairperson of the Board of Trustees may select legal counsel for the Fair Hearing Committee. The purpose of said counsel shall be to provide legal assistance to the Fair Hearing Committee. S/he shall not act as a prosecuting officer

or as an advocate of the Board of Trustees, the Division, or the Medical Executive Committee. S/he may attend the private deliberations of the Fair Hearing Committee and be a legal advisor to it, but s/he shall not be entitled to vote on its recommendation.

10.7.3 Applicability of the Rules of Law. The hearing need not be conducted strictly according to the rules of law relating to the examination of witnesses or presentation of evidence. Any relevant matter upon which reasonable persons customarily rely in the conduct of serious affairs shall be considered, regardless of the existence of any common law or statutory rule which might make evidence inadmissible in a court of law.

10.7.4 Presentation of Facts by Medical Executive Committee. The Medical Executive Committee shall appoint an individual of the organized Medical and Dental Staff and/or select an attorney at law of the State of New Jersey who is competent in the field of hospital law, to represent it with respect to the hearing, including, but not limited to, presentation of the relevant facts, and examination and cross-examination of witnesses. The attorney selected and the fee arrangement shall be mutually agreeable to the Medical Executive Committee and the Board of Trustees.

10.7.5 Hearing Record. The hearing shall be recorded by a court reporter. The cost of the reporter and transcript will be equally shared by the Division and the affected individual.

10.7.6 Majority Presence. All of the members of the Fair Hearing Committee shall be present when the hearing takes place. No Committee member may vote by proxy.

10.7.7 Mandatory Presence of Individual. The affected individual shall be personally present at the hearing. An individual who fails without good cause to appear and proceed shall be deemed to have waived his/her rights as provided for in Section 10.1.4.

10.7.8 Scheduling of Hearing. Scheduling of the hearing shall rest within the reasonable discretion of the Hearing Officer after consulting with the Chair of the Fair Hearing Committee and the affected individual (or his/her legal counsel). Absent extraordinary circumstances, the hearing will be concluded within one hundred and twenty (120) calendar days of the commencement of the hearing.

10.7.9 Fair Hearing Committee Powers. The Fair Hearing Committee shall be entitled to:

(a) Take official notice of any generally accepted technical or scientific matter relating to the issues under consideration at the hearing and of any facts which may be judicially noticed by courts of the State of New Jersey.

i. Parties present at the hearing shall be informed of the matters to be noticed and those matters shall be recorded in the hearing record.

ii. Any party shall be given an opportunity, on timely request, to ask that a matter be officially noticed and to refute an officially noticed matter by evidence or by written or oral presentation of authority. The Committee's decision shall become part of the hearing record.

(b) Consider any pertinent material contained on file in the Division and/or Hospitals Corp. and all other information which can be considered in connection with applications

for appointment or reappointment to or status on the organized Medical and Dental Staff and for Clinical Privileges pursuant to these Bylaws.

(c) Recess without special notice, and reconvene for the convenience of the participants or for the purpose of obtaining new or additional evidence or consultation.

(d) Request written summations at the close of the hearing within a time period specified by the Committee.

10.7.10 Hearing Conclusion. Upon conclusion of the presentation of oral and written evidence, or, if applicable, written summations, the hearing shall be closed. The Fair Hearing Committee may thereupon at the time convenient to itself conduct its deliberations outside the presence of the affected individual or his/her representative and of the representative of the Medical Executive Committee. The deliberations shall not be recorded.

10.8 OUTCOME OF HEARING.

10.8.1 Fair Hearing Committee Report. Within sixty (60) calendar days (fourteen (14) calendar days when the Member is under summary suspension) after the hearing is closed, the Fair Hearing Committee shall make a written report of its findings of fact and its recommendations. This time may be extended by the Medical and Dental Staff President, upon request of the Fair Hearing Committee. The Committee may recommend confirmation, modification, or rejection of the original proposed adverse action. The report shall set forth the basis of the Fair Hearing Committee's recommendations. Negative votes shall be recorded setting forth the basis for such vote.

10.8.2 Notice of Fair Hearing Committee Decision. The Fair Hearing Committee shall forward its report together with the hearing record and all documentation to the Medical Executive Committee. The Committee shall also forward a copy of its report to the affected individual.

10.8.3 Individual's Statement Post-Fair Hearing Committee Report. After the Fair Hearing Committee has rendered its report, the affected individual and the representative of the Medical Executive Committee or the Board of Trustees shall have the right to submit a written statement to the Medical Executive Committee.

10.8.4 Medical Executive Committee Action. The Medical Executive Committee shall consider the record presented and the Fair Hearing Committee report and render its recommendation to the Board of Trustees within forty-five (45) calendar days after the Fair Hearing Committee has issued its report or within fourteen (14) calendar days when the Member is under summary suspension.

10.8.5 Board of Trustees Action. The Board of Trustees shall act upon the recommendation of the Medical Executive Committee within forty-five (45) calendar days after the affected individual has received notice of the Medical Executive Committee's recommendation, unless the affected individual requests appellate review in the manner prescribed by this ARTICLE X.

10.9 APPELLATE REVIEW.

10.9.1 Request for Appellate Review. Within ten (10) calendar days after receiving notice of an adverse recommendation from the Medical Executive Committee after a Fair Hearing, the affected individual may request an appellate review by the Board of Trustees, by written request delivered to the President. If not timely requested, the right to an appellate review shall be deemed waived, and the adverse recommendation shall become effective when acted upon by the Board of Trustees.

10.9.2 Appellate Review Body. If an appellate review is requested, the Board of Trustees shall hear the matter itself or appoint an Ad Hoc Committee, of at least three (3) members of the Board of Trustees, including one Practitioner having no involvement in the matter and not in direct economic competition with the affected individual. If there is no such Practitioner available, a Practitioner with such qualifications not on the Board shall be appointed to the Ad Hoc Committee.

10.9.3 Review of Record. Appellate review shall be confined to a review of the hearing record, including all related documents, memoranda, actions and proceedings.

10.9.4 Written Appellate Record. The affected individual shall have the right to present a written statement within thirty (30) calendar days after the receipt of the transcript and other exhibits, or within forty-five (45) calendar days after his/her request for appellate review, whichever is later. The affected individual's written statement shall include those findings of fact and procedure with which the affected individual disagrees, and the reasons for such disagreement, together with any authorities in support of his/her position on appeal. A written statement in reply may be submitted by a representative of the organized Medical and Dental Staff within twenty (20) calendar days after the filing of the affected individual's written statement.

10.9.5 Oral Appellate Presentation. The affected individual or his/her representative and a representative of the organized Medical and Dental Staff shall have the right to appear personally before the appellate review body and make an oral presentation in favor of their positions. In addition, the Hearing Officer may be invited by the Appellate Review Body to attend. Any individual so appearing shall be required to answer questions asked by any member of the Appellate Review Body. A record of the oral portion of the proceedings shall be made by a court reporter.

10.9.6 Consideration of New Evidence. Only under very unusual circumstances shall new or additional evidence not considered during the original hearing be presented. The Appellate Review Body shall have the right, on its own motion, to direct the presentation of new evidence directly to it or to remand the matter back to the Fair Hearing Committee for presentation of new or additional evidence or for clarification of matters or issues that it believes need clarification. In either case, the procedural guidelines and rights regarding hearings and appellate review outlined in this Article shall again apply.

10.9.7 Ad Hoc Committee Decision. Within thirty (30) calendar days of submission of all written statements referred to in Section 10.9.4 above and of all oral statements referred to in Section 10.9.5 above, whichever is later, the Ad Hoc Committee, if appointed, shall render its final written recommendation to the Board of Trustees.

10.9.8 Board of Trustees Final Decision.

(a) Within thirty (30) calendar days of submission of the Ad Hoc Committee's written decision (or, if an Ad Hoc Committee is not appointed, the submission of all written statements referred to in Section 10.9.4 above and of all oral statements referred to in Section 10.9.5 above), the Board of Trustees shall render a final written decision. The President shall promptly notify the affected individual by certified mail, return receipt requested, with a copy to the Medical Executive Committee.

(b) The decision of the Medical Executive Committee which is the subject of the appellate review shall be affirmed unless it is determined by the Board of Trustees that the decision was not supported by sufficient reliable evidence in the record or was arbitrary and capricious.

(c) The final decision of the Board of Trustees following the appellate review shall be effective immediately and shall not be subject to further appeal.

(d) The final decision of the Board of Trustees to terminate or suspend a Member's Medical and Dental Staff membership shall cause the immediate termination or suspension of such Member's Medical and Dental Staff membership and privileges at all Divisions without any further action or rights of appeal.

ARTICLE XI

DEPARTMENTS, SECTIONS, CLINICAL DIVISIONS AND INSTITUTES

11.1 ORGANIZATION INTO DEPARTMENTS. The organized Medical and Dental Staff shall be organized into clinical Departments. Each Department shall be directed by a Chair who is responsible for its administration and clinically-related activities, and shall also have a Vice-Chair. Departments may include such specialty Sections, or Clinical Divisions as are formally approved, with each to be directed by a Section Chief or Clinical Division Director. Departments, Sections, or Clinical Divisions within them may be created, eliminated, subdivided or combined by the Medical Executive Committee with the approval of the Board of Trustees, and with respect to Sections and Clinical Divisions also with the recommendation of the Department.

11.2 DESIGNATION. The Division shall be organized into Departments approved by the Medical Executive Committee. Academic Departments in Academic and Community Hospital Divisions shall be those Departments in the Division designated by the Division President with approval of the Medical Executive Committee and any approval required by the members of the Department as set forth in the Division's Rules and Regulations, provided that the Division has a university or major teaching hospital designation.

11.3 ASSIGNMENT TO DEPARTMENTS, SECTIONS, AND CLINICAL DIVISIONS. Each organized Medical and Dental Staff Member (except for Affiliate Staff) shall be a Member of and hold Clinical Privileges in one Department and may have Clinical Privileges in others. Affiliate Staff shall also be assigned to at least one Department. The exercise of Clinical Privileges within any Department shall be subject to that Department's Rules and Regulations and the authority of its Chair (or designee). An organized Medical and Dental Staff Member who has full Privileges in a specialty or subspecialty for which an approved Section or Clinical Division exists

shall be eligible for membership in such Section, and/or Clinical Division, and shall also be subject to the Rules and Regulations of such Section and/or Clinical Division and the authority of its Chief or Director.

