
# Medical Staff Bylaws

# of

# Southeast Health Center

# of Stoddard County

## Adopted September 21, 2020

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# PREAMBLE

WHEREAS, Southeast Health Center of Stoddard County ("Health Center") is a hospital with affiliated clinics and facilities organized under the laws of the State of Missouri for the purpose of providing health care and medical services for inpatients and outpatients and promoting the well-being of the citizens of Dexter, Missouri, and the surrounding area; and

WHEREAS, the Board of Directors of the Health Center has charged the Medical Staff of the Health Center with the responsibility for providing, monitoring, and improving patient care in the Health Center; and to that end, the Medical Staff of the Health Center is continually striving to achieve quality patient care for inpatients and outpatients of the Health Center and accepts and agrees to discharge its responsibilities subject to the ultimate authority of the Board of Directors.

NOW, THEREFORE, the Physicians, Dentists, and Podiatrists practicing in the Health Center shall organize their activities in conformity with these Bylaws to carry out the functions delegated to the Medical Staff by the Board of Directors.

# DEFINITIONS

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

1. "Appellate Review Body" means the group designated to conduct an appellate review pursuant to a request properly filed and pursued by a Practitioner as provided in Article XII of the Medical Staff Bylaws.
2. "Advanced Practice Provider" or "APP" means an individual identified and described in Article VI, Section 0 of the Medical Staff Bylaws.
3. "Application" means an application for appointment to the Medical Staff as described in Article V, Section 5.2, of the Medical Staff Bylaws.
4. "Chief Executive Officer" or "CEO" is the individual appointed by the Board of Directors to serve as the Board's Representative in the overall administration of the Health Center. The Chief Executive Officer may, consistent with the Chief Executive Officer's authority granted by the Health Center Bylaws, appoint a Representative to perform certain administrative duties identified in these Bylaws.
5. "Clinical Privileges" or "Privileges" mean the permission granted to a Practitioner or Advanced Practice Provider to render specific diagnostic, therapeutic, medical, dental or surgical services within the Health Center.
6. "Dentist" means an individual who has received a Doctor of Dental Medicine or Doctor of Dental Surgery degree and is currently licensed to practice dentistry in Missouri.
7. "Department" or "Clinical Department" means a grouping or division of clinical services as listed in Article VIII, Section 8.1, of the Medical Staff Bylaws.
8. "Focused Professional Practice Evaluation" or "FPPE" means a process whereby the Medical Staff evaluates the privilege-specific competency of the Practitioner or Advanced Practice Provider or their ability to provide safe, high-quality patient care.
9. "Department Director" means a Medical Staff member who has been appointed in accordance with and has the qualifications and responsibilities for Department administration as outlined in Article VIII, Sections 0 and 8.4, and throughout these Bylaws.
10. "Medical Executive Committee" or "MEC" shall mean the Executive Committee of the Medical Staff provided for in Article IX, Section 0, of the Medical Staff Bylaws.

11. "Good Standing" means that the Medical Staff member, at the time the issue is raised, has met the attendance and committee participation requirements during the previous Medical Staff Year and has not received a suspension or restriction of the Medical Staff member's appointment, admitting or Clinical Privileges in the previous twelve (12) months; provided, however, that if a Medical Staff member has been suspended in the previous twelve (12) months for failure to comply with Health Center's policies or regulations regarding medical records and has subsequently taken appropriate corrective action, such suspension shall not adversely affect the Medical Staff member's Good Standing status.

12. "Governing Body," "Board of Directors," or "Board" means the Board of Directors of SoutheastHEALTH Regional Board organized in accordance with Title 19 Section 30-20.080 of the Missouri Code of State Regulations.

13. "Health Center" means Southeast Health Center of Stoddard County, LLC, Dexter, Missouri, and its affiliated clinics and facilities.

14. "Hearing Committee" means the committee appointed to conduct an evidentiary hearing pursuant to a request properly filed and pursued by a Practitioner in accordance with Article XII of these Medical Staff Bylaws.

15. "Health Center Bylaws" mean those Bylaws established by the Board of Directors.

16. "Health Center Corporate Compliance Plan" means the Corporate Compliance Plan and any related policies and procedures adopted by the Board of Directors to promote Health Center's compliance with applicable laws and regulations.

17. "Medical Staff" or "Staff" means the Practitioners who have obtained membership status and have been granted Privileges that allow them to attend patients and/or to provide other diagnostic, therapeutic, teaching, or research services at the Health Center.

18. "Medical Staff Bylaws" mean these Bylaws covering the operations of the Medical Staff of Southeast Health Center of Stoddard County.

19. "Medical Staff Rules and Regulations" mean the rules and regulations adopted by the Medical Staff and approved by the Board of Directors.

20. "Medical Staff Year" is defined as the twelve (12)-month time period beginning on January 1 and ending on December 31.

21. "Peer Review Committee" means a committee established by the Health Center, the Medical Staff, or other health care provider or health care provider group to evaluate, maintain, or monitor the quality and utilization of health care services or to exercise any combination of such responsibilities.

22. "Physician" means an individual who has received a Doctor of Medicine or Doctor of Osteopathy degree and is currently fully licensed to practice medicine in the State of Missouri.

23. "Podiatrist" means an individual who has received a Doctor of Podiatric Medicine degree and is currently fully licensed to practice podiatric medicine in the State of Missouri.

24. "Practitioner" means, unless otherwise expressly provided, any Physician, Dentist, or Podiatrist who has either: (a) applied for appointment to the Medical Staff and for Clinical Privileges; or (b) been granted an appointment to the Medical Staff and holds specific delineated Privileges; or (c) has applied for or has been granted temporary Privileges pursuant to Article VI, Section 6.10, of these Bylaws.

25. "Prerogative" means the right to participate, by virtue of Staff category or otherwise, granted to a Medical Staff member or Advanced Practice Provider, and subject to the ultimate authority of the Board of Directors and the conditions and limitations imposed in these Bylaws and in other Health Center and Medical Staff policies.

26. “Professional Practice Evaluation” means a process to identify professional practice trends of a Practitioner or Advanced Practice Provider and provide ongoing evaluation of performance impacting clinical care and patient safety.

27. “Representative” or “Health Center Representative” means the Board of Directors and any director or committee thereof; the Health Center Chief Executive Officer or the Chief Executive Officer’s designee; other employees of the Health Center; a Medical Staff organization or any member, officer, clinical division or committee thereof; and any individual appointed or authorized by any of the foregoing Representatives to perform specific functions related to gathering, analysis, use or dissemination of information.

28. “Special Notice” means written notice sent via certified mail, return receipt requested or by hand-delivery evidenced by a receipt signed by the Practitioner to whom it is directed.

# Article I – MEDICAL STAFF NAME

These Bylaws address "The Medical Staff of Southeast Health Center of Stoddard County."

# Article II – MEDICAL STAFF PURPOSES AND RESPONSIBILITIES

## 2.1 Purposes

The purposes of the Medical Staff are:

(A) To be accountable to the Board of Directors for the appropriateness of patient care services and the professional and ethical conduct of each Practitioner appointed to the Medical Staff and to promote patient care at the Health Center that is consistent with generally recognized standards of care;

(B) To be the formal organizational structure through which the benefits of membership on the Medical Staff may be obtained by individual Practitioners and the obligations of Medical Staff membership may be fulfilled; and

(C) To provide an appropriate and efficient forum for Medical Staff member input to the Board of Directors and Chief Executive Officer on Health Center and medical issues.

## 2.2 Responsibilities

The Medical Staff's responsibilities shall include:

(A) To participate in the quality improvement, quality review, and utilization management of the Health Center and conduct activities required by the Health Center to assess, maintain, and improve the quality and efficiency of medical care in the Health Center, including, without limitation:

(1) Evaluating Practitioner and institutional performance through use of a valid measurement system as developed by the Health Center and based upon clinically sound criteria;

(2) Monitoring critical patient care practices on an ongoing basis;

(3) Evaluating the use of medications, blood, and blood products;

(4) Developing clinical practice patterns and identifying and evaluating deviations from established patterns of clinical practice;

(5) Establishing criteria and evaluating Practitioner credentials for appointment and reappointment to the Medical Staff and identifying the Clinical Privileges that are assigned to individual Practitioners and Advanced Practice Providers in the Health Center;

(6) Initiating and pursuing corrective action with respect to Practitioners when warranted; and

(7) Identifying and advancing the appropriate use of Health Center resources available for meeting patients' medical, social, and emotional needs, in accordance with sound resource utilization practices.

(B) To ensure timely completion of medical records by a Physician, Dentist, or other qualified licensed individual in accordance with state law and Health Center policy, including, but not limited to, documentation of:

(1) A medical history and physical examination completed no more than thirty (30) days before or twenty-four (24) hours after admission or registration, but prior to any surgery requiring anesthesia services. If history and physical are documented prior to admission, an updated physical examination and medical history must be recorded within twenty-four (24) hours of admission or registration, but prior to any surgery or procedure requiring anesthesia; and

(2) Complete records of discharged patients consistent with Hospital medical record policies, not to exceed thirty (30) days after dismissal.

(C) To make recommendations to the Board of Directors regarding Medical Staff appointment and reappointment, including category and Department assignments, Clinical Privileges, and corrective and/or disciplinary action.

(D) To assist in the development, delivery, and evaluation of continuing medical education and training programs.

(E) To develop and maintain Medical Staff Bylaws and policies that promote sound professional practices, organizational principles, and compliance with federal and state law requirements, and to enforce compliance with such Medical Staff Bylaws, policies, and laws.

(F) To participate in Health Center's long-range planning activity, to assist in identifying community health needs, and to participate in developing and implementing appropriate institutional policies and programs to meet those needs.

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

(H) To assure that at all times at least one (1) Physician member of the Medical Staff shall be on duty or available within a reasonable period of time for emergency service.

# Article III – MEDICAL STAFF MEMBERSHIP

## 3.1 Nature of Membership

No person, including those with a contract of employment with the Health Center, may admit or provide any health care services to patients in the Health Center unless the person is a Medical Staff member or has been granted Clinical Privileges in accordance with the procedures set forth in these Medical Staff Bylaws.

(A) Medical Staff appointment shall confer only the Clinical Privileges and Prerogatives granted by the Board of Directors in accordance with these Bylaws that are commensurate with the member's qualifications, experience, present capabilities, and within the member's scope of practice.

(B) No applicant shall be denied membership on the basis of sex, race, creed, color, national origin, age, or a handicap unrelated to the ability to fulfill patient care and required Staff obligations.

(C) No Practitioner shall be granted or denied Medical Staff membership or the exercise of particular Clinical Privileges at the Health Center solely because the Practitioner:

(1) Holds a current license or obtained a professional degree recognized by the State of Missouri; or

(2) Holds a particular certification or fellowship, completed a general practice residency, or is a member of a specialty board, society, or body; or

(3) Has previously had Medical Staff membership or Privileges at this Health Center, or is a current or former Medical Staff member or holds or has held Privileges in any other hospital or other health care facility.

(D) No application for membership on the Medical Staff shall be denied based solely upon the applicant's professional degree or the school or health care facility in which the Practitioner received medical, dental, or podiatry schooling, postgraduate training or certification, if the schooling or postgraduate training for a Physician was accredited by the American Medical Association or the American Osteopathic Association; for a Dentist, was accredited by the American Dental Association's Commission on Dental Accreditation; and for a Podiatrist, was accredited by the American Podiatric Medical Association.

## 3.2 Qualifications for Membership

Every Practitioner who applies for or holds Medical Staff appointment must, at the time of Application and initial appointment and continuously thereafter, demonstrate to the satisfaction of the Medical Staff and the Board of Directors that the Practitioner meets all of the following qualifications for membership and any other qualifications and requirements as set forth in these Medical Staff Bylaws; the Medical Staff Rules and Regulations; Health Center Bylaws, policies, and rules; Health Center Corporate Compliance Plan; and other requirements or policies established by the Board of Directors:

(A) Has a current, valid license issued by the State of Missouri to practice as a Physician, Dentist, or Podiatrist and has current, valid DEA registration, if applicable.

(B) Has documentation of graduation from a Board of Directors-approved school or, with respect to Physicians, certification by the Educational Council for Foreign Medical Graduate and on the passage of the Foreign Medical Graduate Examination in the Medical Sciences. Physicians shall provide documentation of satisfactory completion of an approved internship or residency. Fellowship in an institution approved for residency training shall be regarded as residency training or internship.

(C) Has documentation evidencing an ongoing ability to provide patient care services consistent with acceptable standards of practice and available resources, including current experience, clinical results, and utilization practice patterns.

(D) Has demonstrated the ability to work with and relate to people, including other Medical Staff members, Health Center employees and administration, the Board of Directors, patients and visitors, and the community in general, in a cooperative, professional manner that maintains and promotes an environment of quality and efficient patient care.

(E) Has been in compliance with the obligations of Staff appointment as set forth in Section 3.3 of this Article III and equitable participation in the performance of Staff obligations.

(F) Adheres to generally recognized standards of medical and professional ethics.

(G) Demonstrates freedom from, or adequate control over, any physical or mental impairment that would significantly affect the Practitioner's ability to practice, including, but not limited to, abuse of any type of substance or chemical that affects cognitive, motor, or communication ability in any manner that interferes with, or has a reasonable probability of interfering with the qualifications for membership such that patient care is, or is likely to be, adversely affected.