11.4 FUNCTIONS OF DEPARTMENTS. Each Department is responsible for the quality and efficiency of the patient care provided in it and its Sections and Clinical Divisions, including the ongoing review, evaluation, maintenance, and improvement of such care, and for the coordination of its activities with those of the other elements of the organized Medical and Dental Staff and of the Division. To discharge such responsibility, each Department shall:

(a) Conduct quality improvement activities regarding the quality of care within the Department. Such activities shall be integrated with the overall implementation of the Division's quality improvement plan. All clinical conduct within the jurisdiction of the Department shall be reviewed, whether or not the Practitioner involved holds membership or Clinical Privileges in it, and Practitioners with Privileges in multiple Departments shall be subject to review by each Department.

(b) Establish criteria and requirements for the delineation, conferral and exercise of Clinical Privileges within the Department and submit the recommendations required under ARTICLE VII and ARTICLE VIII regarding the specific Privileges which each organized Medical and Dental Staff Member or applicant may exercise and the specified services which each Allied Health Professional or applicant may be permitted to provide.

(c) Conduct, participate in, and make recommendations regarding continuing education programs pertinent to treatment and other patient care developments affecting the Department.

(d) Monitor, on a continuing and concurrent basis, adherence to: (1) Department, Section, Clinical Division, organized Medical and Dental Staff, Hospitals Corp. and Division requirements, policies and procedures; (2) requirements for alternate coverage and for consultations; and (3) sound principles of clinical practice.

(e) Coordinate the patient care, treatment and services provided by the Department's members with nursing, ancillary patient care, and other administrative support services.

(f) Foster an atmosphere of professional decorum within the Department appropriate to the health and medical sciences.

(g) Submit regular written reports to the Medical Executive Committee concerning: (1) the findings of the Department's review and evaluation activities, actions taken thereon, and the results of such action; (2) recommendations for maintaining and improving the quality and efficiency of care provided in the Department and the Division; and (3) such other matters as may be requested from time to time by the Medical Executive Committee.

(h) Meet at least quarterly to receive, review and consider quality improvement findings resulting from the Department's other review, evaluation, and education activities and to

perform or receive reports on the performance of other Department and organized Medical and Dental Staff functions.

(i) Establish such Department committees or other mechanisms as are necessary and desirable to properly perform its functions, including but not limited to maintenance of assigned call schedule.

(j) In accordance with Section 16.2, adopt and amend Rules and Regulations, subject to approval of the Medical Executive Committee and Board of Trustees.

11.5 FUNCTIONS OF SECTIONS. Subject to the approval of the Medical Executive Committee and the Board of Trustees, Sections shall perform such functions as are assigned by the Department Chair, which may include some or all of the Department's functions as they relate to the Section's clinical specialty or subspecialty. Each Section shall submit regular reports of its activities to and shall be subject to the authority of the Department Chair (or designee). Once approved by the Department, the Medical Executive Committee and the Board of Trustees, Section Rules and Regulations shall be incorporated into and be consistent with the Department's Rules and Regulations.

11.6 FUNCTIONS OF CLINICAL DIVISIONS. Subject to the approval of the Medical Executive Committee and the Board of Trustees, Clinical Divisions shall perform such functions as are assigned by the Department Chair, which may include some or all of the Department's functions as they relate to the Clinical Division's clinical specialty or subspecialty. Each Clinical Division shall submit regular reports of its activities to and shall be subject to the authority of the Department Chair (or designee). Once approved by the Department, the Medical Executive Committee and the Board of Trustees, Clinical Division Rules and Regulations shall be incorporated into and be consistent with the Department's Rules and Regulations.

11.7 INSTITUTES. Subject to the approval of the Medical Executive Committee, Medical Council, and Board of Trustees, Institutes shall be clinical departments with multidisciplinary membership, organized to bring together clinical services around a common therapeutic intent. Institutes will endeavor to improve quality by better integrating care and creating new opportunities for increased physician collaboration; including organizational planning, clinical and operational management and economic participation. Medical and Dental Staff members seeking appointment to an Institute must be appointed and maintain membership in good standing in a Department. Institutes shall also: (i) develop a charter, rules and regulations and policies to govern the operations of the Institute, including the process to select a Chair, to be approved by the Medical Executive Committee and Board of Trustees; (ii) identify which disciplines will be eligible for appointment to the Institute; and (iii) identify appointment criteria, quality standards, criteria for on-going review and reappointment.

11.8 MEETING ATTENDANCE. Each Department shall meet separately, but attendance at such meetings shall not release the Members from their obligation to attend the general meetings of the organized Medical and Dental Staff as provided in ARTICLE XIV of these Bylaws.

11.9 RULES AND REGULATIONS. Each Department's, Section's, Clinical Division's, and/or Institute's Rules and Regulations shall be reviewed at least every three (3) years by the

Department. This review shall be reported to and reviewed by the Medical Executive Committee. A Department may establish in its Rules and Regulations limitations on distance and/or response time to the Division from primary office and residence.

ARTICLE XII

OFFICERS

12.1 OFFICERS OF THE ORGANIZED MEDICAL AND DENTAL STAFF.

12.1.1 The Officers of the organized Medical and Dental Staff and their order of temporary assumption of the duties of the Medical and Dental Staff President in his/her absence shall be the:

- (a) Medical and Dental Staff President,
- (b) Medical and Dental Staff Vice-President,
- (c) Medical and Dental Staff Secretary,
- (d) Medical and Dental Staff Treasurer, and
- (e) Immediate Past President.

12.1.2 Qualifications. Organized Medical and Dental Staff Officers must be Attendings or Senior Attendings in good standing, have been Members of the organized Medical and Dental Staff for at least seven (7) consecutive years, unless otherwise approved by the Medical Executive Committee, have served at least one term as Chair of a standing organized Medical and Dental Staff Committee or Department, or have served at least one term as Vice Chair of a Department or Section Chief or Clinical Division Director within a Department, and/or at least one term on the Medical Executive Committee. No officer or candidate for office shall have been nominated therefore while a member of the Nominating Committee. Officers of the organized Medical and Dental Staff shall be required to provide a Conflicts of Interest disclosure after their nomination and prior to presentation to the Medical Executive Committee and annually thereafter.

12.1.3 Nominations.

(a) By the Nominating Committee. If the Division's Rules and Regulations provide for a Nominating Committee, the Nominating Committee may be convened as set forth in the Rules and Regulations and, from the list of eligible candidates shall submit at the meeting of the Medical Executive Committee the names of one or more nominees for each elective office. Each nominee must be fully qualified and meet all eligibility criteria for the office. Such nominees shall be conspicuously posted for the information of the organized Medical and Dental Staff, within five (5) business days after the meeting of the Medical Executive Committee.

(b) By petition. Nominations may also be made by petition signed by at least twenty-five (25) Members of the Active organized Medical and Dental Staff eligible to vote. Such petition shall be filed with the Chair of the Nominating Committee no later than ten (10) days after posting of the nominations by the Nominations Committee and immediately posted.

(c) By other means. The Division's Rules and Regulations may provide for other mechanisms for candidacy.

12.1.4 Elections. Except for the Immediate Past President, officers shall be elected at the annual Medical and Dental Staff meeting for a two-year term. If the election is contested, voting shall be in person, not by proxy, and shall be by written, closed ballot. Electronic voting, if feasible, shall be clarified in the Division's Rules and Regulations. A nominee shall be elected upon receiving a plurality of the votes cast by those present and eligible to vote for officers. The officers-elect shall assume office upon the approval of the Board of Trustees.

12.1.5 Term of Office. The term of office shall commence on the first day of January and shall continue for two (2) years and until a successor is elected and assumes office, provided however, that the Division may provide in its Rules and Regulations for the extension of the above term for a total term of three (3) years. The Medical and Dental Staff President shall not be eligible to succeed himself/herself unless the Medical and Dental Staff President was the Vice President filing a vacancy as permitted in Section 12.1.7, provided the Vice President's term of office as President is less than one year.

12.1.6 Removal from Office.

(a) Automatic Removal. An officer who fails to maintain his/her Attending or Senior Attending status in good standing shall be deemed automatically removed from office. Other reasons for which an officer shall be removed from office include loss of licensure, misappropriation of organized Medical and Dental Staff funds, a felony conviction, or any action which results in a reportable suspension.

(b) Recall Vote. An officer may be removed from office by recall election, called by petition to hold a special meeting for such purpose, in accordance with Section 14.1.3 of these Bylaws, which is signed by at least one-half of the Active organized Medical and Dental Staff Members eligible to vote for officers. An officer shall be removed by the two-thirds (2/3) majority vote by written ballot for recall at such special meeting by the organized Medical and Dental Staff Members present and eligible to vote for officers, subject to the approval of the Board of Trustees. Without limitation, the failure to perform duties as outlined in Section 12.1.8 may be cause for initiation of a recall vote.

12.1.7 Vacancy in Office. A vacancy in the office of the Medical and Dental Staff President shall be filled by the Vice-President. Other vacancies shall be filled by the Medical Executive Committee, with the approval of the Board of Trustees.

12.1.8 Duties of Officers.

(a) Medical and Dental Staff President. The Medical and Dental Staff President shall serve as the chief administrative official and principal elected leader of the organized Medical and Dental Staff. The Medical and Dental Staff President's duties shall include, but not be limited to:

i. Aid in coordinating the activities and concerns of Division administration, nursing and other patient care services with those of the organized Medical and Dental Staff.

ii. Be accountable to the Board of Trustees, in conjunction with the Medical Executive Committee, for the quality and efficiency of medical and other health care services and for clinical performance within the Division, and for the effectiveness of the quality improvement activities and other quality maintenance functions delegated to the organized Medical and Dental Staff.

iii. Develop and implement, in cooperation with the Departments and appropriate committee chairs, effective methods for credentials review, the delineation of Privileges, continuing education programs, quality/resource management, concurrent monitoring of practice, and retrospective quality improvement programs.

iv. Appoint the committee chairs and Members of all standing, special, and multi-disciplinary organized Medical and Dental Staff committees, except as otherwise provided in these Bylaws.

v. Communicate and represent the opinions, policies, concerns, needs and grievances of the organized Medical and Dental Staff to the Board of Trustees, the President, and to other officials of the organized Medical and Dental Staff.

vi. Be responsible for the enforcement of these Bylaws and the organized Medical and Dental Staff Rules and Regulations, for the implementation of corrective action where indicated, and for the organized Medical and Dental Staff's compliance with the procedural safeguards provided in these Bylaws in instances where corrective action has been requested against a Member.

vii. Call, preside at, and be responsible, either personally or through a delegate approved by the Medical Executive Committee, for the agenda of all meetings of the general organized Medical and Dental Staff and of the Medical Executive Committee.

viii. Act for the Medical Executive Committee between its meetings or as it shall delegate, subject to ratification by it.

ix. Serve as the Chair of the Medical Executive Committee and personally or through a delegate, as a member of all other organized Medical and Dental Staff committees, without a vote.

x. Serve as a member of the Medical Council and of the Board of Trustees.

xi. Serve as the spokesperson of the organized Medical and Dental Staff in its external professional and other relations.

xii. Serve as the responsible representative of the organized Medical and Dental Staff to receive and interpret the policies of the Board of Trustees to the organized Medical and Dental Staff and to report and interpret to the Board of Trustees the performance and maintenance of the organized Medical and Dental Staff's responsibility for providing high quality medical care.

xiii. Be responsible for the functioning of the organized Medical and Dental Staff and keep or cause to be kept, careful supervision over the clinical and educational work in all Departments.

xiv. Render a report to the organized Medical and Dental Staff at its meetings.

xv. Be an ex-officio member of any Medical and Dental Staff committee.