(H) Has the ability to read and understand the English language, to communicate effectively and intelligibly in the English language (written and verbal), and to prepare medical record entries and other required documentation in a legible and professional manner.

(I) Has professional liability insurance of such kind, in such amount, and underwritten by such insurers as required by Missouri law or as required from time to time by resolution of the Board of Directors after consultation with the Medical Executive Committee, whichever requirement is more stringent.

(J) Has never been convicted of a felony or a misdemeanor related to the Practitioner's suitability to practice the Practitioner's profession.

(K) Is not currently excluded from or sanctioned by the Medicare or Medicaid programs or any other state or federal governmental program, and is not on the U.S. Department of Health and Human Services Office of Inspector General list of excluded providers.

(L) In the case of new Applications for Medical Staff appointment and Clinical Privileges, and with respect to Applications for changes in Clinical Privileges, the requested appointment/Privileges/affiliation must be compatible with any policies, plans, or objectives formulated by the Board of Directors concerning:

(1) The Health Center's patient care needs, including current needs and projected needs;

(2) The Health Center's ability to provide the facilities, personnel, and financial resources that will be necessary if the Application is approved; and

(3) The Health Center's decision to contract exclusively for the provision of certain medical services with a Practitioner or a group of Practitioners other than the affected Practitioner.

## 3.3 Obligations of Staff Membership

Each member of the Medical Staff and each Practitioner granted temporary Privileges under these Bylaws must:

(A) Provide the Practitioner's patients with generally recognized professional services consistent with the recognized standards of practice in the same or similar communities and the resources locally available;

(B) Comply with these Bylaws; the Medical Staff Rules and Regulations; the Health Center Bylaws, policies, and rules; the Health Center's Corporate Compliance Plan; and all other standards, policies, and rules of the Staff, the Health Center, and state and federal law;

(C) Perform any Staff, committee, and Health Center functions for which the Practitioner is responsible;

(D) Complete medical records and other records in such manner and within the time period required by the Health Center for all patients the Practitioner admits or in any way provides care for in the Health Center;

(E) Abide by generally recognized standards of professional ethics; and

(F) Satisfy the continuing education requirements established by the Medical Staff.

Practitioner's failure to satisfy any of the aforementioned qualifications or obligations may be grounds for denial of reappointment to the Staff, reduction in Staff category, restriction or revocation of Clinical Privileges, or other disciplinary action as determined in a final action of the Board of Directors pursuant to Article XI of these Bylaws.

## 3.4 Duration of Appointment

(A) Initial appointment shall be for a period of two (2) years. Reappointment shall be for a period of not more than two (2) years. Provided, however, that the duration of any such initial appointment or reappointment shall be subject to the provisions of Article XI.

(B) Notwithstanding the foregoing, in the case of a Practitioner providing professional services by contract with or employment by the Health Center, termination or expiration of the contract or employment or the failure to renew the contract may result in a shorter period of appointment or Clinical Privileges.

(C) If the Health Center adopts a policy involving a closed Department or an exclusive arrangement for a particular Service or Services, any Practitioner who previously held Privileges to provide such Services but who is not a party to the exclusive contract/arrangement may not provide such Services as of the effective date of the closure of the Department or exclusive arrangement, irrespective of any remaining time on the appointment or reappointment term.

## 3.5 Procedures for Appointment and Reappointment

The mechanics for evaluating Applications for initial appointment and for conducting periodic reappraisals for reappointment to the Staff are outlined in Article V of these Bylaws.

## 3.6 Contract Practitioners

(A) A Practitioner who is or who will be providing specified professional services pursuant to a contract with the Health Center is subject to all membership qualifications, appointment, reappointment, and Clinical Privilege evaluations and must meet all of the obligations of membership, just as any other applicant or Staff Member.

(B) The Staff appointment and Clinical Privileges of any Staff Member who has a contractual relationship with the Health Center, or is either an agent, employee, or principal of, or partner in, an entity that has a contractual relationship with the Health Center relating to providing services to patients at the Health Center, shall terminate subject to extension by the affirmative act of the Board of Directors upon:

(1) The expiration or other termination of the contractual relationship with the Health Center; or

(2) The expiration or other termination of the relationship of the Staff Member with the entity that has a contractual relationship with the Health Center.

(C) In the event of a termination of Staff appointment and/or Clinical Privileges due to Section 3.6(B)(1) or 3.6(B)(2) above, no right to a hearing or appellate review provided in these Bylaws, including those provided in Article XII, shall apply. Otherwise, nothing herein shall limit the Staff Member's procedural due process rights.

## 3.7 Leave of Absence

(A) Upon a showing of good cause, Staff Members may be granted leaves of absence by the Medical Executive Committee, subject to approval by the Board of Directors, for a definitely stated period of time not to exceed twelve (12) months, except in the case of leave for military service. Absence for longer than twelve (12) months shall constitute voluntary resignation of Medical Staff appointment and Clinical Privileges unless, upon good cause shown, the Medical Executive Committee grants an exception.

(B) Requests for leaves of absence shall be made to the Chief of Staff and shall state the beginning and ending dates of the requested leave.

(C) During the leave of absence, the Staff Member is not entitled to Clinical Privileges at the Health Center and has no membership rights and responsibilities. Prior to a leave of absence being granted, the Medical Staff member shall have made arrangements that are acceptable to the Medical Executive Committee and Board of Directors for the care of the Staff Member's patients during the leave of absence. The Staff Member shall also meet all Health Center obligations prior to leave of absence, including, but not limited to, completion of medical records.

(D) If the leave of absence is for reasons other than medical reasons, the Staff Member may be reinstated at the conclusion of the leave of absence upon filing with the Chief of Staff a written request for reinstatement and a statement summarizing continuing education, licensure, or other activities related to the member's Clinical Privileges undertaken during the leave of absence. The Staff Member also shall submit such other information as requested by the Medical Executive Committee.

(E) If the leave of absence is for medical reasons, the Staff Member must submit to the Medical Executive Committee a written request for reinstatement, as well as a report from the Staff Member's attending Physician indicating that such Staff Member is physically and/or mentally capable of resuming a Hospital practice, with or without accommodation and, if with accommodation, the nature of the needed accommodation. The Staff Member also shall provide such other information as may be requested by the Medical Executive Committee.

(F) In acting upon the request for reinstatement, the Medical Executive Committee may approve reinstatement either to the same or a different Staff category and may limit or modify the Clinical Privileges to be extended to the Staff Member upon reinstatement, subject to approval by the Board of Directors.

# Article IV – MEDICAL STAFF CATEGORIES

## 4.1 Categories

The Medical Staff shall be divided into the following categories: Active, Consulting, and Honorary. At each time of reappointment, the member's Medical Staff category shall be determined.

Affiliate Practitioners, Locum Tenens Practitioners, and Advanced Practice Providers are not members, but adjuncts, of the Medical Staff. Discussion of Affiliate Practitioners, Locum Tenens Practitioners, and Advanced Practice Providers appears in Article VI, Sections 6.11 through 6.13 of these Bylaws.

(A) Active Staff

(1) Qualifications. The Active Staff shall consist of Physicians, each of whom:

(a) Meets the basic qualifications as set forth in Article III, Section 3.2, of these Bylaws; and

(b) Is involved in at least twenty-five (25) patient care activities a year. These activities may include admissions, treatments, consultations, outpatient surgery and procedures, and outpatient clinic visits; or

(c) Has expressed a willingness to contribute to Medical Staff functions and/or demonstrated a commitment to the Medical Staff and Health Center through service on Medical Staff or Health Center committees and/or service as a Department Director or Medical Director.

(2) Prerogatives. An Active Staff Member may:

(a) Admit, attend, and/or consult on patients only as is permitted by the scope of the Staff Member's Clinical Privileges granted pursuant to Article VI or otherwise as provided in the Medical Staff Rules and Regulations;

(b) Exercise the Clinical Privileges granted to the Active Staff Member;

(c) Vote on all matters presented at all meetings of the Medical Staff and at all committee meetings of which the Active Staff Member is a member, except as provided by resolution of the Medical Executive Committee and approved by the Board of Directors; and

(d) Hold office in the Medical Staff or sit on, or act as chairperson of, any committee as determined by resolution of the Medical Executive Committee or the Board of Directors.

(3) Obligations. In addition to the basic obligations set forth in Article III, Section 3.3, an Active Staff Member must:

(a) Contribute to the administration of the Medical Staff, including serving as a Medical Staff officer and on Health Center and Medical Staff committees as appointed or elected;

(b) Participate in the Professional Practice Evaluation and performance improvement processes of the Health Center;

(c) Participate and discharge such other activities as may be required of the Medical Staff; and

(d) Attend regular and professional meetings of the Medical Staff and of any Medical Staff committees of which the Active Staff Member is a member.

(B) Consulting Staff

(1) Qualifications. The Consulting Staff shall consist of Physicians, Dentists, and Podiatrists, each of whom:

(a) Meets the basic qualifications as set forth in Article III, Section 3.2, of these Bylaws; and

(b) Desires to have an affiliation with the Health Center but who, because of his or her specialty; primary practice location; or work on an as-needed basis for the Health Center, does not qualify or wish to be on the Active staff.

(2) Prerogatives. A Consulting Staff Member may:

(a) Admit, attend, and/or consult on patients only as is permitted by the scope of the Staff Member's Clinical Privileges granted pursuant to Article VI or otherwise as provided in the Medical Staff Rules and Regulations;

(b) Exercise the Clinical Privileges granted to the Consulting Staff member;

(c) Not vote at Medical Staff meetings, hold office on the Medical Staff, or serve as chair on committees, if any; and

(d) Attend regular and professional meetings of the Medical Staff and any committees to which they are assigned.

(3) Obligations. A Consulting Staff Member must:

(a) Cooperate in the Professional Practice Evaluation and performance improvement processes of the Health Center and/or provide such quality data and other information as may be requested to assist in an appropriate assessment of current clinical competence and overall qualifications for appointment and clinical privileges (including, but not limited to, information from another hospital, information from the individual's office practice, and/or receipt of confidential evaluation forms completed by referring/referred to physicians).

(C) Honorary Staff

(1) Qualifications. The Honorary Staff shall consist of Practitioners recognized for their excellent reputations, their contributions to health and medical sciences, and/or their long-standing service to the Health Center. The Governing Body, upon recommendation of the Active Medical Staff, shall appoint honorary Staff Members.

(2) Prerogatives. Honorary Staff Members may not admit patients to the Health Center or exercise Clinical Privileges at the Health Center. They may, however, attend Staff meetings and any Staff or Health Center education activity. Honorary Staff Members shall not be eligible to vote, hold office in the Medical Staff organization, or chair or serve on committees. Honorary Staff Members are not required to have malpractice insurance.

(3) Obligations. Honorary Staff Members shall have no assigned duties or responsibilities.

### 4.2 Provisional Period

(A) Scope and Duration

(1) All new Medical Staff appointments and all grants of initial or increased Clinical Privileges to any members are provisional for a period of up to one (1) year ("Provisional Period"). During the Provisional Period, a Focused Professional Practice Evaluation shall be conducted in accordance with the Health Center's Focused Professional Practice Evaluation policy.

(2) No Effect on Membership or Exercise of Privileges. During the Provisional Period, a Practitioner must meet all qualifications, can exercise all of the Prerogatives, and must fulfill all of the obligations of the Practitioner's Staff category; and the Practitioner can utilize all of the Clinical Privileges granted to the Practitioner.

(3) Completion of the Provisional Period. Results of the Focused Professional Practice Evaluation are reported to the Peer Review Committee and/or Department Director for final recommendations. These recommendations are then presented to the Medical Executive Committee. Final processing shall follow the procedures set forth in the Application process as described in Article V, Subsections 5.6(C) through 0. For purposes of concluding the Provisional Period, an "adverse recommendation" by the Medical Executive Committee or an "adverse action" by the Board of Directors shall be as defined in Article XII of these Bylaws.

### 4.3 Limitation of Prerogatives

The prerogatives set forth under each staff category are general in nature and may be subject to limitation by special conditions attached to a Physician's, Dentist's, or Podiatrist's staff appointment, by other articles in these Bylaws, or by other policies of the Health Center.

### 4.4 Waiver of Qualifications

Any qualifications may be waived at the discretion of the Board upon determination that such waiver will serve the best interests of the patients and of the Health Center.

## Article V – APPLICATION, APPOINTMENT AND REAPPOINTMENT PROCEDURES

### 5.1 General

Unless otherwise provided for herein, no person shall exercise Clinical Privileges in the Health Center unless and until the person applies for and receives Medical Staff appointment and/or such Privileges are granted, as set forth in these Bylaws. Appointment to Medical Staff shall confer only those specific Clinical Privileges as have been granted in accordance with these Bylaws.

### 5.2 Application

A written, signed Application for Medical Staff appointment must be submitted to the Chief Executive Officer on the Application form approved by the Board of Directors.

## 5.3 Application Contents

Every Application must include at least the following:

(A) A statement that the applicant has been offered and/or received and read the Medical Staff Bylaws and the Medical Staff Rules and Regulations; that the applicant agrees to be bound by the terms thereof if the applicant is granted membership and/or Clinical Privileges; and that the applicant agrees to be bound by the terms thereof in all matters relating to consideration of the applicant's Application without regard to whether the applicant is granted membership or Clinical Privileges.