(b) Medical and Dental Staff Vice-President. The Vice-President shall be a member of the Medical Executive Committee. In the temporary absence of the Medical and Dental Staff President, s/he shall assume the duties and have the authority of the Medical and Dental Staff President. S/he shall perform such additional duties as may be assigned to her/him by the Medical and Dental Staff President, the Medical Executive Committee or the Board of Trustees.

(c) Medical and Dental Staff Secretary. The Secretary shall be a member of the Medical Executive Committee. S/he shall also:

i. Give proper notice of all Medical and Dental Staff meetings on order of the proper authority.

ii. Be responsible for the recording and maintenance of complete, accurate and permanent minutes of Medical Executive Committee and Medical and Dental Staff meetings and for the maintenance and safekeeping of all other Medical and Dental Staff documents and files.

iii. Perform such other duties as ordinarily pertain to his/her office, as are elsewhere provided in these Bylaws, or as are otherwise assigned.

(d) Medical and Dental Staff Treasurer. The Treasurer shall be a member of the Medical Executive Committee. S/he shall also:

i. Supervise the collection, safekeeping and accounting for all funds of the organized Medical and Dental Staff, including organized Medical and Dental Staff dues, assessments, fines and application fees, and for their expenditure as authorized by the Medical Executive Committee.

ii. Recommend to the Medical Executive Committee at each December meeting the proposed budget for the coming year.

iii. Perform such other duties as ordinarily pertain to his/her office, as are elsewhere provided in these Bylaws, or as are otherwise assigned.

iv. Execute the management of financial assets as directed by the Medical Executive Committee.

v. Render a monthly financial report to the Medical Executive Committee and a Quarterly Financial Report to the organized Medical and Dental Staff.

vi. Provide all financial records needed by the Division and be prepared to clarify any material in question.

(e) Immediate Past President. The Immediate Past President shall be a member of the Medical Executive Committee. S/he shall perform such other duties as are assigned to her/him by the Medical and Dental Staff President, the Medical Executive Committee, the Medical Council or the Board of Trustees.

12.1.9 Panel of Officers. The Officers of the organized Medical and Dental Staff shall also serve together as a panel, meeting at the call of the Medical and Dental Staff President to assist the Medical and Dental Staff President in coordinating the affairs of the organized Medical and Dental Staff and in otherwise performing his/her routine and emergent functions. This may include acting for the Medical Executive Committee between its meetings or as the Medical Executive Committee may delegate, subject to ratification by it.

12.2 DEPARTMENT CHAIR.

12.2.1 Qualifications. Each Department Chair shall be an Attending or Senior Attending in good standing in the Department, have demonstrated ability in at least one of the Department's clinical areas, be Board Certified in the appropriate specialty upon appointment and otherwise be qualified for medico-administrative service. Unless the Department is a Division Contracted Service or an Academic Department (as defined in Section 11.2), the Department Chair shall have been an Attending therein for at least two (2) years. Department Chairs shall be required to provide a Conflicts of Interest disclosure after their nomination and prior to presentation to the Medical Executive Committee and annually thereafter.

12.2.2 Selection.

(a) Non-Academic Departments at Academic and Community Hospital Divisions. The Chair of each non-Academic Department shall be elected by its members eligible to vote on departmental matters. In Departments that provide contracted services to the Division, the term of the Chair shall run concurrent with the contract and according to the Rules and Regulations of each Division. No later than at the Department's September meeting, a Department nominating committee shall be appointed by the Department Chair, to receive nominations from the members. No later than the Department's October meeting, the nominations from the Departmental Nominating Committee, or by other candidacy processes provided in the Division's Rules and Regulations, shall be reported. At that time, nominations may also be accepted from the floor, and an election shall be held by written, closed ballot. Each Department shall establish quorum requirements for departmental elections which will be recorded in their Departmental Rules and Regulations. The results of the election shall be reported at the November meeting of the Medical Executive Committee, which shall approve or reject the Department's Chair selection, subject to final approval by the Board of Trustees.

(b) Academic Departments at Community Hospital Divisions. The Chair of each Academic Department at Community Hospital Divisions shall be elected pursuant to the procedures outlined in Section 12.2.2(a) above.

(c) Academic Departments at Academic Divisions. In Academic Departments at Academic Divisions, the Medical Executive Committee and Division Administration will authorize a Search Committee for the purpose of recommending the candidate for approval by the Board. The Committee will be composed of equal representation from the organized Medical and Dental Staff (appointed by the Medical and Dental Staff President) and Administration or Board of Trustees (appointed by the President). Additional requirements for the composition of the Search Committee may be set forth in the Division's Rules and Regulations.

12.2.3 Term of Office. Except as provided below, the term of office of a Chair shall be at least one year and set forth in the Department Rules and Regulations. However, in those instances where the Chair is under financial contract with the Division and/or Hospitals Corp., the term of office shall run concurrent with the term of his/her contract.

Except as it relates to Academic Departments, a vote of non-confidence requires two-thirds majority of the Members eligible to vote in the Department and shall be communicated to the President, Chief Medical Officer, and President of the Medical Executive Committee.

Except as it relates to Academic Departments, the Department's Rules and Regulations shall specify the number of times the Chair may succeed himself/herself. All Department Chairs may be removed from office by the Board of Trustees, acting upon its own recommendation for which it has cause, and in those Departments that are not Academic Departments, also upon the recommendation of the Medical Executive Committee or upon a Department recommendation approved by the two-thirds majority vote of the Department members eligible to vote.

12.2.4 Leave of Absence. Any Leave of Absence of ninety (90) calendar days or more of a Chair from a Non-Academic Department shall cause the automatic succession of the Vice Chair to the office of Chair for the unexpired term of the Chair. In an Academic Department, in the event of a Leave of Absence of ninety (90) calendar days or more of a Chair, the President shall appoint an Acting Chair until a new Chair is selected in accordance with the procedure set forth in Section 12.2.2(b).

12.2.5 Duties. Each Department Chair shall be responsible for the clinical, administrative and other activities and functions of the Department, including, but not limited to:

(a) Account to the Medical Executive Committee for all clinical and administrative activities within the Department and particularly for the quality and efficiency of patient care rendered by members of the Department and for the effective conduct of the Department's performance evaluation and other quality maintenance functions.

(b) Develop and implement departmental programs, in cooperation with the Medical and Dental Staff President and appropriate committees of the organized Medical and Dental Staff, for credentials review and Privileges delineation, orientation and continuing medical education, quality/resource management, concurrent monitoring or practice, and retrospective quality improvement control.

(c) Be a member of the Medical Executive Committee, give guidance on the overall medical policies of the Division, and make specific recommendations and suggestions regarding

his/her Department and the coordination of its activities with the other departments and committees of the organized Medical and Dental Staff.

(d) Maintaining continuing surveillance and oversight of the professional performance of all Practitioners with Clinical Privileges and of all Affiliates with permission to perform specified services in the Department, including monitoring the quality of medical histories and physical examinations performed by such individuals, and report regularly thereon to the Medical Executive Committee.

(e) Make and transmit, as provided by ARTICLE VII through ARTICLE IX, the Department's recommendations concerning appointment and classification, reappointment, delineation and conferral of Clinical Privileges or of permission to perform specified services and corrective action with respect to individual Members in the Department, and verify that Practitioners practice only within the scope of the Clinical Privileges conferred in accordance with these Bylaws.

(f) Appoint such committees as are necessary or desirable to conduct the functions of the Department.

(g) Enforce within the Department the Bylaws, Rules and Regulations, policies, and other requirements of Hospitals Corp., the Division, the organized Medical and Dental Staff, and the Department, including initiating corrective actions and investigations of clinical performance.

(h) Implement within the Department actions taken by the Medical Executive Committee and the Medical Council. Participate in every phase of departmental administration through cooperation with the nursing service and Division administration in matters affecting patient care, including but not limited to, personnel, supplies, facilities and equipment special regulations, standing orders, techniques, and off-site sources for needed patient care, treatment and services which are not otherwise available.

(i) Assist in the preparation of such annual reports, including budgetary planning, pertaining to the Department as may be required by the Medical Executive Committee, the Medical Council, the President, or the Board of Trustees.

(j) Meet with Allied Health Professionals, if any, under his/her supervision, to review quality improvement and to discuss other matters relevant to the Affiliate.

(k) Perform such other duties as may from time to time be required of her/him by the Medical and Dental Staff President, the Medical Executive Committee, the Medical Council, or the Board of Trustees.

(l) In those Departments which have Teaching Programs, be responsible for the annual operation of said Program.

(m) Oversee and supervise Section Chiefs and Clinical Division Directors, if any, within his/her Department.

(n) Recommend the criteria for Clinical Privileges that are relevant to the care provided in the Department.

(o) Integrate the Department into the primary functions of the Division.

(p) Coordinate and integrate interdepartmental and intradepartmental services.

(q) Develop and implement policies and procedures that guide and support the provision of care, treatment and services within the Department.

(r) Recommend a sufficient number of qualified and competent persons to provide care, treatment and services within the Department.

(s) Determine the qualifications and competence of Department personnel who provide patient care, treatment and services.

(t) Provide continuous assessment and improvement of the quality of care, treatment and services provided within the Department.

(u) Recommend space and other resources needed by the Department.

(v) Provide for orientation and ongoing education regarding clinical, regulatory and hospital administrative matters of all members of the Department.

12.3 DEPARTMENT VICE-CHAIR.

12.3.1 Qualifications, Selection, Term of Office. Each Department Vice-Chair shall have the same qualifications, election, term, and be subject to removal from office in the same manner as a Chair of a Non-Academic Department.

12.3.2 Duties. Except as otherwise provided in Section 12.2.4, each Department Vice-Chair shall assume the duties and have the authority of the Chair, in the Chair's temporary absence. The Vice-Chair shall perform such additional duties as the Chair may assign.

12.4 PROGRAM DIRECTOR.

12.4.1 Qualifications, Selection, Term of Office. Each Academic Department at a Community Hospital Division shall have a Program Director. The Program Director shall have the same qualifications, election, term, and be subject to removal from office in the same manner as a Chair of an Academic Department at an Academic Division.