(B) Any post-secondary school training, including the name of the institutions and the dates attended, any degrees granted, course of study or program completed and, for all post-graduate training, names of persons responsible for reviewing the applicant's performance.

(C) A copy of all currently valid professional licenses or certifications, DEA registration, and any other controlled substances registration, including the date of issuance and license or provider number.

(D) Records verifying any specialty or subspecialty board certification, recertification, or eligibility to sit for such board's examination.

(E) A statement as to whether the applicant's health status is such that the applicant is able to perform all the procedures for which the applicant has requested Privileges, with or without reasonable accommodation, according to accepted standards of professional performance and without posing a direct threat to patients. If the applicant will require reasonable accommodation, the Application should include a separate sheet to describe the accommodation(s) that will enable the applicant to perform the clinical activities for which the applicant has requested Privileges.

(F) Documentation verifying professional liability coverage, including the names of present and past insurance carriers, and any information related to Practitioner's malpractice claims history and experience during the past ten (10) years.

(G) The nature and specifics of any prior actions involving denial, revocation, non-renewal or other challenges, or voluntary relinquishment (by resignation or expiration) of any professional license or certificate to practice in Missouri or in any other state or country; any controlled substances registration; membership or fellowship in local, state, or national organizations; specialty or sub-specialty board certification or eligibility; faculty membership at any medical or other professional school; Medical Staff membership, Prerogatives, or Clinical Privileges at any other health care institution including any hospital, clinic, skilled nursing facility, or managed care organization in this or any other state; participation in a federal or state health care program; or professional liability insurance.

(H) Location of the applicant's office(s); names and addresses of other Practitioners with whom the applicant is or has been associated and the dates of the associations; names and locations of all health care institutions or organizations (including third-party payers) with which the applicant had or has any association, employment, Privileges, or practice and the dates of each affiliation; and status held, general scope of Clinical Privileges or duties and documentation of conformity with applicable Health Center and Medical Staff Bylaws, Rules and Regulations at such other institutions where the applicant had Privileges.

(I) The Medical Staff category, Clinical Department assignment, and Clinical Privileges requested.

(J) The status and, if applicable, resolution of any past or current criminal charges against the applicant.

(K) The names of at least three (3) medical or health care professionals in the applicant's same profession who, through observation, have personal knowledge of the applicant's Clinical ability, ethical character, the effect of the applicant's health status, if any, on the Privileges sought, ability to work cooperatively with others; and who are willing to provide specific written comments on these matters upon request from the Medical Staff or Health Center.

(L) A listing and description of any potential conflict(s) of interest with the Health Center or its related entities (including any ownership or contractual interest the applicant or the applicant's immediate family members might have with the Health Center or with entities that do business with the Health Center).

(M) Such other information as the Board of Directors may require, subject to existing legal requirements.

(N) The applicant's signature.

### 5.4 Effect of Application

By signing and submitting an Application for appointment to the Medical Staff, the applicant:

(A) Acknowledges and attests that the Application is correct and complete and acknowledges that any significant misstatement or omission is grounds for a denial of appointment or for a summary dismissal from the Medical Staff.

(B) Agrees to appear for personal interviews if required in support of the Application.

(C) Consents to the release and review by Health Center Representatives of all documents (including requesting and reviewing information from the National Practitioner Data Bank and any other data bank Health Center is permitted or required by law to access) that may be necessary to evaluate the applicant's professional qualifications and ability to carry out the Clinical Privileges the applicant requests as well as the applicant's professional ethical qualifications for Staff membership and consents to Health Center Representatives consulting with prior associates or others who may have information bearing on the applicant's professional or ethical qualifications and competence.

(D) Understands and agrees that if Medical Staff membership or requested Clinical Privileges are denied based on the applicant's professional competence or conduct, the applicant will be subject to reporting to the National Practitioner Data Bank.

(E) Releases from any liability all Health Center Representatives for their acts performed in good faith and without malice in connection with reviewing, evaluating or acting on the Application and the applicant's credentials.

(F) Releases from any liability all individuals and organizations who provide information, including otherwise privileged or confidential information, to Health Center Representatives in good faith and without malice concerning the applicant's ability, professional ethics, character, physical and mental health, emotional stability, and other qualifications necessary for appointment as discussed herein.

(G) Agrees that any lawsuit brought by the applicant against an individual or organization providing information to a Health Center Representative, or against the Health Center or Health Center Representative, shall be brought in a court, federal or state, in the state in which the defendant resides or is located.

(H) Agrees to practice in an ethical manner and to provide continuous care to patients.

(I) Agrees to notify the Chief of Staff and the Chief Executive Officer immediately if any information contained in the Application changes. The foregoing obligation shall be a continuing obligation of the applicant so long as the applicant is a member of the Medical Staff and/or has Clinical Privileges at the Health Center.

(J) Agrees to be bound by the terms of and to comply in all respects with these Medical Staff Bylaws, Medical Staff Rules and Regulations, Health Center Bylaws, policies and procedures, and Health Center's Corporate Compliance Plan.

## 5.5 Burden of Providing Information

The applicant is responsible for producing information adequate to properly evaluate the applicant's experience, background, training, demonstrated competence, utilization patterns, work habits (which include the ability to work cooperatively with others), and, upon request of the Medical Executive Committee, Chief Executive Officer or Chief Executive Officer's designee, or the Board of Directors, physical and mental health status, and to resolve any doubts or conflicts and to clarify information as requested by appropriate Staff or Board of Directors authorities.

## 5.6 Processing Application

(A) The completed Application shall be submitted to the Chief Executive Officer, who shall immediately forward the same to the Credentials Committee for processing. The Credentials Committee or its designee shall be responsible for collecting and verifying all qualification information received, and for promptly notifying the applicant of any problems with obtaining required information. Upon notification of any problems or concerns, the applicant must obtain and furnish the required information. If the applicant fails to furnish the requested information within ninety (90) days of a written request, the Application shall be finally and conclusively deemed denied without right to a hearing or appellate review, and the applicant shall be so informed by the Chief Executive Officer. The Credentials Committee or its designee shall query the National Practitioner Data Bank and any other data bank as permitted or required by law. The Credentials Committee or its designee also shall check the U.S. Department of Health and Human Services Office of Inspector General Cumulative Sanction report, the General Services Administration List of Parties Excluded from Federal Procurement and Non-Procurement Programs, and any other appropriate sources to determine whether the applicant has been convicted of a health care related offense, or debarred, excluded, or otherwise made ineligible for participation in federal health care programs.

(B) When the collection and verification process is accomplished, the Credentials Committee is responsible for reviewing the Application and any supporting documentation. The Credentials Committee is then responsible for submitting recommendations to the Medical Executive Committee as to approval or denial of, and any special limitations on, Medical Staff appointment, category of Medical Staff membership and Prerogatives, Department affiliation, and Clinical Privileges.

(C) After receipt of the Credentials Committee report, the Medical Executive Committee, at its next regularly scheduled meeting, shall review the Application, the supporting documentation, the recommendation from the Credentials Committee, and any other relevant information available to it. The Medical Executive Committee shall vote on the Application and, on the basis thereof, shall either defer action on the Application for further consideration or prepare a written report with recommendations as to approval or denial, or any special limitations on, Medical Staff appointment, category of Medical Staff membership and Prerogatives, Clinical Department affiliation, and Clinical Department.

(D) The Medical Executive Committee may take any of the following actions:

(1) Deferral Action. A decision by the Medical Executive Committee to defer any action on the Application must be revisited, except for good cause, within thirty (30) days with subsequent recommendations as to approval or denial of, or any special limitations on, Medical Staff Appointment, category of Medical Staff membership and Prerogatives, Department affiliation, scope of Clinical Privileges and details of Provisional Period. The Chief Executive Officer of the Health Center shall promptly send the applicant written notice of a decision to defer action on the applicant's Application.

(2) Favorable Recommendation. If the Medical Executive Committee makes a favorable recommendation regarding all aspects of the Application, the Medical Executive Committee shall promptly forward its recommendation, together with all supporting documentation, to the Board of Directors.

(3) Adverse Recommendation. If the Medical Executive Committee's recommendation is adverse to the applicant, the Medical Executive Committee must immediately inform the applicant by Special Notice of the recommendation, and the applicant shall then be entitled to the procedural rights as provided in Article XII. No such adverse recommendation shall be required to be forwarded to the Board of Directors until after the applicant has exercised or has been deemed to have waived the applicant's right to a hearing as provided in Article XII of these Bylaws.

(E) The Board of Directors may take any of the following actions:

(1) Favorable Medical Executive Committee Recommendation. The Board of Directors may adopt or reject any portion of the Medical Executive Committee's recommendation that was favorable to an applicant or refer the recommendation back to the Medical Executive Committee for additional consideration, but must state the reason(s) for the requested reconsideration and set a time limit within which a subsequent recommendation must be made. If the Board of Directors' action is favorable, the action shall be effective as its final decision. If the Board of Directors' decision on receiving a favorable Medical Executive Committee recommendation is adverse to the applicant, the Board of Directors shall so notify the applicant by Special Notice, and the applicant shall be entitled to the procedural rights provided in Article XII of these Bylaws.

(2) Without Benefit of Medical Executive Committee Recommendation. If the Medical Executive Committee fails to make a recommendation within the time required, the Board of Directors may, after informing the Medical Executive Committee of its intent, and allowing a reasonable period of time for response by the Medical Executive Committee, make its own determination using the same type of criteria considered by the Medical Executive Committee. If the Board of Directors' decision is adverse to the applicant, the Board of Directors shall promptly so inform the applicant by Special Notice, and the applicant shall then be entitled to the procedural rights provided in Article XII of these Bylaws.

(3) Adverse Medical Executive Committee Recommendation. If the Board of Directors receives an adverse Medical Executive Committee recommendation, the Board of Directors shall so notify the applicant by Special Notice and the applicant shall be entitled to the procedural rights provided in Article XII of these Bylaws.

(F) Any report by an individual or group, including the report of the Board of Directors, required by any portion of this Section 5.6, must state the reasons for each recommendation or action taken, with specific reference to appropriate portions of the Application or other documentation. The reasons shall relate to, but not be limited to, standards of patient care, patient welfare, the objectives of the Health Center, or the conduct or competency of the applicant. Any dissenting views at any point in the process also must be evidenced in writing, supported by reasons and references, and transmitted with the majority report.

(G) The Board of Directors shall give notice of its final decision to the applicant by Special Notice and to the Chief of Staff. A decision and notice to appoint shall include: the Medical Staff category to which the applicant is appointed; the Clinical Department to which the applicant is assigned; the Clinical Privileges the applicant may exercise; the details of the Provisional Period and any special conditions attached to the Appointment.

(H) With respect to initial Staff appointments, granting of Staff membership and Clinical Privileges shall be contingent upon review and ascertainment of adequate health status. Upon notification of such contingent appointment, the applicant shall submit to the Medical Executive Committee the following information: any previous or current health problem or disability (including alcohol or drug dependencies) that affects or that may be expected to progress within the next two (2) years to the point of affecting the applicant's ability in terms of skill, attitude or judgment to perform professional and Medical Staff duties fully; hospitalizations or other institutionalizations for any such health problem or disability during the past ten (10) year period; if any such health problem or disability in the past is currently controlled by therapy or is resolved but may reoccur, date of last health examination with name and address of performing Physician and findings related to that problem or disability. Any such information shall be maintained in a separate file as a confidential medical record. The Medical Executive Committee will review such information to determine whether the applicant's health status is such that the applicant will be able to perform the procedures for which the applicant has requested Privileges, with or without accommodation, according to accepted standards of professional performance and without posing a direct threat to patients. The Medical Executive Committee shall then make a recommendation to the Board of Directors as to whether the contingent offer of membership should be made final. Such recommendation and subsequent Board action shall be in accordance with Subsections 5.6(D) and 5.6(E) of this Article V.

(I) All individuals and groups required to act on an Application under this Section 5.6 must do so in good faith and, except for good cause, complete their actions within the following time period:

| Individual/Group | Time |
|---|---|
| Credentials Committee (collection/verification) | Sixty (60) days |
| Credentials Committee (review/recommend) | Thirty (30) days |
| Medical Executive Committee | Next regular meeting |
| Board of Directors | Next regular meeting |

These time periods are considered guidelines and do not create any rights for a Practitioner to have an Application processed within these precise periods; provided, however, that this provision shall not apply to the time periods contained in the provisions of Article XII. When Article XII is activated by an adverse recommendation or action as provided herein, the time requirements set forth therein shall govern the continued processing of the Application.

(J) An applicant who has received a final adverse decision regarding, or who has voluntarily resigned or withdrawn an Application for, appointment, reappointment, Medical Staff category, Clinical Department assignment, or Clinical Privileges may not reapply to the Medical Staff or for the denied Medical Staff category, Clinical Department, or Clinical Privileges for a period of at least one (1) year. Any reapplication after the one (1) year period will be processed as an initial Application and the applicant must submit such additional information as required by the Medical Staff or the Board of Directors to show that any basis for the earlier adverse action has been resolved.

(K) If an applicant's file remains incomplete ninety (90) days after the initial Application for membership, the applicant will be deemed to have withdrawn the applicant's Application for membership. The Chief Executive Officer shall notify that applicant that the applicant's Application is considered to have been withdrawn, and that the applicant shall not be entitled to a hearing or any other procedural rights with respect to such Application.

## 5.7 Reappointment Process

(A) No later than three (3) months prior to the date of expiration of the Medical Staff Member's appointment, the Chief Executive Officer shall cause the Medical Staff member to be notified of the upcoming expiration date. No later than sixty (60) days before the expiration date, the Staff Member must furnish to the Credentials Committee the following reappointment materials in writing and on a form approved by the Board of Directors:

(1) All information necessary to bring the applicant's file current regarding the information required by Section 5.3 of Article V, including all current licensure and specialty board certification information, controlled substance registration, professional liability insurance coverage, the status of other institutional affiliations, pending or completed disciplinary actions, and health status changes;

(2) A record of continuing medical and/or professional training and education completed outside of the Health Center during the preceding period;

(3) Any requests for additional or reduced Clinical Privileges, with the basis for any requested changes; and

(4) Any requests for Staff category or Department assignment changes, with the basis for the requested changes.

(B) If a Staff Member, without good cause, fails to provide this information, the Staff Member will be deemed to have voluntarily resigned from the Staff and shall have the Staff Member's membership terminated automatically at the end of the current term unless the Staff Member requests, in writing, an extension and the extension is granted by the Medical Executive Committee for a period not to exceed sixty (60) days. The Practitioner whose membership is so terminated is entitled to the procedural rights provided in Article XII for the sole purpose of determining the issue of good cause.

(C) The Credentials Committee shall verify the information provided on the reappointment Application and notify the Staff Member of any deficiencies, inadequacies, or verification problems. The Staff Member then has the burden of producing adequate information and resolving any doubts about the data.

(D) The Credentials Committee or its designee shall retain all relevant information regarding the applicant's professional and collegial activity, performance, and conduct in the Health Center for inclusion in each Staff Member's credentials file. Such information may include, but is not limited to, the following:

(1) Findings of quality assessment and utilization review activities demonstrating patterns of patient care and utilization;

(2) Continuing education activities and participation in other internal training;

(3) Clinical activity at the Health Center;

(4) Previously successful or currently pending challenges to the Staff Member's licensure, sanctions imposed or pending, and other problems related to the Staff Member's practice or professional conduct;

(5) Health status, including any reasonable evidence of current health status that may be requested by the Medical Executive Committee (retained in a separate file as a confidential medical record);

(6) Records of attendance at required Medical Staff and Health Center meetings;

(7) Performance as a Staff officer, committee member, or chairperson;

(8) Compliance with requirements related to the preparation of medical records (including requirements regarding timeliness, completeness and accuracy);

(9) Ability to work cooperatively with other Practitioners, Health Center personnel, and the Board of Directors;

(10) General character of relationship with patients and the Health Center;

(11) Ability to comply with all applicable Medical Staff Bylaws, Medical Staff Rules and Regulations, Health Center Bylaws, policies and procedures, and Health Center's Corporate Compliance Plan;

(12) Voluntary or involuntary termination of Medical Staff membership or voluntary or involuntary limitation, reduction, or loss of Clinical Privileges at another hospital;

(13) Ability to practice in an efficient manner taking into account the patients' medical needs, the facilities, Services, and resources available and generally recognized utilization standards as identified by the Utilization Review Committee; and

(14) Any other relevant information that could affect the Staff Member's status and Privileges at the Health Center, including any activities of Staff Member at other hospitals and Staff Member's clinical practice outside the Health Center.

(E) When correction or verification is accomplished, the Credentials Committee is responsible for examining the Staff Member's file and all other relevant information available to it and forwarding to the Medical Executive Committee with recommendations for reappointment or non-reappointment and Staff Category and Clinical Privileges, including any limitations or restrictions.

(F) The Medical Executive Committee shall review the Staff Member's file and any other relevant information available to it, and shall defer action on the reappointment or make recommendations for, and any special limitations on, reappointment or non-reappointment and Staff category and Clinical Privileges and, if new Privileges or Staff category are requested, details of the Provisional Period.

(G) The final determinations regarding reappointment Applications shall follow the process set forth in Subsections 5.6(D) through 5.6(G) of this Article V. For purposes of reappointment, the terms "applicant" and "appointment" as used in those Sections shall be read, as "Staff Member" and "reappointment," respectively.

(H) Notice provided to a Staff Member and the Staff Member's provision of updated information shall follow the procedure included in Subsection 5.7(A) of this Article V. Thereafter, and except for good cause, any other party who is obligated to act under these Bylaws must forward reappointment reports and recommendations to the Medical Executive Committee and all such reports and recommendations must be returned to the Board of Directors before the expiration of the Staff membership of the renewal applicant.

(I) The time periods addressed are guidelines for accomplishing the reapplication process. Any extension of the process is not intended to (and shall not) create a right of automatic reappointment for the current term.

(1) If the reapplication process has not been completed by the end of the membership or appointment term due to the Staff Member's failure to provide information included in Subsection 5.7(A) of this Article V, the Staff Member's Staff membership ends on the expiration date as provided in said Subsection 5.7(B) of Article V, unless explicitly extended as provided therein.

(2) If the reapplication process has not been completed by the end of the membership or appointment term due to insufficient information on which to base a reappointment decision (whether as the result of an investigation, peer review process, or missing documentation), a short-term reappointment of ninety (90) days may be granted in order to obtain all requisite information. Short-term reappointments must be approved in the same manner as a full-term reappointment, with approval by the Credentials Committee, Medical Executive Committee, and Board of Directors required. A recommendation for reappointment for a period of less than two years does not, in and of itself, entitle a Practitioner to the procedural rights set forth in Article XII.

(J) The Staff Member may, either in connection with reappointment or at any other time, request modification of the Staff Member's Staff category, Department assignment, or Clinical Privileges by submitting a written Application to the Chief Executive Officer on the prescribed form. A modification Application is processed in the same manner as an Application for reappointment.

# Article VI – DETERMINATION OF CLINICAL PRIVILEGES

## 6.1 Exercise of Privileges

Medical Staff appointment or reappointment shall not confer any Clinical Privileges or right to practice at the Health Center. Each individual who has been given an appointment to the Medical Staff or who otherwise provides Clinical Services at the Health Center may only exercise the Clinical Privileges specifically granted by the Board or temporary privileges granted in accordance with Section Temporary Privileges 6.10 of this Article VI. Regardless of the level of Privileges granted, each Practitioner must consult with other Practitioners as required by the Medical Staff Rules and Regulations, other policies of the Medical Staff, any Clinical Departments, or the Health Center.

## 6.2 Basis for Privileges Determination

Clinical Privileges recommended to the Board shall be based upon information submitted by Practitioner in accordance with these Bylaws and the criteria identified in Article III, Section 3.2. In determining the Clinical Privileges to be recommended, consideration must, at minimum, be given to: (1) challenges to any licensure or registration; (2) voluntary or involuntary relinquishment of a license or registration, Medical Staff membership, or limitation, reduction, or loss of Clinical Privileges; (3) any evidence of an unusual pattern or excessive number of professional liability actions resulting in final judgment against the applicant; 4) documentation of the applicant's health status; (5) relevant Practitioner-specific data as compared to aggregate data, when available; and (6) morbidity and mortality data, when available. The following additional factors also may be used in determining Privileges: patient care needs in the area for the type of Privileges requested by the applicant; the geographic location of the Practitioner; coverage available in the Practitioner's absence; and the adequacy of professional liability insurance. If necessary, review of patient records treated in other hospitals or practice settings may affect Privileges determinations. Privileges determinations for current Staff Members seeking reappointment or a change in Privileges must include observed clinical performance and documented results of Staff quality assessment and utilization review activities, including, but not limited to, the appropriateness of admission and length of stay, necessity of procedures, and indication for ancillary services.

## 6.3 Department Responsibility in Defining Privileges

Each Department shall assist in defining and recommending the Clinical Privileges for that Department, including operative, invasive, and any special procedures; conditions and problems that fall within its clinical area (including the various levels of severity or complexity and different patient profiles, when appropriate); and the requisite training, experience, or other qualifications required to perform the procedures or otherwise exercise the Clinical Privileges. The recommendations must be coordinated by the Credentials Committee and approved by the Medical Executive Committee and Board and shall form the basis for delineating Privileges within the Department.

## 6.4 Consultation and Other Conditions

Special requirements for consultation may be required of Practitioners as a condition to the performance of any or all Clinical Privileges, in addition to the consultation requirements in the Bylaws or in the Rules, Regulations and Policies of the Staff, any Department, or Health Center. Each Practitioner requesting Clinical Privileges agrees that, in dealing with cases outside the scope of the Practitioner's training or in an unusual area of practice, the Practitioner will seek appropriate consultation with a Practitioner who has expertise in such cases and, if necessary, refer such case to the Practitioner.

## 6.5 Requests

An Application for appointment and reappointment to the Medical Staff must contain a written request for all Clinical Privileges sought by the applicant or Staff Member. Requests for temporary Privileges and modifications of Privileges in the interim between reappointment also must be submitted in accordance with the procedures contained in these Bylaws.

## 6.6 Procedure

Requests for Clinical Privileges shall be processed in accordance with the procedures outlined in Article VI of these Bylaws, as applicable. Temporary Privileges requests shall be processed according to Section 7.12 of this Article VII.

## 6.7 Special Conditions for Dentists

Clinical Privileges requests received from Dentists shall be reviewed in accordance with the procedures contained in this Article VII. Surgical procedures shall be reviewed and supervised by the Surgery Department Director. Patients of Dentists must receive a basic medical evaluation by a Physician Member of the Medical Staff. A Physician Member of the Medical Staff also shall be responsible for the medical care of any patient during the patient's hospitalization and will advise on the risk and effect of any procedure on the patient's total health status. The Physician consultant and the Dentist must agree on the performance of any surgical procedure if a significant medical abnormality is present. The Surgery Department Director will decide the issue in case of dispute. The Dentist is responsible for the dental history and physical and all appropriate elements of the patient's record. A Dentist specialist may write orders within the scope of the Dentist specialist's license as limited by law and as consistent with the Medical Staff Rules and Regulations. The Dentist specialist shall agree to comply with all applicable Medical Staff Bylaws, Medical Staff Rules and Regulations, Health Center Bylaws, and policies and procedures.

## 6.8 Special Conditions for Podiatrists

Clinical Privileges requests received from Podiatrists shall be reviewed in accordance with the procedures contained in this Article VII. Surgical procedures shall be reviewed and supervised by the Surgery Department Director. Patients of Podiatrists must receive a basic medical evaluation by a Physician Member of the Medical Staff. A Physician Member of the Medical Staff also shall be responsible for the medical care of any patient during the patient's hospitalization and will advise on the risk and effect of any procedure on the patient's total health status. The Physician consultant and the Podiatrist must agree on the performance of any surgical procedure if a significant medical abnormality is present. The Surgery Department Director will decide the issue in case of dispute. The Podiatrist is responsible for the podiatric history and physical and all appropriate elements of the patient's record. A Podiatrist may write orders within the scope of the Podiatrist's license as limited by law and as consistent with the Medical Staff Rules and Regulations. The Podiatrist shall agree to comply with all applicable Medical Staff Bylaws, Medical Staff Rules and Regulations, Health Center Bylaws, and policies and procedures.

## 6.9 Emergency and Disaster Privileges

For the purpose of this section, an "emergency" is defined as a condition in which serious or permanent harm would result to a patient or in which the life of a patient is in immediate danger and any delay in administering treatment would add to that danger.

(A) In the case of an emergency or disaster (any emergency officially declared such by Health Center Administration or local, state, or national authorities that causes the Health Center to implement its Disaster or Emergency Management Plan), practitioners (physicians, dentists and podiatrists) who are not members of or hold appointment to the Medical Staff of the Health Center may be granted emergency or disaster privileges. These privileges may be granted only when the Health Center has implemented its Disaster or Emergency Management Plan and the Health Center has determined that the immediate needs of the patients cannot be met by existing staff. These privileges shall be granted by the Chief Executive Officer or Chief of Staff, or designee of either.

(B) Approval is required prior to provision of patient care. A badge will be issued to signify approval and to identify the individual as Volunteer Medical Staff.

(C) The practitioner granted emergency or disaster privileges will act only under the supervision of a currently credentialed Medical Staff Member who will evaluate the volunteer granted disaster privileges and recommend continuance or discontinuance of privileges within 72 hours of issuance and periodically thereafter throughout the disaster situation. This decision will be based on his/her personal observation, on discussion with individuals who personally observed the provision of patient care services, or upon review of documentation of care provided.

(D) Prior to approval of disaster privileges, a valid government-issued photo identification issued by a state or federal agency (i.e. driver's license or passport) and at least one of the following items will be collected and verified when possible:

(1) Current professional license to practice medicine, dentistry or podiatry in any state;

(2) Current hospital photo identification card that clearly identifies professional designation;

(3) Primary source verification of the professional license to practice;

(4) Identification indicating that the individual is a member of a Disaster Medical Assistance Team (DMAT); Medical Reserve Corps (MRC); Emergency System for Advance Registration of Volunteer Health Professionals (ESAR-VHP); or other recognized state or federal organization or group;

(5) Identification indicating that the individual 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); and

(6) Identification by current hospital or medical staff member(s) who possesses personal knowledge regarding volunteer's ability to act as a physician, dentist, or podiatrist during a disaster.