12.4.2 Duties. The Program Director shall perform such duties as the Department Chair may assign. The Program Director may serve as a non-voting member of the Medical Executive Committee.

12.5 SECTION CHIEFS.

12.5.1 Qualifications. Section Chiefs shall have the qualifications required by the Rules and Regulations of the Department. Exceptions may be made in the case of newly approved

Sections, where no Section Member has all such qualifications, or in Sections having fewer than six (6) members.

12.5.2 Selection. Section Chiefs shall be elected or appointed in accordance with the Rules and Regulations of the Division.

12.5.3 Term of Office. The term of office of Section Chiefs shall be in accordance with the Rules and Regulations of the Department.

12.5.4 Duties. Each Section Chief shall have essentially the same duties with respect to his/her Section as are provided in Section 12.2.5 for Department Chair, except that a Section Chief shall report and be accountable to the Department Chair; shall perform such other duties as the Department Chair may assign; shall not be a member of the Medical Executive Committee by virtue of such office; and shall perform the functions described in Section 12.2.5(e) and 12.2.5(h) only as delegated by the Department Chair.

12.6 CLINICAL DIVISION DIRECTOR.

12.6.1 Qualifications. Any Clinical Division Director shall have the qualifications required by the Rules and Regulations of the Department. Exceptions may be made in the case of newly approved Clinical Divisions, where no Clinical Division Member has all such qualifications, or in Clinical Divisions having fewer than six (6) members.

12.6.2 Selection. Clinical Division Directors shall be elected or appointed in accordance with the Rules and Regulations of the Division.

12.6.3 Term of Office. The term of office of Clinical Division Directors shall be in accordance with the Rules and Regulations of the Department.

12.6.4 Duties. Each Clinical Division Directors shall have essentially the same duties with respect to his/her Clinical Division as are provided in Section 12.2.5 for Department Chair, except that a Clinical Division Director shall report and be accountable to the Department Chair; shall perform such other duties as the Department Chair may assign; shall not be a member of the Medical Executive Committee by virtue of such office; and shall perform the functions described in Section 12.2.5(e) and 12.2.5(h) only as delegated by the Department Chair.

ARTICLE XIII

COMMITTEES

13.1 COMMITTEE STRUCTURE.

13.1.1 General. The organized Medical and Dental Staff shall have a Medical Executive Committee and such other standing and special committees as are provided for in these Bylaws or as otherwise needed, to perform the organized Medical and Dental Staff functions delegated to them. All other organized Medical and Dental Staff committees shall be responsible to the Medical Executive Committee. Subject to Section 13.1.3, the membership of organized Medical and Dental

Staff committees may include non-organized Medical and Dental Staff members as recommended by the President of the Medical and Dental Staff.

13.1.2 Interdisciplinary Representation. Particular organized Medical and Dental Staff functions may also be performed by interdisciplinary committees of the Division or the Board of Trustees, or by committees of the Departments or their Sections and/or Clinical Divisions. Subject to Section 13.1.3, the membership of organized Medical and Dental Staff committees may include non- organized Medical and Dental Staff members.

13.1.3 Voting. With the exception of the Bioethics Committee and Pharmacy and Therapeutics Committee only Members of the organized Medical and Dental Staff shall be entitled to vote on committees unless otherwise specified in these Bylaws or as provided in the Division's Rules and Regulations. With respect to the two committees named herein, non-Practitioners may vote.

13.2 DIVISION MEDICAL EXECUTIVE COMMITTEE.

13.2.1 Composition.

(a) The Division Medical Executive Committee at the Community Hospital Divisions shall be composed of the following:

- i. All Officers set forth in Section 12.1.1 with vote;
- ii. Each of the Division's Department Chairs with vote;
- iii. As it relates to the following individual Divisions only:
 1. Bayshore Medical Center: Eight (8) at-large members, or such other number as determined by the Medical Executive Committee prior to the election, with vote elected from the pool of Active Staff by the Active Staff, who shall serve one-year terms;
 2. Ocean Medical Center: Two (2) at-large members, with vote, and one (1) alternate, without vote, elected from the pool of Active Staff by the Active Staff, who shall serve two-year terms. In order to be eligible, candidates must have done the majority of their hospital work at Ocean Medical Center in the two (2) years prior to their nomination and election;
 3. Palisades Medical Center: Five (5) at-large members, with vote, elected from the pool of Active Staff by the Active Staff, who shall serve two-year terms;
 4. Riverview Medical Center: Twelve (12) at-large members, with vote, elected from the pool of Active Staff by the Active Staff, who shall serve staggered two-year terms;
 5. Raritan Bay Medical Center: Six (6) at-large members, with vote, elected from the pool of Active Staff who primarily practice at Raritan Bay Medical Center by the Active Staff, who shall serve no more than three (3) years consecutively;

6. Southern Ocean Medical Center: Three (3) at-large members, with vote (one (1) elected by the Medical and Dental Staff, one (1) elected by the Department of Surgery, and one (1) elected by the Department of Medicine); and

iv. Other members as invited by the Medical Executive Committee, without vote.

(b) The Division Medical Executive Committee at the Academic Divisions shall be composed of the following:

i. All Officers set forth in Section 12.1.1 with vote;

ii. Each of the Division's Department Chairs in the Departments of Medicine, Surgery, Obstetrics and Gynecology, and Pediatrics, with vote;

iii. As it relates to the following individual Divisions only:

1. Hackensack University Medical Center:

(i) The Chief Academic Officer and the Chief Medical Officer, with vote;

(ii) Six (6) rotating Department Chairs, with vote, for a one-year term, who will rotate in the order as stated below:

(1) Radiology / Pathology

(2) Anesthesiology / Emergency Medicine

(3) Orthopedic Surgery / Psychiatry / Podiatry

(4) Neurosurgery / Urology / Otolaryngology

(5) Family Medicine / Plastic & reconstructive Surgery

(6) Ophthalmology / Dentistry / The Cancer Center; and

(iii) Eight (8) at-large members, with vote, elected from the Active Staff by the Active Staff, who serve a three-year term. In order to be eligible, candidates must have been Members of the Active Staff for at least three (3) years.

2. Jersey Shore University Medical Center:

(i) Each of the Division's Department Chairs with vote;

(ii) Four (4) Vice Chairs, with vote, from the following Departments: Medicine, Surgery, Obstetrics and Gynecology, and Pediatrics;

(iii) Six (6) at-large members, with vote (two (2) elected from the Department of Medicine, two (2) elected from the Department of Surgery, one (1) elected from the Department of Pediatrics, and one (1) elected from the Department of Obstetrics and Gynecology), by the Active Staff, who shall serve no more than six (6) consecutive years; and

iv. Other members as invited by the Medical Executive Committee, without vote.

(c) All organized Medical and Dental Staff members in good standing in the Division are eligible for membership on the Medical Executive Committee regardless of their professional discipline or specialty, but a majority of the Medical Executive Committee shall be physicians. Any Member of the Medical Executive Committee who fails to maintain his/her organized Medical and Dental Staff membership in good standing shall be deemed automatically removed from the Medical Executive Committee. Other reasons for which a member shall be removed from the Medical Executive Committee include loss of licensure, conviction of a crime as defined in N.J.S.A. 2C:1-4(a) or an equivalent crime under federal law, or any action which results in a reportable suspension.

(d) Any member of the Medical Executive Committee may be removed from the Medical Executive Committee by petition. To hold a special meeting for such purpose, the petition must be signed by at least one-half of the Medical and Dental Staff Members eligible to vote. A member of the Medical Executive Committee shall be removed by two-thirds majority vote by written ballot for recall at such special meeting by the Medical and Dental Staff members present and eligible to vote, subject to approval by the Board of Trustees.

13.2.2 Duties. The Medical Executive Committee shall be responsible for overall governance of the organized Medical and Dental Staff. The duties of the Medical Executive Committee shall include, but not be limited to:

(a) Receive and act upon reports and recommendations from the Departments, committees and officers of the organized Medical and Dental Staff concerning their performance improvement programs and other quality maintenance activities and their discharge of the administrative and other responsibilities assigned to them.

(b) Coordinate the activities of and the policies adopted by the organized Medical and Dental Staff, its Departments and committees.

(c) Recommend to the Board of Trustees all matters relating to appointments, reappointments, termination of organized Medical and Dental Staff membership, organized Medical and Dental Staff category, Department and service assignments, Clinical Privileges, permission to perform specified services, and corrective actions.

(d) Account to the Board of Trustees and to the organized Medical and Dental Staff for the overall quality and efficiency of care rendered to patients in the Division; take a leadership role in the Division's performance improvement activities to improve the care, treatment, provision of services or patient safety and actively participate in the measurement, assessment and improvement of other processes that impact patient care.

(e) Initiate and pursue corrective action, when warranted, in accordance with ARTICLE IX.

(f) Make recommendations on medico-administrative matters to the Board of Trustees.

(g) Inform the organized Medical and Dental Staff of the accreditation program and status of the Division.

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

(i) Represent and act on behalf of the organized Medical and Dental Staff in between meetings of the Medical and Dental Staff, subject to such limitations as may be imposed by these Bylaws.

(j) Recommend approval of new Departments, Sections, and Clinical Divisions.

(k) Recommend approval and enforcement of these Bylaws, the organized Medical and Dental Staff Rules and Regulations and the policies adopted by organized Medical and Dental Staff, its Departments and committees.

(l) Provide input, review and recommend job descriptions, appointments and reappointments of those clinical and medico-administrative positions identified in the Rules and Regulations of the Division.

(m) Implement a process to identify and manage matters of individual health for licensed independent practitioners separate from actions taken for disciplinary purposes.

(n) Oversee participation in continuing education of Practitioners privileged through the Medical and Dental Staff.

(o) Act, within the scope of its responsibilities as set forth in this Section 13.2.2. on all matters, on behalf of the organized Medical and Dental Staff between organized Medical and Dental Staff meetings.

(p) Request evaluations of a Member privileged through the Medical and Dental Staff process in instances where there is doubt about the Member's ability to perform the Clinical Privileges requested.

(q) Make recommendations to the Board of Trustees regarding the structure of the organized Medical and Dental Staff.

(r) Make recommendations to the Board of Trustees regarding the process used to review credentials and delineate Privileges.

(s) Provide oversight in the process of analyzing and improving patient satisfaction.

(t) Make recommendations to the Board of Trustees regarding the sources of clinical services to be provided by consultation, contractual arrangements or other agreements.

13.2.3 Meetings. The Medical Executive Committee shall meet at least ten (10) times per year and shall maintain a permanent record of its proceedings and actions.

13.3 OTHER STANDING COMMITTEES.

13.3.1 General. The other standing committees of the organized Medical and Dental Staff may be, but are not limited to, as specified in the Rules and Regulations:

Bioethics Committee;

Bylaws Committee

Credentials Committee;

Critical Care Committee;

Operating Room Committee;

Nominating Committee, if specified in the Rules and Regulations;

Pharmacy and Therapeutics Committee;

Medical and Dental Staff Quality Committee;

Professional Assistance Committee; and

Joint Conference Committee.

The Medical Executive Committee may appoint additional committees from time to time as necessary, subject to any limitations set forth in the Medical and Dental Staff Rules and Regulations.

13.3.2 Appointments and Term. Except as otherwise provided, the Medical and Dental Staff President, with the concurrence of the Medical Executive Committee, shall determine the composition of each committee, shall appoint and remove its Chair and other members, and shall fill any vacancies. Committee Chairs shall be and shall have been Attendings in good standing for at least two (2) years, except as otherwise provided. The Medical and Dental Staff President or his/her designee shall serve as a member of all committees, without a vote, except in the case of the Medical Executive Committee or otherwise provided in these Bylaws. Ex-officio members of committees shall serve for the terms of their respective offices, and other members shall serve for one-year terms and until a successor is appointed.

13.3.3 Meetings and Minutes. Except as otherwise provided, each committee shall meet as often as necessary, but in no event less than once a year, to perform its functions. Minutes shall be kept of each committee meeting and shall be promptly submitted by the committee Chair (or designee) to the Medical Executive Committee.

13.4 PARTICULAR STANDING COMMITTEES.

13.4.1 Bioethics Committee.

(a) Purpose. The primary purpose of the Bioethics Committee is to enhance decision making and improve the quality of care by promoting the identification, analysis, and resolution of ethical issues that arise in the health care setting.

(b) Composition. The Bioethics Committee shall be a multidisciplinary body of no fewer than five (5) members with diverse knowledge, skills, and experience, who demonstrate commitment, responsibility, good judgment, and interest in bioethical issues that arise in health care. The Bioethics Committee Chair shall be the Director of Bioethics at this Division, if such position exists. Otherwise, the Bioethics Committee Chair shall be appointed by the Medical Executive Committee, as set forth in Section 13.3.2. If the Director of Bioethics is not a physician, a Co-Chair shall be selected from the physician members collaboratively by the Chair of the Medical Executive Committee and the Bioethics Committee Chair. Members shall be appointed by the Bioethics Committee Chair in consultation with the Chair of the Medical Executive Committee, with the goal of diverse representation including medical staff, nursing, pastoral care, social work, patient experience, and other clinical and non-clinical disciplines as considered appropriate. Clinical departments, including, but not limited to Medicine, Surgery, Pediatrics, Neurology, Psychiatry, Emergency Medicine, and Critical Care and non-clinical departments, including, but not limited to Compliance, Risk Management, and Legal shall be represented on or consulted by the Committee, as appropriate in order to address the common bioethical issues that arise at this Division. The Committee will include at least one (1) community member. Length of term shall be determined by the Chair. Membership shall be reviewed regularly to ensure diverse representation. All members of the Committee shall be eligible to vote on matters coming before the Committee.

(c) Duties. The Bioethics Committee shall provide analysis and recommendations regarding ethics issues that arise in the Division. The Committee shall be an ethics resource through:

- i. Education of its members, as well as clinical and administrative staff about ethical issues in health care;
- ii. Review and development of policies at the Division with ethical implications;
- iii. Review of and, when appropriate, assistance in consultation on clinical cases that raise ethical issues;
- iv. and by providing a forum for discussion of bioethical issues.

(d) Bioethics Consultation. The Bioethics Committee Chair shall coordinate responses to requests from physicians, nurses and other care professionals, social workers, hospital counsel and risk managers, patients, families and other surrogates for guidance when ethical issues, questions or conflicts arise in patient care.

13.4.2 Bylaws Committee.

(a) Composition. This Committee shall be composed of at least three (3) members of the Medical and Dental Staff. The President and Chief Medical Officer shall be non-voting members.

(b) Duties. The duties of this Committee shall be to review the Bylaws of the Medical and Dental Staff at least annually or as requested by the Medical Executive Committee to make recommendations relating to revisions of these Medical and Dental Staff Bylaws and Medical and Dental Staff Rules and Regulations.

(c) Meetings. This Committee will meet on call and at least biannually.

13.4.3 Credentials Committee.

(a) Composition. Membership of this Committee shall be as set forth in the Rules and Regulations of the organized Medical and Dental Staff. The Chair shall be appointed by the Medical and Dental Staff President.

(b) Duties. The Committee shall:

i. Review and evaluate the qualifications and credentials of each applicant for initial appointment, reappointment (if requested by the Department Chair), or modification of appointment or Clinical Privileges (if requested by the Department Chair), and in connection therewith, obtain and consider the recommendations of the appropriate Departments.

ii. Review and evaluate the qualifications and credentials of each Allied Health Professional applying for permission to perform specified services, and in connection therewith, obtain and consider the recommendations of the appropriate Departments.

iii. Submit the reports required under ARTICLE VII and ARTICLE VIII to the Medical Executive Committee on the qualifications of each applicant for organized Medical and Dental Staff membership or particular Clinical Privileges and of each Allied Health Professional for permission to perform specified services. Such reports shall include recommendations with respect to appointment; organized Medical and Dental Staff category; Department, Section and Clinical Division affiliation; Clinical Privileges or specified services, and special conditions attached thereto.

iv. Submit monthly reports to the Medical Executive Committee on the status of pending applications, including the specific reasons for any undue delay in processing an application or request.

v. Recommend to the Medical Executive Committee criteria for new procedures or expansion of Privileges and how to resolve issues of overlap of Department Privileges.

13.4.4 Critical Care Committee.

(a) Composition. This Committee shall be composed of one or more Practitioners from the Departments of Medicine, Surgery, Anesthesiology, and Emergency Services, and specialties in other appropriate disciplines, which may include Pediatrics, and the President or his/her designee and the chief nursing executive or his/her designee.

(b) Duties. The Committee shall monitor, evaluate, make recommendations, and implement directives regarding the organization, management and operation of all critical care units, including as to staffing, equipment facilities, policies and practices, and all other matters affecting the care of these patients.

13.4.5 Operating Room Committee.

(a) Composition. This Committee shall be composed of the Chairs of the Departments of Surgery, Anesthesiology, Obstetrics and Gynecology, and Orthopedics, Section Chiefs that utilize the Operating Room, and such other representatives who are deemed appropriate by the President of the Medical and Dental Staff or Medical Executive Committee. The Chair of Surgery shall be the Chair of the O.R. Committee.

(b) Duties. The Committee shall review, make recommendations on, and assure the implementation of policies and procedures governing surgical facilities and functions, including but not limited to:

- i. scheduling, reserving, prioritizing, and otherwise accessing facilities, including emergencies;
- ii. prompt and efficient utilization of facilities;
- iii. pre-operative requirements, including patient identification, preoperative medical evaluation and documentation, consent forms, and otherwise;
- iv. ensuring quality of care standards are satisfied;
- v. care and transport of patients;
- vi. outpatient operations;
- vii. infection, conductivity, and other environmental control;
- viii. radiation safety;
- ix. monitoring the maintenance and purchasing of surgical instruments, including lasers;
- x. innovation and new technology; and
- xi. review of financial impact of O.R. management and efficiency.

13.4.6 Nominating Committee.

(a) Composition. This Committee shall be composed of elected member(s) from each Department as provided for in the Rules and Regulations of the Division. The Committee shall elect its own Chair annually. Members of this Committee shall be ineligible for nomination by the Committee to Medical and Dental Staff office. Nominating Committee members shall be required to provide a Conflicts of Interest disclosure.

(b) Duties. The Committee shall:

i. Consult with Members of the organized Medical and Dental Staff concerning the qualifications and acceptability of prospective nominees.

ii. Nominate and submit, at the appropriate times as provided in these Bylaws, one or more qualified candidates for each elective office of the organized Medical and Dental Staff to be filled and such other elective positions or to fill vacancies in any office or position as may be required by these Bylaws.

13.4.7 Pharmacy and Therapeutics Committee.

(a) Composition. This Committee shall be composed of Active organized Medical and Dental Staff Members, one designated pharmacist from each Division, a representative of the Division administration and a representative from the nursing service.

(b) Duties. The Committee shall:

i. Review, make recommendations as to, and oversee implementation of, policies and procedures addressing:

1. Outpatient pharmacy services;
2. Administration of drugs;
3. Use of patients' previously acquired drugs, including requirements for physician orders and pharmacy identification of the drugs before use;
4. Admixture of intravenous solutions, including quality control and safety procedures for laminar airflow hoods and labeling;
5. Storage and distribution of drugs, including dispensing devices (if used in the Division), emergency drugs and kits, and control and accountability of controlled substances in accordance with applicable laws and regulations;
6. Stop orders and discontinue orders, including the length of time all orders stay in effect, stoppage of drugs on the day a patient undergoes surgery in conformance with the prescriber's specifications, and notification of the prescriber of the expiration of a drug order;

7. Identification, reporting, reviewing, and monitoring of adverse drug reactions and medication errors;
8. Identification of food/drug interactions and coordination of the responsibilities of the pharmacy, nursing, and food services;
9. Current reference materials kept at drug distribution stations and in the pharmacy, and made available to medical and nursing staff;
10. Control and limitation of use of drugs marked “sample”;
11. Approval and maintenance of an up-to-date formulary;
12. Pharmacists’ clarifications of physician orders;
13. Self-administration of drugs, if permitted by the Division, including a requirement for written prescriber orders, storage of drugs, labeling of drugs, documentation of self-administration in the patient medical record, patient training and education, and precautions to ensure that a patient does not take the drugs of another patient.
14. Innovation and new technology.
 - ii. Assist in the formulation of professional policies regarding the evaluation, appraisal, selection, procurement, storage, distribution, use, safety procedures and all other matters relating to drugs in the Division.
 - iii. Advise the organized Medical and Dental Staff and the Division’s pharmacy on matters pertaining to the choice of available drugs.
 - iv. Make recommendations concerning drugs to be stocked on the nursing unit floors and by other services.
 - v. Evaluate clinical data concerning new drugs or preparations requested for use in the Division.
 - vi. Establish standards concerning the use and control of investigational drugs and of research in the use of recognized drugs.
 - vii. Perform such other duties as assigned by the Medical and Dental Staff President or the Medical Executive Committee.
 - viii. Submit periodic reports and recommendations to the Medical Executive Committee concerning drug utilization policies and practices in the Division.