## 6.10 Temporary Privileges

(A) Circumstances. Upon the concurrence of the Chief of Staff or his authorized designee, the Chief Executive Officer or his authorized designee may grant temporary privileges in the following circumstances:

(1) New Applicants for Staff Appointment. An appropriately licensed applicant may be granted temporary privileges for 120 days following the Credentials Committee's recommendation of approval, while awaiting review and recommendation by the Medical Executive Committee and approval by the Board of Directors. The application must be complete; the National Practitioner Data Bank must have been queried and results considered; and the applicant must have had no actions undertaken that are adverse to licensure or registration, medical staff membership at another organization, or clinical privileges. Current licensure, relevant training and experience, and competence must have been verified prior to issuance of these privileges. In exercising such privileges, the applicant shall act under the supervision of the Director of the Department to which he or she is assigned.

(2) Care of Specific Patient(s). An appropriately licensed practitioner who is not an applicant for appointment may be granted temporary privileges for the care of one or more specific patients to meet an important patient care, service, or treatment need. Such privileges shall be restricted to the treatment of not more than five patients or for a period of not more than 120 days in any one year by any practitioner, after which such practitioner shall be required to apply for appointment to the Medical Staff before being allowed to attend additional patients. A completed application must have been received and current licensure and competence must have been verified prior to issuance of these privileges.

(3) Locum Tenens. An appropriately licensed practitioner who is serving as a locum tenens for an appointee of the Medical Staff, to provide coverage for a service or for the Hospital may, without applying for appointment to the staff, be granted temporary privileges for a period of 120 days to meet an important patient care, service, or treatment need. A completed application must have been received and current licensure and competence must have been verified prior to issuance of these privileges. Privileges will not be granted beyond the initial 120 days until the application verification and approval process has been completed and the Board of Directors has acted to approve the granting of privileges. Granting of privileges to facilitate subsequent periods of coverage will not be considered temporary. Processing and reappraisal activities are detailed in Article VI, Section 6.12 of these Bylaws.

(B) Conditions. Temporary privileges shall be granted only when the information available reasonably supports a favorable determination regarding the applicant's qualifications, ability, and judgment to exercise the privileges requested. Special requirements of consultation and reporting may be imposed by the Chief of Staff.

(C) Termination. On the discovery of any information or the occurrence of any event of a professionally questionable nature about an applicant's qualifications or ability to exercise any or all of the temporary privileges granted, the Chief Executive Officer may, after consultation with each Department Director or the Chief of Staff, terminate any or all of such applicant's temporary privileges.

(D) Rights of the Applicant. An applicant shall not be entitled to the procedural rights granted by Article XII because of his inability to obtain temporary privileges or because of any termination or suspension of temporary privileges.

## 6.11 Affiliate Practitioners

(A) Nature of Affiliate Practitioners. Physicians, Dentists, and Podiatrist who are not actively involved in Medical Staff affairs due to practicing primarily at another hospital or being in a specialty that has an office-based practice, but who desire to be associated with the Health Center for referral of patients or other patient care purposes, shall be designated "Affiliate Practitioners."

(B) Prerogatives. Affiliate Practitioners may:

(1) Visit their patients while hospitalized;

(2) Not admit their patients to the hospital or attend to or actively participate in the management of care of their patients while hospitalized; and

(3) Be granted limited outpatient therapeutic privileges as appropriate to the Practitioner's specialty and consistent with his or her qualifications and credentials, such as chemotherapy and infusion therapy.

(a) Should these privileges be requested, the Practitioner must request specific therapies and demonstrate competence to the satisfaction of the Credentials Committee, the Medical Executive Committee, and the Board of Directors.

(4) Be granted interpretive privileges (Affiliate - Interpretive), which may include, but is not limited to, the following, as appropriate to the Practitioner's specialty and consistent with his or her qualifications and credentials:

(a) Interpretive privileges provided by a radiologist may include ultrasound, CT, nuclear medicine, or radiograph interpretations;

(b) Interpretive privileges provided by a pediatric cardiologist may include interpretation of EKGs and echocardiograms; and

(c) Interpretive privileges provided by a pediatric neurologist may include EEG interpretations.

(5) Be granted telemedicine privileges (Affiliate – Telemedicine).

(a) Telemedicine privileges may include, but is not limited to, diagnostic or treatment services via electronic communication link.

(b) The Medical Staff at both the originating and distant sites must determine what clinical services, if any, will be provided through a telemedicine link at their respective sites. The Medical Staff shall make recommendations to the Board of Directors regarding which clinical services are appropriately delivered through the medium of telemedicine and the scope of such services.

(C) Qualifications and Credentialing Requirements. An applicant for Affiliate Practitioner status shall provide the following information as part of the application process:

(1) Completed application for Affiliate Practitioner Status;

(2) Current Missouri medical, dental, or podiatric license;

(3) Affiliate Practitioners who hold interpretive privileges must have a current license in the state from which interpretations are performed;

(4) Current DEA and BNDD certificates if warranted by the privileges held;

(5) UPIN number and/or NPI number;

(6) List of therapeutic regimens for which patients will be referred or studies to be interpreted;

(7) Copy of current medical malpractice insurance certificate;

(8) Documentation of staff and privilege status at primary facility;

(9) Government issued photo ID; and

(10) For Telemedicine. Telemedicine Practitioners may be credentialed in accordance with Section 6.11, or, at Health Center's discretion, the Health Center may rely upon credentialing information (including any supporting documentation required by Health Center) supporting and evidencing the Practitioner's current active Medical Staff membership at the "distant-site hospital."

(D) Verification of Qualifications and Credentialing Requirements. Confirmation of licensure, education, training, and current competence shall be secured by Medical Staff Services as follows:

(1) Query Missouri Division of Professional Registration (licensure) and, when applicable, the state from which interpretations are performed;

(2) Query the National Practitioner Data Bank (competence);

(3) Query the U.S. Department of Health and Human Services, Office of Inspector General list of excluded providers (competence);

(4) Query the AMA and/or AOA (education, training, competence);

(5) Query a medical facility at which the physician holds privileges (competence);

(6) Other documentation, satisfactory to the Credentials Committee, to establish that the Affiliate Practitioner has the requisite knowledge, training and experience to indicate competency to appropriately carry out the privileges granted. Evidence of competency may include specialty board certification and/or relevant training and experience gained at a facility at which the Practitioner holds a current medical staff appointment with clinical privileges similar to the ones being requested. The Credentials Committee may request such other evidence as it may deem necessary to evaluate the Practitioner's qualifications; and

(7) For Telemedicine: If the Health Center chooses to rely upon the credentialing information of another accredited hospital in lieu of the requirements of this Section 6.11, the Board of Directors and Medical Staff must ensure through a written agreement with the distant-site hospital that at least the following provisions have been met:

(a) There is a signed agreement in place;

(b) The Practitioner is privileged at the distant site for those services to be provided at the originating site;

(c) The Medical Executive Committee has recommended that the scope of telemedicine services provided at this originating site Health Center and the distant site hospital include the privileges and scope of services requested by the practitioner;

(d) The originating site has evidence of an internal review of the Practitioner's performance of these privileges and sends hospital information to the distant site hospital that is useful to assess the practitioner's quality of care, treatment, and services for use in privileging and performance improvement. At a minimum, this information will include all adverse outcomes related to sentinel events that result from the telemedicine services provided and complaints about the telemedicine provider from patients, other licensed independent practitioners, and staff members at the originating site Health Center; and

(e) The telemedicine practitioner has a license that is issued or recognized by the state in which the patient is receiving the telemedicine services.

(E) Review of Affiliate Status. Affiliate Practitioner credentials shall be reviewed every two years and may be renewed upon favorable action on the request by the Credentials Committee and upon its recommendation to the Medical Executive Committee, subject to final approval of the Health Center Board of Directors.

(F) Rights and Privileges of Affiliate Practitioner Status. Affiliate Practitioners shall be entitled to the rights or privileges of due process accorded to practitioners holding Active, Consulting, or Honorary appointments to the Medical Staff. Further, the Board of Directors shall determine in the exercise of its sole discretion whether the granting of limited clinical privileges to any Practitioner is in the best interest of the Health Center. Generally, "Affiliate" status is intended to accommodate patients who reside in the Health Center's service area and are under the care of a Practitioner who does not maintain a medical practice in this community. Any limited clinical or interpretive privileges so granted shall be within the scope and authority of the practitioner's current Missouri license and practice act and the regulations promulgated at 19 CSR 30-20 (18).

## 6.12 Locum Tenens Practitioners

(A) Nature of Locum Tenens Practitioners. Locum Tenens Practitioners shall include Physicians, Dentists, and Podiatrists who are qualified by training and experience for Medical Staff appointment as outlined in Article III, Section 3.2 of these Bylaws, but whose practice at the Health Center is on an occasional or short-term basis at the request of an Active Staff member or the Health Center for the specific purpose of providing coverage.

(B) Prerogatives. Locum Tenens Practitioners may:

(1) Admit, attend, and/or consult on patients only as is permitted by the scope of the Locum Tenens Practitioner's Clinical Privileges granted pursuant to this Article VI, or otherwise as provided in the Medical Staff Rules and Regulations;

(2) Exercise the Clinical Privileges granted to the Locum Tenens Practitioner.

(C) Verification of Qualifications and Credentialing Requirements. Locum Tenens Practitioners are subject to the same application process as Practitioners applying for appointment to the Medical Staff, as provided in Article V and policies of the Health Center.

(D) Review of Locum Tenens. Locum Tenens Practitioners are subject to the same Professional Practice Evaluation and reappointment processes in place for all appointees to the Active and Consulting Staff, as provided in Section 0 of Article V and in the policies of the Health Center.

(E) Rights and Privileges of Locum Tenens Practitioners. Locum Tenens Practitioners are not members of the Medical Staff and privileges may be rescinded at any time by the Chief of Staff or, upon the concurrence of the Chief of Staff, by the Chief Executive Officer or his or her authorized designee. As Locum Tenens Practitioners are not members of the Medical Staff, they do not have rights to a hearing regarding any termination of services as provided for Medical Staff Members in Article XII of these Bylaws.

## 6.13 Advanced Practice Providers

(A) Nature of Advanced Practice Providers. Advanced Practice Providers ("APP") include licensed independent practitioners and advanced dependent practitioners who are qualified by licensure, certification, or other authorization to provide patient care services, as delineated in the privileges granted. The following, without limitation, may be deemed APPs for the purposes of this Section 6.13: advanced practice nurses, audiologists, nurse anesthetists, physician assistants, psychiatric social workers, and psychologists. Individuals in this category are not members of the Medical Staff and shall have only such limited Prerogatives and Obligations as may be specifically set forth herein. APPs will not be eligible to vote or hold office in the Medical Staff. APPs may be invited to attend Medical Staff meetings.

The Board of Directors shall specify, by policy or regulation, the classes of APP that may be granted Clinical Privileges in the Hospital. In establishing such classes, the Board of Directors shall consider such factors as needed in the Health Center for the types of services provided by the particular classes of APP and the availability of Medical Staff Members appropriately trained to oversee the type of services provided by a particular class of APP. Certain categories of APP shall require Physician sponsors to perform any services in the Hospital. Guidelines for each APP category shall set forth whether sponsorship is required and the procedures for obtaining said sponsorship. The Medical Staff Executive Committee may make a recommendation to the Board of Directors regarding the types of APPs to be granted Clinical Privileges in the Health Center, and the Board of Directors shall consider such recommendation prior to making its decision.

(B) Qualifications. To be eligible for Clinical Privileges, an APP must:

(1) Be qualified by licensure, certification, or other appropriate authorization to practice a health care profession (other than those specified as eligible for appointment to the Medical Staff) in the State of Missouri;

(2) Meet the personal qualifications specified in Article III, Section 3.2 other than Subsections 3.2(A) and 3.2(B) thereof;

(3) Provide evidence of adequate education, training, and experience with respect to the services provided;

(4) Provide proof of malpractice insurance in an amount required by the Board of Directors;

(5) Unless permitted by law and by the Health Center to practice independently, provide written documentation that a Medical Staff appointee of the SoutheastHEALTH System has assumed responsibility for the acts and omissions of the APP and responsibility for directing and supervising the APP; and

(6) Meet such other criteria as may be established by the Board of Directors from time to time.

(C) Prerogatives. An APP may:

(1) Provide specifically designated patient care services under the direct or ultimate (as determined by Board of Directors policy or regulation) supervision or direction of a Medical Staff Member;

(2) Write orders only to the extent specified in the Medical Staff Rules and Regulations, Health Center policies or the position description developed for that category of APPs;

(3) Exercise such other Prerogatives as the Medical Executive Committee, with the approval of the Board of Directors, grants any general or specific category of APPs;

(4) Serve on Medical Staff committees when appointed. APPs shall not have the privilege of voting or holding office in the Medical Staff. APPs may, however, participate in committees and vote at committee meetings; and

(5) Not independently admit patients. Each patient's general medical condition and care shall be the ultimate responsibility of a qualified Physician Member of the Medical Staff.