13.4.8 Medical and Dental Staff Quality Committee.

(a) Composition. This Committee shall be composed of at least one organized Medical and Dental Staff Member from each Department, the Chief Medical Officer (or his/her equivalent) or his/her designee (without vote), and an appointee from the nursing service appointed

by the Division (without vote), and any other individual appointed by the Medical and Dental Staff President.

(b) Duties. The Committee shall:

i. Subject to the approval and authority of the Medical Executive Committee, Division Administration and the Board of Trustees, be responsible for directing the Division's quality improvement and outcomes program, as implemented through a written quality improvement and outcomes plan which meets all legal, accreditation and institutional requirements, which integrates and coordinates the quality improvement and outcomes activities of the Departments and of other Staff and/or Division services, and which provides for continuing review of the program's effectiveness.

ii. Adopt, subject to final approval, specific programs and procedures for reviewing, evaluating, and maintaining the quality and efficiency of patient care within the Division, including at least mechanisms for: establishing clinical protocols; objective criteria; measuring actual practice and outcomes against the criteria; analyzing practice variations from criteria by peers; taking appropriate action to correct identified problems; following up on actions taken; and reporting the findings and results of such activity to the Medical Executive Committee and the Board of Trustees.

iii. Be actively involved in the measurement, assessment and improvement of the following: (i) medical assessment and treatment of patients; (ii) use of information about adverse privileging decisions for any Member of the organized Medical and Dental Staff; (iii) use of medications; (iv) use of blood and blood components; (v) operative and other procedures; (vi) appropriateness of clinical practice patterns; (vii) significant departures from established patterns of clinical practice; and (viii) the use of developed criteria for autopsies. Information used as part of performance improvement mechanisms, measurement or assessment shall include sentinel event date and patient safety data.

iv. Review and act upon, on a regular basis, factors affecting the quality and efficiency of patient care provided in the Division.

v. Coordinate its activities with those of other committees affecting the quality of care.

vi. Submit regular reports to the Medical Executive Committee on the overall quality and efficiency of care provided in the Division and its other quality maintenance and monitoring activities.

vii. Develop a resource management plan which is appropriate to the Division and which meets legal and regulatory requirements. Such a plan must include provision for at least: (a) review of admissions and of continued Division stay; (b) discharge planning; and (c) data collection and reporting.

viii. Require that the resource management plan be in effect, known to the Staff Members, and functioning at all times.

ix. Conduct such studies, take such actions, submit such reports, and make such recommendations as are required by the resource management plan.

x. Submit regular reports to the Medical Executive Committee on resource management activities.

13.4.9 Professional Assistance Committee.

(a) Composition. The Committee shall consist of five (5) members appointed by the President of the Medical and Dental Staff. No member serving shall at the same time be an active member of the Medical Council, Medical Executive Committee or any other committee having review authority over members of the Medical and Dental Staff. The President of the Medical and Dental Staff shall appoint one of the members to serve as Chairperson. Non-Medical and Dental Staff members may be appointed to the Committee in an advisory capacity.

(b) Duties. The Committee is established for the purpose of improving internal quality control, reducing morbidity or mortality and improving patient care. The Professional Assistance Committee may assist the Medical and Dental Staff in providing the following:

i. encouraging all cases of suspected impairment to be reported confidentially as soon as the suspicion of impairment arises and investigating such cases;

ii. encouraging an impaired Medical and Dental Staff member to voluntarily accept treatment;

iii. monitoring the Medical and Dental Staff member during treatment;

iv. helping to restore the impaired Medical and Dental Staff member to optimal functioning after treatment;

v. educating the Medical and Dental Staff concerning impairment.

For purposes of this Section 13.4.9, “impairment” shall mean inability to practice medicine or their licensed profession with reasonable skill and safety due to (1) mental illness, (2) disability, (3) physical illness, including deterioration through the aging process or loss of motor skills, or (4) abuse of drugs or alcohol, or (5) disruptive or inappropriate behavior that results in an individual’s inability to practice his/her or her profession with reasonable judgment, skill, or safety. Under no circumstances shall the Professional Assistance Committee function in any disciplinary manner; its function is rehabilitative. Any rules for the operation and function of this Committee shall be submitted by the Committee pursuant to the provisions of these Bylaws.

The Committee shall evaluate any concerns it receives through its Chairperson. The Chairperson shall be responsible for receiving and transmitting any concerns to the Committee. Any Medical and Dental Staff member in need of assistance may seek the assistance of the Committee voluntarily.

The Committee shall assist the Medical and Dental Staff member by securing appropriate professional resources for diagnostic, therapeutic, and rehabilitative purposes. The Committee

shall also monitor the status of the physician in order to determine the success of such assistance programs.

In the event the information received by the Professional Assistance Committee demonstrates probable cause to believe that the health or known impairment of a Medical and Dental Staff member poses an unreasonable risk of harm to patients and/or Division staff, that information may be referred for corrective action as outlined in these Bylaws and shall also be reported in accordance with the Committee rules.

(c) Confidentiality. All records kept are intended to be used in the course of internal quality control for the purpose of reducing morbidity or mortality and for improving patient care and are intended to be protected to the fullest extent provided under applicable law. The Committee shall act with sensitivity and discretion.

(d) Meetings. This Committee shall meet on the call of the President of the Medical and Dental Staff or Chairperson of the Board of Trustees. The Committee shall keep minutes, however, any reference to a Medical and Dental Staff member shall be by an identification number assigned by the Committee and not by name. Materials generated from the Committee concerning an individual Medical and Dental Staff member shall be maintained in a file separate from the individual Medical and Dental Staff member's staff file in order to ensure confidentiality.

13.4.10 Joint Conference Committee.

(a) Composition. The Joint Conference Committee is comprised of Medical and Dental Staff Officers and an equal number of Board of Trustee members who are neither Medical and Dental Staff members nor Division employees. The Chairperson alternates between Board of Trustees and Medical and Dental Staff members annually.

(b) Duties. The Committee is the forum in which the Medical and Dental Staff and Board of Trustees resolve any disputes between the Medical and Dental Staff and Hospitals Corp. or Division administration and may accept requests to resolve differences between or among other Medical and Dental Staff and/or Hospitals Corp. or Division leaders. The Committee may request additional information from throughout the hospital community to assist in the resolution of disputes. Either the Medical Executive Committee or the Board of Trustees can refer disputes to the Joint Conference Committee. The Joint Conference Committee will attempt to resolve differences between the Medical Executive Committee and Board of Trustees in credentialing and privileging matters. Any disputes that cannot be settled by the Joint Conference Committee may be referred to the Medical Council for final resolution.

(c) Meetings. This Committee shall meet on the call of the President of the Medical and Dental Staff or Chairperson of the Board of Trustees, and shall maintain a permanent record of its proceedings and actions.

13.5 SPECIAL COMMITTEES. Special Committees may be created (a) by the Medical and Dental Staff President, (b) by vote of the Medical Executive Committee, or (c) by vote of the organized Medical and Dental Staff, and shall be appointed by the Medical and Dental Staff President. Their specific function and term of life shall be defined in the order creating them.

13.6 FAILURE TO DISCHARGE COMMITTEE FUNCTIONS. If a committee or any of its members fails to appropriately discharge the responsibilities defined by these Bylaws, the Medical and Dental Staff President may remove and replace one or more of its members.

ARTICLE XIV

MEETINGS

14.1 ORGANIZED MEDICAL AND DENTAL STAFF MEETINGS.

14.1.1 Regular Meetings. Each Division shall have at least two (2) but no more than four (4) regular organized Medical and Dental Staff meetings annually, one of which shall be the annual organized Medical and Dental Staff meeting to be held in December.

14.1.2 Order of Business and Agenda. The order of business and agenda at a regular organized Medical and Dental Staff meeting shall include at least:

- (a) Call to order.
- (b) Reading and approval of Minutes of the last regular and of all special meetings.
- (c) Report of organized Medical and Dental Staff President.
- (d) Report of Treasurer.
- (e) Report of President.
- (f) Reports, as appropriate, of committees.
- (g) Reports pertaining to clinical care in the Division and/or Hospitals Corp.
- (h) Unfinished Business.
- (i) New Business.
- (j) Communications.
- (k) Adjournment.

14.1.3 Special Meetings. Special organized Medical and Dental Staff meetings may be called at any time by the Board of Trustees, the Medical and Dental Staff President or the Medical Executive Committee or on petition signed by at least twenty percent (20%) of the voting Members of the Active organized Medical and Dental Staff and presented to the Medical and Dental Staff President. Special meetings shall be held at the time and place designated in the meeting notice. No business shall be transacted at any special meeting except that stated in the meeting notice. Notice of such meetings shall be provided at least ten (10) business days before the time set for the meeting.

14.1.4 Agenda at Special Meetings. The order of business and agenda at a special organized Medical and Dental Staff meeting shall include:

- (a) Reading of the notice calling the meeting.
- (b) Transaction of the business for which the meeting was called.
- (c) Adjournment.

14.2 COMMITTEE, DEPARTMENT, SECTION, AND CLINICAL DIVISION MEETINGS.

14.2.1 Regular Meetings. Meetings of committees, Departments, Sections, and Clinical Divisions shall be scheduled by their Chair (or designee) or may be scheduled by resolution. The frequency of such meetings shall be at least as required by these Bylaws.

14.2.2 Special Meetings. Special meetings of any committee, Department, Section or Clinical Division may be called by or at the request of the Chair (or designee) (or chief/director) thereof, the Board of Trustees, the Medical and Dental Staff President, or one-half of the group's voting Members. No business shall be transacted at any special meeting except that stated in the meeting notice.

14.3 NOTICE OF MEETINGS.

14.3.1 Organized Medical and Dental Staff Meetings. Written notice stating the place, day and hour of any regular or special organized Medical and Dental Staff meeting shall be delivered either personally, electronically or by mail to each person entitled to be present at such meeting, at least ten (10) business days before the date of such meeting.

14.3.2 Committee, Department, Section, and Clinical Division Meetings. Written or oral notice of any committee, Department, Section, or Clinical Division meeting which is not held pursuant to resolution shall be given to each person entitled to be present at such meeting at least five (5) business days before the date of such meeting, and if written, shall be delivered either personally or by mail.

14.3.3 Waiver. Presence at a meeting constitutes a waiver of notice.

14.4 QUORUM.

14.4.1 Organized Medical and Dental Staff Meetings. The quorum at organized Medical and Dental Staff meetings for the transaction of business; election of officers and amendments to these Bylaws shall be 50 Members of the organized Medical and Dental Staff present and eligible to vote, unless otherwise specified in the Division's Medical and Dental Staff Rules and Regulations.