(D) Obligations of APPs. Each APP shall:

(1) Meet the basic responsibilities contained in Article III, Section 3.3 designed for Medical Staff Members;

(2) Assume responsibility to the extent applicable under the APP's scope of practice for the care and supervision of each patient in the Health Center for whom the APP is providing services;

(3) Participate as requested in quality improvement program activities and in discharging related quality improvement duties as may be required from time to time;

(4) Attend clinical and educational meetings of the Health Center and/or Medical Staff as requested as well as meetings of committees of which the APP is a member; and

(5) Refrain from any actions that are or may be reasonably interpreted as being beyond, or an attempt to exceed, the APP's scope of practice under state law and as authorized by the Health Center.

(E) Application for Privileges. Every APP who seeks or enjoys Clinical Privileges must make written Application for such Privileges or for any increase in Privileges. Applications for appointment or reappointment of Clinical Privileges of APPs shall be processed in accordance with the procedures established by the Medical Executive Committee and approved by the Board of Directors. Included in the Application shall be the name of the Medical Staff member who will remain the supervisor of the applicant until a change of supervisor is granted, if required by the category of APP. The applicant or the applicant's supervisor shall submit a written statement of the clinical duties and responsibilities for which the applicant is requesting Clinical Privileges. The applicant shall agree to abide by these Bylaws to the extent they are applicable to APPs and other Medical Staff and Health Center Bylaws, Rules, Regulations, policies and procedures (including, but not limited to, the Health Center's Corporate Compliance Plan).

(F) Department Assignment. An APP shall be individually assigned, when appropriate, to the Department appropriate to the APP's professional training and shall be subject to an initial probationary period, formal periodic reviews, and disciplinary procedures as determined for the APP's category.

(G) Review of Credentials. APPs credentials shall be reviewed at least every two (2) years and may be renewed upon favorable action on the request by the Credentials Committee and upon its recommendation to the Medical Executive Committee, subject to final approval of the Health Center Board of Directors.

(H) Procedural Rights. An APP is not eligible for the procedural due process rights as provided for Medical Staff Members in Article XII of these Bylaws unless otherwise determined by the Board for the APP's specific category of APP. The Board of Directors shall determine, consistent with applicable law, what procedural due process rights (and commensurate reporting requirements) shall apply to any category of APP. The Board of Directors shall establish a policy and procedure delineating criteria for and specific rights to fair hearing and appeal procedures for APPs.

# Article VII – OFFICERS

## 7.1 Officers of the Medical Staff

The officers of the Staff shall consist of a Chief of Staff, a Vice Chief of Staff, and a Secretary-Treasurer.

## 7.2 Qualifications of Officers

Each officer shall:

(A) Be a member in Good Standing of the Active Medical Staff or a Department Director of a Department at the time of nomination and election, and remain in Good Standing throughout the member's term of office. Any officer who fails to maintain such status shall immediately be removed from office.

(B) Have been recognized for a high level of clinical competence in the member's field and have demonstrated executive and administrative ability through active participation in Staff activities and other experience.

(C) Have demonstrated a high level of interest in and support of the Medical Staff and Health Center by the member's Staff tenure and the member's level of Clinical activity at Health Center.

(D) Willingly and faithfully exercise the duties and authority of the office held and cooperate and work with the other officers, Department Directors of the Staff, the Chief Executive Officer, the Board of Directors, and their respective committees.

## 7.3 Election of Officers

(A) Officers shall be elected, subject to Board approval, by a majority vote of those Active Staff Members in Good Standing who are present at the Medical Staff's annual meeting each year. The decision to use mail or electronic ballot shall be at the discretion of the Medical Executive Committee. If the elections are held by mail or electronic ballot, officers shall be elected by a majority vote of all Active Staff Members' ballots received within such time period as is established by the Medical Executive Committee. Officers so elected and approved by the Board shall take office on the January 1 following said meeting. If there are three (3) or more candidates for any office, and no candidate receives a majority of the votes cast, the name of the candidate who receives the fewest votes will be omitted from successive ballots until a majority vote is obtained by one (1) candidate.

(B) At the discretion of the Medical Executive Committee, a nominating committee may be appointed. Such committee, if appointed, shall consist of three (3) members, and shall include the immediate past and current Chiefs of Staff and one (1) other Active Staff Member appointed by the Chief of Staff. This committee shall offer one (1) or more nominees for each office. The voting members of the Medical Staff shall be notified of the nominations in such manner as is determined by the Medical Executive Committee.

(C) Nominations also may be made from the floor at the time of election.

## 7.4 Term of Office

Officers shall serve a two (2)-year term, but may be re-elected for one (1) additional term, up to a maximum of two (2) consecutive two (2)-year terms. Each officer shall serve until the end of the officer's term and until a successor is elected, unless the officer sooner resigns or is removed from office.

## 7.5 Vacancies in Office

If there is a vacancy in the office of the Chief of Staff, the Vice Chief of Staff shall serve out the remaining term. Vacancies in the other offices shall be filled by appointment by the Medical Executive Committee subject to Board approval.

## 7.6 Removal of Officers

Grounds for removal of any officer of the Medical Staff shall include, but are not limited to, (i) conduct that is detrimental to or reflects adversely on the Medical Staff or the Health Center; (ii) inability or failure to perform the necessary functions of the office held; or (iii) any action of conduct that would form the basis for corrective action pursuant to Article XII, even if corrective action is not taken. Removal of a Medical Staff officer may be initiated by the Board of Directors, the Medical Executive Committee, or by a petition signed by at least one-third (1/3) of the members of the Active Medical Staff. Removal shall be considered at a special meeting called for that purpose. Removal shall require a two-thirds (2/3) vote of the Active Medical Staff or a majority vote by the Board of Directors. Voting may take place at any regular or special meeting of the Medical Staff or the Board of Directors or by mail or electronic ballots, as determined by the Medical Executive Committee or the Board. Written notice of any meeting at which removal of an officer or voting by mail or electronic ballots are to be considered shall be delivered to all Medical Staff Members or Board Members entitled to vote at least three (3) calendar days before the date of the voting.

## 7.7 Duties of Officers

(A) The Chief of Staff shall:

(1) Serve as the Chief Administrative Officer of the Medical Staff;

(2) Act in coordination and cooperation with the Chief Executive Officer in all matters of mutual concern within the Health Center;

(3) Aid in coordinating the activities and concerns of the Health Center administration and of the nursing and other patient care services with those of the Medical Staff;

(4) Call, preside at, and oversee the preparation of the agenda for all general meetings of the Medical Staff;

(5) Serve as chairperson of the Medical Executive Committee;

(6) Serve as ex-officio member without vote of all other Medical Staff committees;

(7) Be responsible for the following as they relate to the Medical Staff: enforcement of the Medical Staff Bylaws, Medical Staff Rules and Regulations, the Health Center Bylaws, policies and procedures, and Health Center Corporate Compliance Plan; implementation of sanctions where indicated; and compliance with appropriate procedure as set forth in these Bylaws in all instances where corrective action has been requested against a Practitioner;

(8) Except with respect to the Medical Executive Committee, appoint committee members to all standing, special and disciplinary Medical Staff committees;

(9) Communicate the views, needs, policies, and grievances of the Medical Staff to the Board of Directors and the Chief Executive Officer or provide a designee to do so at least annually;

(10) Receive and interpret the policies of the Board of Directors to the Medical Staff, and report to the Board of Directors on the performance and maintenance of quality with respect to the Medical Staff's delegated responsibility to provide medical care, or provide a designee to do so;

(11) Be the spokesperson for the Medical Staff in its professional and public relations;

(12) Be responsible for the educational activities of the Medical Staff;

(13) Direct the development, implementation, and day to day functioning and organization of the Medical Staff components of the quality review, risk management and utilization management programs; oversee that the programs are clinically and professionally sound in accomplishing program objectives and are in compliance with regulatory and accrediting agencies requirements; and report to the Board of Directors regarding such programs and activities;

(14) Perform such other duties and exercise such authority commensurate with the office as are set forth in the Medical Staff Bylaws and other Health Center and Medical Staff Rules and Policies and as may from time to time be reasonably requested by the Medical Executive Committee, the Board of Directors, or Chief Executive Officer; and

(15) Attend meetings of the Board of Directors in person or via telecommunications or arrange for a designee to do so, as necessary.

(B) The Vice Chief of Staff shall:

(1) Perform all the duties and assume all the responsibilities of the Chief of Staff in the Chief of Staff's absence;

(2) Be a member of the Medical Executive Committee; and

(3) Succeed the Chief of Staff when the Chief of Staff fails to serve for any reason.

(C) The Secretary shall:

(1) Call Medical Staff meetings at the request of the Chief of Staff;

(2) Keep and maintain, or cause to be kept and maintained, minutes of all Medical Staff meetings and Medical Executive Committee meetings;

(3) Respond to all correspondence and perform such other duties as ordinarily pertain to the office of Secretary; and

(4) Be a member of the Medical Executive Committee of the Medical Staff.

# Article VIII – CLINICAL DEPARTMENTS

## 8.1 Organization of Departments

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

## 8.2 Current Departments and Affiliation

(A) Current Departments: The current Clinical Departments are set forth in Appendix A of these Bylaws.

(B) Future Departments: When deemed appropriate, the Medical Executive Committee may recommend to the Board, and the Board may create anew, eliminate, subdivide, further subdivide, or combine departments.

(C) Every Staff Member must have a primary affiliation with the Department that most clearly reflects the Staff Member's professional training and experience in the Clinical area in which the Staff Member's practice is concentrated. A Practitioner may be granted Clinical Privileges in one (1) or more Departments, and the Staff Member's exercise of Privileges within the jurisdiction of any Department is always subject to the Rules and Regulations of that Department and the authority of the Department Director.

## 8.3 Department Director: Election Qualifications and Appointment

(A) Each Department shall have one (1) or more Department Directors who must be members of the Active Medical Staff and of the applicable Department, remain in Good Standing throughout the Department Director's term, and be willing and able to faithfully discharge the functions of the Department Director's office. The Department Directors shall be board-certified by an appropriate specialty board or affirmatively demonstrate, through the Privilege delineation process, competence in the appropriate area of practice.

(B) The Chief of Staff, subject to Board approval, shall appoint each Department Director. The Department Director will serve a one (1)-year term commencing upon appointment and continuing until the Department Director's successor is chosen, unless the Department Director sooner resigns or is removed from office. The Department Director may be eligible for reappointment.

## 8.4 Department Director: Responsibilities and Authority

Each Department Director shall:

(A) Be responsible for all clinically-related activities and (unless otherwise provided for by the Health Center) all administratively-related activities of the Department and report on such activities as requested by the Chief Executive Officer, the Medical Executive Committee, or the Board of Directors;

(B) Be responsible for continuing surveillance of the professional performance of all individuals in the Department who have delineated Clinical Privileges, including but not limited to, monitoring adherence to Staff, Health Center, Department policies and procedures for obtaining consultation, alternate coverage, unexpected patient care management events, patient safety and adherence to sound principles of Clinical practice generally;

(C) Recommend to the Medical Staff the criteria for Clinical Privileges that are relevant to the care provided in the Department;

(D) Be responsible for recommending Clinical Privileges for each member of the Department;

(E) Assess and recommend to the relevant Health Center authority off-site sources for needed patient care services not provided by the Department or the Health Center;

(F) Be responsible for the integration of the Department into the primary functions of the Health Center;

(G) Be responsible for coordination and integration of inter-departmental and intra-departmental services, including coordination of personnel, supplies, special regulations, standing orders, and techniques;

(H) Develop (as necessary) and implement policies and procedures that guide and support the provision of Services in the Department;

(I) Make recommendations for a sufficient number of qualified and competent persons to provide care in the Department;

(J) Determine the qualifications and competence of Department personnel who are not Practitioners or APPs and who provide patient care services in the Department;

(K) Provide for continuous assessment and improvement of the quality of care and services provided in the Department;

(L) Maintain quality control programs, as appropriate, in the Department;

(M) Ensure orientation and continuing education of all persons in the Department; and

(N) Make recommendations for space and other resources needed by the Department.

### 8.5 Department Functions

Each Department shall perform the following functions:

(A) Review and make recommendations regarding criteria for the granting of Clinical Privileges in the Department consistent with the policies of the Medical Staff and the Board of Directors;

(B) Cooperate with the Quality Improvement Committee and the Utilization Review Committee in their retrospective review of completed records of discharged patients and others for the purposes of contributing to continuing education and to the process of developing criteria to help assure quality patient care and efficient and effective usage of health care services;

(C) Meet, as necessary, to review and analyze the clinical work of the Department;

(D) Receive and relay reports regarding quality of care issues in the applicable Health Center Department for referral to the Quality Improvement Committee and Peer Review Committee;

(E) Develop and update, as necessary, policies and procedures for the operation of the Department and coordinate such policies and procedures with those of associated Departments;

(F) Provide input to the relevant Health Center Department's organizational plan to define the Department's role within the particular Health Center Department in which it operates; and

(G) Be responsible for making available to its members scientific or other educational programs as deemed necessary by the Medical Executive Committee.

### 8.6 Assignment

The Medical Executive Committee shall, after consideration of the recommendation of the Credentials Committee, recommend Department assignments for all Medical Staff Members and for all approved APPs with Clinical Privileges in accordance with the guidelines of Section 8.2 of this Article VIII.

### 8.7 Resignation and Removal

A Department Director may resign at any time by giving written notice to the Medical Executive Committee. Such resignation shall take effect on the date of receipt or at any later time as specified in the notice. Removal may be effected by the Board of Directors acting upon its own initiative; by a two-thirds (2/3) majority vote of the Medical Executive Committee and subject to approval of the Board of Directors; or by a two-thirds (2/3) majority vote of the Medical Staff and subject to approval of the Board of Directors. An unexpected vacancy will be filled by the Medical Executive Committee through appointment of an acting officer subject to Board approval.

## Article IX – COMMITTEES

### 9.1 Designation of Committees

There shall be a Medical Executive Committee and such other standing and special committees of the Medical Staff responsible to the Medical Executive Committee as prescribed in Article IX of these Bylaws and Appendix B, or as may from time to time be necessary and desirable to perform the Medical Staff responsibilities as listed in these Bylaws. The specific committee structure other than the Medical Executive Committee is set forth in Appendix B.

## 9.2 Medical Executive Committee

(A) Composition

(1) The Medical Executive Committee shall be a standing committee and shall consist of the Chief of Staff, Vice Chief of Staff, Secretary/Treasurer and other appointees. At all times, Physician (doctors of medicine or osteopathy) Members of the Active Staff shall comprise at least a majority of the voting members of the Medical Executive Committee, although other Practitioners and individuals may also be included in the Medical Executive Committee. The Chief of Staff shall act as chairperson. In accordance with the Chief Executive Officer's duties as Chief Executive Officer, the Chief Executive Officer shall be entitled to attend each Medical Executive Committee, without vote.

(2) Members of the Medical Executive Committee shall be elected/appointed by the Medical Staff and Chief of Staff. Once selected, the Medical Executive Committee Members shall be submitted to the Board of Directors for approval. Any committee member, including members of the Medical Executive Committee, may be removed by the individual or entity which elected or appointed the committee member. At large members of the Medical Executive Committee may be removed from the Medical Executive Committee in the same manner as officers of the Medical Staff.

(B) Duties

(1) Represent and act on behalf of the Medical Staff, subject to any limitations as may be imposed by these Bylaws and those of the Health Center;

(2) Coordinate the activities and general policies of the various Clinical Departments;

(3) Receive and act upon committee reports and recommendations;

(4) Implement policies of the Medical Staff including, but not limited to, enforcement of the Medical Staff Bylaws, the Medical Staff Rules and Regulations, the Health Center's Bylaws, and the Health Center Corporate Compliance Plan;

(5) Provide liaison among Medical Staff, the Chief Executive Officer, and the Board of Directors;

(6) Ensure that the Medical Staff is kept abreast of the Health Center's accreditation program and informed of the accreditation status of the Health Center;

(7) Review the credentials of all applicants and to make recommendations to the Board of Directors for Staff membership assignments to Departments and delineation of Clinical Privileges;

(8) Review at least every two (2) years all information available regarding the performance and clinical competence of Staff Members and all Providers with Clinical Privileges and, as a result of such reviews, to make recommendations for reappointments and renewal or changes in Clinical Privileges;

(9) Request evaluations of Practitioner Privileges through the Medical Staff process in instances where there is doubt about the applicant's ability to perform Privileges requested;

(10) Make appropriate effort to ensure professional, ethical conduct and competent clinical performance by all Staff Members, including the initiation of and/or participation in Medical Staff corrective action or review procedures when warranted and implementation of any actions taken as a result thereof;

(11) Investigate, review, and report on any matters related to the conduct or clinical practice of any Practitioner in accordance with these Bylaws;

(12) Oversee and direct medical education activities and programs for members of the Medical Staff;

(13) Participate in identifying community health needs and setting Health Center goals and establishing plans and programs to meet those needs;

(14) Recommend Clinical Services to be provided by telemedicine;

(15) Report at general Staff meetings regarding the proceedings of all meetings and decisions made regarding Staff policy in the interim between Staff meetings;

(16) Make recommendations on Health Center management matters (e.g., long-range planning) to the Board of Directors through the Chief Executive Officer;

(17) Make recommendations to the Board of Directors regarding Medical Staff structure; participation of the Staff in quality improvement and utilization review activities; and mechanisms for Clinical Privileges delineation, credentials review, termination of Staff membership and fair hearing procedures;

(18) Act on behalf of the Medical Staff, if appropriate, and subject to ratification by the Medical Staff, with respect to matters which require action prior to the next scheduled or special meeting of the Staff; and

(19) Organize the Medical Staff's quality improvement, quality review, and utilization management activities and establish a mechanism to conduct, evaluate, and revise such activities.

(C) Meetings. The Medical Executive Committee shall meet a minimum of eight (8) times a year and otherwise at the call of the Chief of Staff.

# Article X MEDICAL STAFF AND DEPARTMENT MEETINGS

## 10.1 Medical Staff Meetings

(A) Regular Meetings. There shall be regular meetings of the Medical Staff to be held as needed. The annual meeting of the Medical Staff will be the last meeting before the end of the calendar year. At the annual meeting, the retiring officers and committees shall make reports reviewing activities and achievements of the past year. The agenda also shall include the election of officers for the following year, if needed, and recommendations for reappointment to the Staff. The regular meetings shall include, but not be limited to, a review and analysis of clinical work done in the Health Center as presented by the Quality of Care Committee, the Utilization Review Committee, or members of the Medical Staff.

(B) Special Meetings

(1) The Chief of Staff or the Medical Executive Committee may call a special meeting of the Staff at any time, including monthly meetings of the Medical Staff, if a decision is required by all of the Medical Staff. The Chief of Staff shall call a special meeting within seven (7) days of receipt of a request of such meeting stating the purpose of such meeting.

(2) Notice in writing or by phone stating the place, day, and hour of any special meeting shall be delivered to each member of the Active Medical Staff not less than one (1) day before the date of such meeting. No business shall be transacted at any special meeting except that stated in the notice calling the meeting.

(C) Quorum. The presence of fifty percent (50%) of the membership of the Active Medical Staff at any regular or special meeting, including a meeting for the purpose of amendment of these Bylaws, shall constitute a quorum.

(D) Attendance Requirements. All members of the Medical Staff shall be encouraged to attend all meetings of the Staff, regular and special.

(E) Order of Business and Agenda

(1) The agenda at a regular meeting may be as follows:

(a) Call to order;

(b) Acceptance of the minutes of the last regular and of all special meetings;

(c) Unfinished business;

(d) Communications;

(e) Report of the Chief Executive Officer of the Health Center;

(f) New business;

(g) Presentation of interesting or pertinent findings stemming from utilization review and/or patient care evaluation studies;

(h) Reports of standing and of special Medical Staff Committees;

(i) Discussion and recommendations for improvement of professional work at the Health Center;

(j) Educational programs; and

(k) Adjournment.

(2) The agenda at special meetings shall include:

(a) The reading of the notice calling the meeting;

(b) Transaction of business for which the meeting was called; and

(c) Adjournment.

(F) Approved written minutes of Medical Staff meetings shall be permanently filed on a confidential basis in the Health Center.

## 10.2 Department and Committee Meetings

(A) Regular Meetings. Departments shall hold meetings as called by the Department Director for that Department and shall meet to review and evaluate the clinical work of Practitioners with Department Privileges. All committees shall meet as specified in these Bylaws and may establish their own schedules in accordance with these Bylaws.

(B) Special Meetings. A special committee meeting may be called by the Chief of Staff, the committee chairperson or by one-third (1/3) of the members of the committee.

(C) Notice. Written or oral notice stating the place, day, and hour of any committee meeting shall be given to each member not less than twenty-four (24) hours before the time of the meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting.

(D) Manner of Action. The action of a majority of the members present at a meeting at which a quorum is present shall be the action of the committee or Department. Action may be taken without a meeting by unanimous consent in writing signed by each member entitled to vote thereon.

(E) Minutes. Minutes of each regular and special meeting of a committee or Department shall be prepared and shall include a record of the attendance of members and the vote taken on each matter. The minutes shall then be approved, signed by the Secretary and forwarded to the Medical Executive Committee. Each committee shall maintain a permanent file of the minutes of each meeting.

(F) Attendance Requirements. All members of the Medical Staff shall be encouraged to attend Department and Committee meetings to which he or she is assigned.

# Article XI – INVESTIGATION AND CORRECTIVE ACTION

## 11.1 Grounds for Corrective Action

Corrective action against a Practitioner with Staff membership or Clinical Privileges may be initiated whenever the Practitioner engages in or exhibits actions, statements, demeanor or conduct, either within or outside the Health Center, that is, or is reasonably likely to be:

(A) Contrary to these Bylaws, the Medical Staff Rules and Regulations, the Health Center's Bylaws, policies or procedures, or the Health Center's Corporate Compliance Plan;

(B) Detrimental to patient safety or to the quality or efficiency of patient care in the Health Center;

(C) Disruptive to Health Center operations;

(D) Damaging to the Medical Staff's or the Health Center's reputation;

(E) Below the applicable standard of care; or

(F) In violation of any law or regulation relating to federal or state reimbursement programs.

## 11.2 Authorization to Initiate

Any of the following may request that corrective action be taken or initiated:

(A) Any officer of the Medical Staff;

(B) A Department Director of any Department in which the Practitioner holds membership or exercises Privileges;

(C) Any standing committee or subcommittee of the Medical Staff (including the Medical Executive Committee) or a chairperson thereof;

(D) The Chief Executive Officer; or

(E) The Board of Directors.

## 11.3 Discretionary Interview: Resolution Prior to Investigation or Request for Corrective Action

When a party authorized to initiate a corrective action under Section 11.2 receives information that may provide grounds for corrective action under Section 11.1, the party considering initiating an investigation or request for corrective action may, but is not obligated to, afford the Practitioner an interview at which the circumstances prompting the potential investigation are discussed and the Practitioner is permitted to present relevant information on the Practitioner's own behalf. The interview provided in this Section 11.3 of Article XI is not a procedural right of the Practitioner and need not be conducted according to the procedural rules provided in Article XII of these Bylaws. The party initiating the interview shall prepare a dated, written record of the interview indicating the type of problem, what was discussed with the Practitioner and any proposal as to the type of intervention that will be undertaken to address the problem. This written report shall be forwarded to the Medical Executive Committee and shall be retained in the Practitioner's confidential peer review file. If the interview does not fully resolve the potential situation giving rise for corrective action, the individual may initiate formal investigation by requesting a corrective action under Section 11.1.

## 11.4 Initiation, Requests, Notices

All requests for corrective action shall be submitted to the Medical Executive Committee in writing and shall be supported by a statement of the specific activities or conduct that constitutes the grounds for the request. The Chief of Staff shall promptly notify the Chief Executive Officer in writing of all such requests.

## 11.5 Informal Interview

Upon receipt of a request for corrective action, the Medical Executive Committee or its designee may, at the Committee's option, conduct an informal interview with the Practitioner against whom corrective action has been requested. At such interview, the Practitioner will be informed of the general nature of the charges against the Practitioner and will be invited to discuss, explain or refute them. This interview shall not constitute an "investigation" or a "hearing," will be preliminary in nature, and will not be subject to any of the procedural rules provided in these Bylaws with respect to hearings. A summary of such interview shall be included with the report from the Medical Executive Committee to the Board of Directors of the Health Center and shall be placed in the Practitioner's confidential peer review file.

## 11.6 Investigation Process

(A) Upon receipt of the request for corrective action, and following any informal interview with the affected Practitioner as described in the preceding Section 11.5 or Section 11.3 above, the Medical Executive Committee shall either act on the request or direct, by written resolution, that a formal investigation concerning the grounds for the corrective action request be undertaken.

(B) The Medical Executive Committee may conduct such investigation itself or may assign the task to a Medical Staff officer, a Department Director, a standing or ad hoc committee, an individual or group who is not affiliated with the Health Center, or any other Medical Staff component.

(C) This investigative process is not a "hearing" as that term is used in Article XII and shall not entitle the Practitioner to the procedural rights provided in said Article XII. The investigative process may include, without limitation, a consultation with the Practitioner involved, with the individual or group who made the request, and with other individuals who may have knowledge of or information relevant to the events involved.

(D) If the investigation is conducted by a group or individual other than the Medical Executive Committee, that group or individual shall submit a written report of the investigation to the Medical Executive Committee as soon as is practicable after the group's or individual's receipt of the assignment to investigate.

(E) The Medical Executive Committee may, at any time in its discretion, and shall at the request of the Board, terminate the investigative process and proceed with action as provided below.

(F) If the investigating group or individual has reason to believe that Practitioner's conduct giving rise to the request for corrective action was the result of a physical or mental disability, the Medical Executive Committee may require the Practitioner involved to submit to an impartial physical or mental evaluation within a specified time and pursuant to guidelines set forth below. Failure by the Practitioner to comply, without good cause, shall result in immediate suspension of the Practitioner's Medical Staff membership and all Clinical Privileges until such time as the evaluation is completed, the results are reported to the Medical Executive Committee, and the Board of Directors takes final action. The Medical Executive Committee shall name the Practitioner(s) who will conduct the examination. The Health Center shall pay for the examination. All reports and other information resulting from the mental or physical evaluation shall be maintained in a separate file as a confidential medical record.

## 11.7 Medical Executive Committee Action

As soon as practicable after the conclusion of the investigative process, if any, the Medical Executive Committee shall act upon the request for corrective action. Its action may include recommending, without limitation, the following:

(A) Rejection of the request for corrective action;

(B) Verbal warning or a letter of reprimand;

(C) Education and/or training;

(D) Medical or psychiatric treatment or referral of the Practitioner to the Missouri Physicians Health Program or similar impaired provider program;

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

(F) A requirement of prior or concurrent consultation or direct supervision;

(G) A limitation of the right to admit patients;

(H) Reduction, suspension or revocation of all or any part of the Practitioner's Clinical Privileges; or

(I) Suspension or revocation of the Practitioner's Medical Staff membership.