14.4.2 Committee, Department, Section and Clinical Division Meetings. A quorum for committees is defined as fifteen percent (15%) of the voting members of a committee. A quorum for Department, Section, or Clinical Division, shall be defined in the Rules and Regulations of the

Department, Section or Clinical Division but not fewer than two (2) members, shall constitute a quorum at any meeting thereof. Action may be taken without a meeting by a committee, Department, Section, or Clinical Division by a writing which sets forth the action taken and which is approved and signed by each Member entitled to vote thereon.

14.5 CONDUCT OF MEETINGS. Except as otherwise provided in these Bylaws, meetings shall be conducted according to the most current edition of the Standard Code of Parliamentary Procedure. However, technical or non-substantive departures therefrom shall not invalidate action taken at such meeting. Any or all Members of the organized Medical and Dental Staff may participate in a meeting of the organized Medical and Dental Staff or a committee by means of teleconference or by any means of communication by which all persons participating in the meeting are able to hear and speak with each other.

14.6 MINUTES. Minutes of all meetings shall be prepared by the secretary of the meeting and shall include a record of attendance and the vote taken on each matter. Copies of the minutes shall be approved by the committee, Department, Section, or Clinical Division and forwarded to the Medical Executive Committee, and made available to the organized Medical and Dental Staff. A permanent file of the minutes for all meetings shall be maintained.

14.7 ATTENDANCE REQUIREMENTS.

14.7.1 Regular Attendance. An organized Medical and Dental Staff Member shall be encouraged to attend at least fifty percent (50%) of all meetings annually of the organized Medical and Dental Staff and to meet attendance requirements of the Department, Section, and Clinical Divisions in which s/he or she is a member as set forth in the applicable Rules and Regulations.

14.7.2 Meeting Absences. Requirements and penalties, if any, will be addressed in the Division's Rules and Regulations.

14.7.3 Mandatory Meeting. Failure of a Member to appear at any meeting with respect to which s/he was given such notice of mandatory appearance by the Medical Executive Committee, shall, unless excused by the Medical Executive Committee upon a showing of good cause, result in an automatic suspension of all or such portion of the Member's Clinical Privileges pursuant to Section 9.3 as the Medical Executive Committee may direct. Such suspension shall remain in effect until the matter is resolved by subsequent action of the Medical Executive Committee, or through corrective action, if necessary.

ARTICLE XV

CONFIDENTIALITY, IMMUNITY AND RELEASES

15.1 SPECIAL DEFINITIONS.

(a) **INFORMATION** includes records of proceedings, minutes, documents, records, reports, memoranda, statements, recommendations, data, analyses, evaluations,

references, and other disclosures, whether in written or oral form, relating to any of the subject matter described in Section 15.5.2.

(b) **MALICE** means knowing falsehood or a reckless disregard for truth or falsity.

(c) **REPRESENTATIVE** includes a board and any director or committee thereof, an administrator or officer, a Medical and Dental Staff organization and any member, officer, Department, Section, Clinical Division or committee thereof, and any individual authorized under these Bylaws or by any of the foregoing to perform information gathering or disseminating functions.

(d) **THIRD PARTIES** include both individuals and entities providing information to any representative.

15.2 **AUTHORIZATIONS AND CONDITIONS.** By applying for or by exercising Clinical Privileges or permission to provide specified services at the Division, a Practitioner or Affiliate:

(a) Authorizes representatives of the Division, Hospitals Corp., and the organized Medical and Dental Staff to solicit, provide and act upon information bearing on his/her professional ability, qualifications and credentials.

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

(c) Acknowledges that the provisions of this Article are express conditions to his/her application for, or acceptance of, Medical and Dental Staff membership, exercise of Clinical Privileges, or provision of specified services at the Division.

15.3 **CONFIDENTIALITY OF INFORMATION.** Information with respect to any Practitioner or Allied Health Professional submitted, collected, or prepared by any representative of this or any other health care facility, organization or Medical and Dental Staff, for the purpose of achieving and maintaining the quality and/or efficiency of patient care, reducing morbidity and mortality, or contributing to clinical research shall, to the fullest extent permitted by law, be confidential and shall not be disseminated to anyone other than a representative nor used in any way except as provided herein. Such confidentiality shall also extend to information of like kind that may be provided by third parties. This information shall not become part of any particular patient's file or of the general records of the Division or Hospitals Corp.

15.4 **IMMUNITY FROM LIABILITY.**

15.4.1 **For Action Taken.** Neither Hospitals Corp., the Division, the Medical and Dental Staff, nor any of their respective representatives shall be liable in any judicial proceeding, for damages or other relief, for any action taken or statement or recommendation made in connection with an activity under Section 15.5.1, if taken or made in good faith and without malice after a reasonable effort to ascertain the facts and in the reasonable belief that the action, statement, or

recommendation is warranted by such facts. Truth shall be an absolute defense in all circumstances.

15.4.2 For Providing Information. Neither the Hospitals Corp., the Division, the Medical and Dental Staff, any of their respective representatives, nor any third party shall be liable in any judicial proceeding, for damages or other relief, by reason of providing information, including otherwise privileged or confidential information, to a representative of Hospitals Corp., this Division or Medical and Dental Staff or to any other hospital, organization of health professionals, or other health-related organization, concerning a Practitioner or Allied Health Professional who is or has been an applicant to or Member of the Medical and Dental Staff or who did or does exercise Clinical Privileges or provide specified services at this Division, provided that such entity, representative, or third party acts in good faith and without malice.

15.5 ACTIVITIES AND INFORMATION COVERED.

15.5.1 Activities. The authorizations, confidentiality, and immunity provided by this Article shall apply to all acts, communications, reports, recommendations, or disclosures performed or made in connection with this or any other health related institution or organization's activities concerning, but not limited to:

(a) application for appointment, Clinical Privileges, or permission to perform specified services.

(b) periodic reappraisals for reappointment Clinical Privileges, or permission to perform specified services.

(c) corrective actions.

(d) hearings and appellate reviews.

(e) quality improvement activities.

(f) quality/resource management activities or reviews.

(g) other hospital, department, service or committee activities related to monitoring and maintaining the quality and efficiency of patient care and appropriate professional conduct.

15.5.2 Information. The acts, communications, reports, recommendations, disclosures, and other information referred to in this Article may relate to a Practitioner or Affiliate's professional qualifications, clinical ability, judgment, character, physical and mental health, emotional stability, professional ethics, or any other matter directly or indirectly affecting the quality or efficiency of patient care.

15.6 RELEASES. Each Medical and Dental Staff Member and Allied Health Professional shall, at the request of Hospitals Corp. or the Division, execute general and specific releases in accordance with the provisions of this Article, subject to such requirements, including those of good faith, absence of malice and the exercise of a reasonable effort to ascertain facts, as may be

applicable. Execution of such releases shall not be deemed a prerequisite to the effectiveness of this Article.

15.7 CUMULATIVE EFFECT. Provisions in these Bylaws and in application forms relating to authorizations, confidentiality of information, and immunities from liability shall be in addition to all other immunities and protections provided by law and not in limitation thereof. It is the intent of these Bylaws that each and every individual and body acting hereunder shall also have the full benefit of all applicable legal immunities and protections.

ARTICLE XVI

GENERAL PROVISIONS

16.1 ORGANIZED MEDICAL AND DENTAL STAFF RULES AND REGULATIONS. Subject to the approval of the Board of Trustees, the Medical Executive Committee shall adopt such Rules and Regulations and policies of the organized Medical and Dental Staff as are appropriate to implement more specifically the general principles contained in these Bylaws. They shall relate to the proper conduct of the organized Medical and Dental Staff and its activities, as well as embody the clinical activities and level of practice required of each organized Medical and Dental Staff Member in the Division. Prior to action by the Medical Executive Committee on a proposed Rule and Regulation, the proposal shall be communicated to the Members of the organized Medical and Dental Staff entitled to vote. Any Rule and Regulation adopted or amended by the Medical Executive Committee shall be promptly communicated to the Medical and Dental Staff.

16.1.1 Amendment by the Medical Executive Committee. The Rules and Regulations and policies of the organized Medical and Dental Staff may be amended (including by way of restatement or repeal) by the Medical Executive Committee, as follows. If a proposed amendment has been placed upon the meeting agenda and distributed at least five (5) business days prior to the meeting, its adoption shall require a simple majority vote of those present and eligible to vote at such meeting of the Medical Executive Committee; otherwise, a two-thirds majority vote shall be required if less than five (5) business days was provided. Amendments so adopted shall become effective when approved by the Board of Trustees.

16.1.2 Petition by the organized Medical and Dental Staff. Rules and Regulations, and amendments thereto, may be proposed directly to the Board of Trustees upon a Petition of fifty (50) Members of the organized Medical and Dental Staff entitled to vote or 20% of the voting members of the Medical and Dental Staff, whichever is the lesser. Any proposed Rules and Regulations, and amendments thereto, made by Petition shall also be submitted to the Medical Executive Committee and Medical Council for review and comment prior to the Board meeting at which the Petition will be considered.

16.2 DEPARTMENT RULES AND REGULATIONS. Subject to the approval of the Medical Executive Committee, Medical Council and the Board of Trustees, each Department shall adopt its own Rules and Regulations for the conduct of its affairs and the discharge of its responsibilities, including with respect to its Sections and/or Clinical Divisions. Such Rules and Regulations shall not be inconsistent with these Bylaws, the Rules and Regulations of the

organized Medical and Dental Staff, or the other policies of Hospitals Corp. or the Rules and Regulations of the Department in the same Division.

16.3 POLICIES. Any policy adopted by the Medical Executive Committee shall be promptly communicated to the Medical and Dental Staff.

16.4 COMPATIBILITY. The organized Medical and Dental Staff Bylaws, Rules and Regulations, policies, Bylaws of the Division and Division policies shall be periodically reviewed to ensure compatibility and consistency with each other and compliance with law and regulation.

16.5 URGENT AMENDMENTS. In the event there is a documented need for an urgent amendment to Rules and Regulations or the adoption of a new Rule and Regulation to comply with a law or regulation, the Medical Executive Committee may provisionally adopt, and the Board may provisionally approve, an urgent adoption or amendment to the Rules and Regulations without prior notification to the Medical and Dental Staff. In such event, the Medical and Dental Staff shall be immediately notified of the adoption or amendment and Members of the Medical and Dental Staff entitled to vote may, within thirty (30) calendar days, submit to the Medical Executive Committee any comments regarding the Rule and Regulation. Upon Petition signed by fifty (50) Members of the Medical and Dental Staff entitled to vote, the provisionally adopted Rule and Regulation, or amendment, may be submitted to the conflict management process set forth in ARTICLE XIX of these Bylaws. The results of the conflict management process shall be communicated to the Medical Executive Committee, the voting members of the Medical and Dental Staff and the Board. Any repeal or revision of a provisional Rule and Regulation, or amendment, shall be subject to approval by the Board.

16.6 MEDICAL AND DENTAL STAFF DUES. The Medical Executive Committee shall set the annual dues and shall budget and oversee the expenditure of funds received. A Member who fails to pay Medical and Dental Staff dues shall be notified by certified mail, return receipt requested, of said failure. If no payment is made within thirty (30) calendar days of receipt of said notice, the Member shall be suspended from the Medical and Dental Staff pursuant to Section 9.3, without right of hearing or appellate review under ARTICLE X.

16.7 FORMS. Application and other forms required by these Bylaws for use in connection with Medical and Dental Staff appointments, reappointments, and delineation of Clinical Privileges, including corrective actions, notices, recommendations, and reports, shall be subject to review by the Medical Council which shall then provide a recommendation and/or comment to the Board of Trustees.

16.8 TRANSMITTAL OF REPORTS. Unless otherwise provided, reports and other information which these Bylaws require the Medical and Dental Staff to transmit to the Board of Trustees shall be deemed so transmitted when delivered to the President.

16.9 LEGAL COUNSEL. The organized Medical and Dental Staff shall have access to and the use of independent legal counsel.

16.10 CUMULATIVE EFFECT. Provisions in these Bylaws and in application forms relating to authorizations, confidentiality of information and immunities from liability shall be in addition to other protections provided by law and not in limitation thereof.

ARTICLE XVII

AMENDMENTS

17.1 PROCEDURE TO AMEND THE BYLAWS.

17.1.1 By the Medical Executive Committee. These Bylaws may be amended in the following manner:

(a) The Medical Executive Committee shall consider amendments proposed by members of the Medical Executive Committee, the Board of Trustees, the Medical Council, or a committee appointed by the Medical Executive Committee or by Petition as set forth in Section 17.1.2. All proposed Bylaws amendments shall be presented to the Medical Executive Committee which may approve, disapprove or approve with modifications, any proposed Bylaws amendment. The Medical Executive Committee shall submit a proposed amendment in writing to the Medical Council. The Medical Council shall review all proposed amendments and provide a recommendation and/or comment on the same and forward the proposed amendment(s) with its recommendation and/or comment to all of the Medical Executive Committees within Hospitals Corp.

(b) The Medical Executive Committee shall distribute a copy of the proposed amendment(s) to the Members for comments; such distribution shall be by regular mail, electronically (*e.g.*, email), or by any additional forms of communication as set forth in the Division's Rules and Regulations. All comments received shall be available to the other Members upon request. Within twenty (20) calendar days after the distribution of the proposed amendment(s) to the Members, the Medical and Dental Staff Presidents of Hospitals Corp. shall designate the date of a joint meeting of all Divisions at which a vote will be taken on the proposed amendment(s). In the event the Medical and Dental Staff Presidents cannot agree on a designated date, the Medical Council shall designate a date at its next meeting. The joint meeting shall either be a regularly scheduled quarterly organized Medical and Dental Staff meeting or a special meeting called to vote on the proposed amendment(s). The proposed amendment(s) may be discussed at a regular quarterly organized Medical and Dental Staff meeting or a special meeting prior to the joint meeting. Votes on amendments will be counted by a show of hands unless a motion is made and approved to use a written ballot. Notice of the proposed meeting and the amendment shall be provided to the organized Medical and Dental Staff in writing at least ten (10) business days prior to the meeting.

(c) Adoption shall require a two-thirds majority of those present and eligible to vote at each Division.

(d) Amendments so made shall be effective when approved by the Board of Trustees.

(e) Amendments which are adopted by the Board of Trustees shall be disseminated to all Members of the Medical and Dental Staff and to all Allied Health Professionals.

17.1.2 By Petition. Amendments to these Bylaws may also be proposed to the Medical Executive Committee or directly to the Board of Trustees upon a Petition of fifty (50) Members

entitled to vote of one or more of the Medical and Dental Staffs of all of the Divisions. Any amendment proposed directly to the Board shall also be submitted to the Medical Executive Committees of all Divisions for review and comment. Thereafter, the procedures contained in Section 17.1.1 shall govern.

17.1.3 Mandated Amendments.

(a) Process for Bylaws.

i. Amendments to these Bylaws required to comply with legal, regulatory, and/or accreditation standards (“Mandated Amendments”) shall be subject to the expedited review process described in this Section 17.1.3. Proposed Mandated Amendments shall be initiated by Medical Council, and upon provisional approval by Medical Council, shall be forwarded to each Medical Executive Committee for review and provisional approval at its next regular meeting. The Medical Executive Committees shall also be provided with a description of the applicable law, regulation and/or accreditation standard.

ii. In the event a proposed Mandated Amendment is not approved by all Medical Executive Committees at their next regularly scheduled meetings, the Medical Council shall review and consider any issues raised by the Medical Executive Committee(s) at its next regularly scheduled meeting, and shall provide a recommendation on the resolution of the issues to the Medical Executive Committees for consideration and action at their next regularly scheduled meetings. Upon the provisional approval by all Medical Executive Committees, the Mandated Amendment shall be forwarded to the Board of Trustees for provisional action.

iii. Mandated Amendments shall be disseminated to the Medical Executive Committees and Members of the Medical and Dental Staff after provisional adoption by the Board for the review and approval by the organized Medical and Dental Staffs at the next scheduled joint meeting of the organized Medical and Dental Staffs of all Divisions.

iv. If the organized Medical and Dental Staffs of all Divisions do not approve the Mandated Amendments, the disagreement will be resolved using the conflict resolution mechanism set forth in ARTICLE XIX.

(b) Process for Rules and Regulations. In the event that urgent action is required to comply with law or regulation, the Medical Executive Committee is authorized to provisionally adopt a rule or regulation and forward it to the Medical Council for approval and immediate implementation, subject to the following. If the Medical Staff did not receive prior notice of the proposed rule (as described in Section 17.1.1(b) above) the Medical Staff shall be notified of the provisionally-adopted and approved rule and regulations, and may, by petition signed by at least twenty-five percent (25%) of the voting members of the Medical Staff require the rule and regulation to be submitted for possible recall; provided, however, the approved rule and regulation shall remain effective until such time as a superseding rule and regulation meeting the requirements of the law or regulation that precipitated the initial urgency has been approved pursuant to any applicable provision of this Section. In the event that a petition seeking to recall

the rule and regulation is presented, the Conflict Management Process set forth in in ARTICLE XIX shall be followed.

ARTICLE XVIII

ADOPTION

18.1 **ADOPTION**. These Bylaws shall be adopted at any regular or special meeting of the organized Medical and Dental Staff of each Division, replacing any previous Bylaws, Rules and Regulations, and shall be reviewed and revised as often as necessary, but reviewed at least every three (3) years, and shall become effective when adopted by the organized Medical and Dental Staff and approved by the Board of Trustees of Hospitals Corp. They shall, when adopted and approved, be equally binding on the Board of Trustees and the organized Medical and Dental Staff, and shall be applied prospectively as of and after the date of their approval by the Board of Trustees. In the event of a conflict between these Bylaws and the Rules and Regulations of the organized Medical and Dental Staff, or any other organized Medical and Dental Staff or Department policies, these Bylaws shall prevail.

ARTICLE XIX

CONFLICT MANAGEMENT

19.1 **CONFLICT RESOLUTION PROCESS**. In the event of any conflict between members of the organized Medical and Dental Staff and the Medical Executive Committee regarding the adoption of any Bylaw, Rule and Regulation or policy, or any amendment thereto, or with regard to any other matter, upon a Petition signed by fifty (50) Members of the Medical and Dental Staff entitled to vote or 20% of the voting members of the Medical and Dental Staff, whichever is less, the matter shall be submitted to the conflict resolution process set forth herein.

19.2 **CONFLICT RESOLUTION COMMITTEE**. A Conflict Resolution Committee shall be formed consisting of up to five (5) representatives of the voting organized Medical and Dental Staff selected by the Medical and Dental Staff members submitting the Petition. An equal number of representatives of the Medical Executive Committee shall be appointed by the Medical and Dental Staff President. The President or designee shall be the chairperson of the Conflict Resolution Committee, but shall not vote on any issue arising before the Conflict Resolution Committee.

19.2.1 The members of the Conflict Resolution Committee shall gather information regarding the conflict, meet to discuss the disputed matter, and work in good faith to resolve the differences between the parties in a manner consistent with protecting safety and quality of care.

19.2.2 Any recommendation which is approved by a majority of the voting Medical and Dental Staff representatives and a majority of the Medical Executive Committee representatives shall be submitted to the Board of Trustees for consideration and final action by the Board of Trustees. If agreement cannot be reached, the members of the Conflict Resolution Committee shall individually or collectively report to an Ad Hoc Committee appointed by the Board, or in the sole discretion of the Board, directly to the Board, in the manner directed by the Board regarding

the unresolved differences for consideration by the Board in making its final decision regarding the matter in dispute. The decision of the Board shall be final and shall not be subject to any further approval.

19.3 CONFLICTS WITHIN THE MEDICAL AND DENTAL STAFF. In the event of a dispute between Medical and Dental Staff leaders or segments of the Medical and Dental Staff, the matter in dispute shall be considered by a Conflict Resolution Committee composed of equal number of members representing opposing viewpoints who are appointed by the Medical and Dental Staff President or the Medical Executive Committee. The members of the Conflict Resolution Committee shall proceed in accordance with subsections 19.2.1 and 19.2.2.

19.4 RESOLUTION TECHNIQUES. If deemed appropriate by the President and the Medical and Dental Staff President, an outside mediation or facilitator may be engaged to assist with the resolution of any disputed issues.

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Adopted by the Medical Staff and approved by the Board of Trustees effective on January 1, 1997.

Amendments adopted by the Medical Staff on December 10, 1998 and approved by the Board of Trustees effective on January 26, 1999.

Amendments adopted by the Medical Staff on March 23, 2000 and approved by the Board of Trustees effective on April 25, 2000.

Amendments adopted by the Medical Staff on March 14, 2001 and approved by the Board of Trustees effective on May 22, 2001.

Amendment adopted by the Medical Staff on June 20, 2002 and approved by the Board of Trustees effective on July 23, 2002.

Amendments adopted by the Medical Staff on September 24, 2003 and approved by the Board of Trustees effective on October 24, 2003.

Restated Bylaws adopted by the Medical Staff on October 28, 2009 and approved by the Board of Trustees on November 24, 2009.

Medical Staff Joint Meeting Ratification on December 14, 2011.

Adopted by the Medical and Dental Staff and approved by the Board of Trustees effective on April 18, 2018.

Amendments adopted by the Medical Staff on March 12, 2019.