## 11.8 Effect of Medical Executive Committee Action

(A) When the Medical Executive Committee's recommendation is adverse (as defined in Article XII of these Bylaws) to the Practitioner, the Chief Executive Officer of the Health Center shall immediately inform the Practitioner by Special Notice, and the Practitioner shall be entitled, upon timely and proper request, to the procedural rights contained in Article XII.

(B) When the Medical Executive Committee's recommendation is favorable to the Practitioner, the Chief Executive Officer of the Health Center shall promptly forward it, together with all supporting documentation, to the Board of Directors. Thereafter, the procedure set forth in Article V, Subsection 5.6(E)(1), is applicable.

(C) If the Medical Executive Committee fails to act in processing and recommending action on a request for corrective action within an appropriate time as determined by the Board of Directors, the procedure set forth in Article V, Subsection 5.6(E)(2), shall be applicable.

## 11.9 Other Action

The commencement of corrective action procedures against a Practitioner shall not preclude the summary suspension of all or any portion of any of said Practitioner's Clinical Privileges in accordance with the procedure set forth in Section 11.10 of this Article XI.

## 11.10 Summary Suspension

(A) Whenever a Practitioner's conduct is of such a nature as to require immediate action to protect the life of any patient(s) or to reduce the substantial likelihood of injury or damage to the health or safety of any patient, employee or other person present in the Health Center or to preserve the continued effective operation of the Health Center, any of the following has the authority to suspend summarily the Medical Staff membership or all or any portion of the Clinical Privileges of such Practitioner:

(1) The Chief of Staff;

(2) The applicable Department Director;

(3) The Chief Executive Officer, after conferring when possible with either the Chief of Staff, the immediate Past Chief of Staff, the appropriate Department Director or the Credentials Committee chairperson;

(4) The Medical Executive Committee; or

(5) The Board of Directors.

(B) A summary suspension is effective immediately. The person or group imposing the suspension shall immediately inform the Chief Executive Officer of the suspension, and the Chief Executive Officer shall promptly give Special Notice thereof to the Practitioner. The applicable Department Director shall assign a suspended Practitioner's patients then in the Health Center to another Practitioner, considering the wishes of the patient, where feasible, in selecting a substitute Practitioner.

(C) As soon as possible, but in no event later than fourteen (14) days after a summary suspension is imposed, the Medical Executive Committee shall convene to review and consider the need, if any, for a professional review action. Such a meeting of the Medical Executive Committee shall in no way be considered a "hearing" as contemplated in Article XII (even if the Practitioner involved attends the meeting), and no procedural requirements shall apply. The Medical Executive Committee may recommend modification, continuation or termination of the terms of the summary suspension.

(D) The effect of the Medical Executive Committee's action shall be as set forth in Section 11.8 of this Article XI. The terms of the summary suspension as originally imposed shall remain in effect pending a final decision of the Board of Directors.

### 11.11 Automatic Suspension or Revocation

(A) A Practitioner's Medical Staff membership and/or Clinical Privileges may be immediately suspended or revoked in any of the following situations:

(1) Occurrences Affecting Licensure

(a) Revocation: When a Practitioner's license to practice in Missouri is revoked, the Practitioner's Medical Staff membership and Clinical Privileges shall be immediately and automatically revoked as of the date of license revocation.

(b) Restriction: When a Practitioner's license to practice in Missouri is limited or restricted, those Clinical Privileges that the Practitioner has been granted that are within the scope of the limitation or restriction are similarly automatically limited or restricted as of the date of license limitation or restriction.

(c) Suspension: When a Practitioner's license to practice in Missouri is suspended, the Practitioner's Medical Staff membership and Clinical Privileges shall be automatically suspended effective upon and for the term of the suspension.

(d) Probation: When a Practitioner is placed on probation by the Practitioner's licensing authority, the Practitioner's voting and office-holding Privileges are automatically suspended effective upon and for at least the term of the licensure probation.

(2) Occurrences Affecting Controlled Substances Regulation

(a) Revocation: Whenever a Practitioner's Drug Enforcement Administration (DEA) or other controlled substances number is revoked, the Practitioner shall be immediately and automatically divested of the Practitioner's right to prescribe medications covered by the number.

(b) Suspension or Restrictions: When a Practitioner's DEA or other controlled substances number is suspended or restricted in any manner, the Practitioner's right to prescribe medications covered by the number is similarly suspended or restricted during the term of the suspension or restriction.

(3) Medical Records Completion. After written warning (and failure to cure by proscribed date) by the Medical Executive Committee of delinquency or failure timely to prepare or complete medical records, a Practitioner's Clinical Privileges (except with respect to the Practitioner's patients already in the Health Center, already reserved for admission or surgery, and emergency situations), admitting rights, right to consult with respect to new patients, and voting and office-holding Prerogatives shall be automatically suspended. The suspension shall be effective on the date specified in the warning and shall continue until the delinquent records are prepared or completed.

(4) Professional Liability Insurance: Failure to maintain the minimum required type and amount of professional liability insurance with an approved insurer shall result in immediate and automatic suspension of Practitioner's Medical Staff membership and Clinical Privileges until such time as a certificate of appropriate insurance coverage is furnished.

(5) Exclusion from State or Federal Health Care Reimbursement Programs: Upon exclusion, debarment or other prohibition from participation in any state or federal health care reimbursement program, the Practitioner's Medical Staff membership and Clinical Privileges shall be immediately and automatically suspended until such time as the exclusion, debarment or prohibition is lifted.

(6) Conviction of a Crime: Upon conviction of a felony or a crime involving moral turpitude in any court of the United States, either federal or state, the Practitioner's Medical Staff membership and Clinical Privileges shall be automatically revoked.

(B) Procedure

(1) An automatic suspension is effective immediately. The person or group imposing the suspension shall immediately inform the Chief Executive Officer of the suspension, and the Chief Executive Officer shall promptly give Special Notice thereof to the Practitioner. The applicable Department Director shall assign a suspended Practitioner's patients then in the Health Center to another Practitioner, considering the wishes of the patient where feasible, in selecting a substitute Practitioner.

(2) The Practitioner will be given thirty (30) calendar days to produce clear and convincing evidence that the facts relied upon by the Health Center in imposing the automatic suspension are incorrect. In the absence of clear and convincing evidence to the contrary, the individual's Medical Staff membership and Clinical Privileges shall automatically terminate.

(3) In the event the Practitioner produces clear and convincing evidence disputing the facts relied upon, the Chief Executive Officer may either reinstate the Practitioner or provide notice of a hearing under Article XII.

(C) Procedural Rights and Additional Corrective Action: No Practitioner shall be entitled to the procedural rights set forth in Article XII as a result of the sanctions automatically imposed pursuant to the preceding Subsections 11.11(A)(1) through 11.11(A)(6) of this Article XI. Any of the persons entitled to initiate corrective actions under Section 11.2 of this Article XI may, however, initiate such action on the basis of any of the occurrences specified in Subsections 11.11(A)(1) through 11.11(A)(6) of this Article XI, and if, as a result thereof, an adverse recommendation or decision is made which exceeds the scope of the sanctions automatically imposed under Subsections 11.11(A)(1) through 11.11(A)(6) of this Article XI, then the Practitioner shall be entitled to the same procedural rights to which the Practitioner would be entitled under Section 11.8 of this Article XI, but only with respect to the additional sanctions recommended or imposed.

### 11.12 Reporting

The Chief Executive Officer shall report any corrective action taken pursuant to these Bylaws to the appropriate authorities as required by law and in accordance with applicable Health Center procedures regarding the same.

## Article XII – HEARING AND APPELLATE REVIEW PROCEDURE

### 12.1 Purpose

The purpose of this Article XII shall be to provide a mechanism for intraprofessional resolution of matters bearing on the professional competency and conduct of Practitioners who have Medical Staff membership and Clinical Privileges at the Health Center.

### 12.2 Right to Hearing

Except as otherwise specifically provided in these Bylaws, the recommendations set forth in Subsection 12.2(A) of this Article XII shall, if deemed adverse pursuant to Subsection 12.2(B) of this Article XII, entitle the Practitioner thereby affected to a hearing.

(A) Recommendations or Actions:

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

(2) Suspension or revocation of Medical Staff membership;

(3) Denial of requested appointment to or advancement in Medical Staff category;

(4) Involuntary reduction in Medical Staff category;

(5) Limitation of admitting Privileges not related to standard administrative or Medical Staff Policies;

(6) Denial of requested affiliation with a Department;

(7) Denial or restriction of requested Clinical Privileges other than a denial or restriction of temporary Privileges; or

(8) Reduction, suspension, or revocation of Clinical Privileges other than reduction, suspension, or revocation of temporary Privileges.

(B) When Deemed Adverse: A recommendation or action listed in Subsection 12.2(A) of this Article XII shall be deemed adverse only when it has been:

(1) Recommended by the Medical Executive Committee;

(2) Taken by the Board of Directors contrary to a favorable recommendation by the Medical Executive Committee; or

(3) Taken by the Board of Directors on its own initiative without benefit of a prior recommendation by the Medical Staff.

(C) Actions Which Do Not Give Right to Hearing: Notwithstanding the provisions of Subsections 12.2(A) and 12.2(B) of Article XII, no action described in this Subsection 12.2(C) of Article XII shall constitute grounds for or entitle the Practitioner to request a hearing.

(1) An oral or written reprimand or warning;

(2) Imposition of any general consultation requirement or any requirement that the Practitioner must be supervised while performing certain procedures;

(3) Imposition of a probationary period with retrospective or prospective review of cases;

(4) Denial of requested Privileges because the Practitioner failed to satisfy the basic qualifications or criteria of training, education, or experience established for the granting of Privileges for a specific procedure or procedures;

(5) Ineligibility for Medical Staff appointment or reappointment or the Clinical Privileges requested because a Department has been closed or there exists an exclusive contract limiting the performance of Privileges within the specialty with which the Practitioner is associated or the Clinical Privileges which the Practitioner has requested to one (1) or more Physicians;

(6) Termination or revocation of Medical Staff appointment or Clinical Privileges either in whole or in part because the Health Center has determined to close a Department or grant an exclusive contract limiting the performance of Privileges within the specialty in which the Practitioner practices to one (1) or more Physicians;

(7) Termination of the Practitioner's employment or other contract for Services unless the employment contract or Services contract provides otherwise;

(8) Ineligibility for Medical Staff appointment or requested Clinical Privileges because of lack of facilities or equipment or because Health Center has elected not to perform, or does not provide, the Service which the Practitioner intends to provide or the procedure for which Clinical Privileges are sought;

(9) Revocation, suspension, or restriction of Clinical Privileges or Medical Staff appointment or denial of Medical Staff reappointment because of the failure of the Practitioner to comply with requirements of the Medical Staff Bylaws or Medical Staff Rules and Regulations pertaining to any required attendance at committee, Department, or general Medical Staff meetings, or any other requirement not based on professional competence or conduct;

(10) Reduction, suspension, or revocation of Medical Staff appointment or Clinical Privileges as provided in Section 11.11 of Article XI regarding automatic suspension or revocation;

(11) Voluntary suspension or relinquishment of Clinical Privileges or Medical Staff membership when professional competence or conduct is not under investigation;

(12) Voluntary suspension or relinquishment of Clinical Privileges or Medical Staff membership, which is not in return for the Medical Staff refraining from conducting an investigation of professional competence or conduct;

(13) The imposition of a requirement for retraining, additional training, or continuing education; or

(14) Suspension of Privileges, either in whole or in part, or Medical Staff membership for less than thirty (30) days and during which an investigation is being conducted to determine the need for further action.

## 12.3 Notice of Adverse Recommendation or Action

A Practitioner against whom an adverse action has been taken or recommended pursuant to Section 12.1 of this Article XII shall be given Special Notice of such action. The notice shall:

(A) Advise the Practitioner of the nature of and reasons for the proposed action;

(B) Advise the Practitioner that the Practitioner has thirty (30) days after receiving the Notice within which to submit a request for hearing on the proposed action;

(C) Include a summary of the Practitioner's rights in the hearing, which at a minimum includes the rights described in Subsection 12.8(D) of this Article XII;

(D) State that if the Practitioner fails to request a hearing in the manner and within the time period prescribed, such failure shall constitute a waiver of the right to a hearing and to an appellate review on the issue that is the subject of the Notice; and

(E) State that if the Practitioner properly requests a hearing, the Practitioner shall be provided with written notice of the date, time, and place of the hearing. Such notice also shall state the grounds upon which the adverse recommendation or action is based.

### 12.4 Request for Hearing

A Practitioner shall have thirty (30) days after the Practitioner's receipt of a Notice pursuant to Section 12.3 of this Article XII to file a written request for a hearing. Such request shall be delivered to the Chief Executive Officer either in person or by certified mail.

### 12.5 Waiver by Failure to Request Hearing.

A Practitioner who fails to request a hearing within the time and in the manner specified in Section 12.4 of this Article XII waives any right to such hearing and to any appellate review to which the Practitioner might otherwise have been entitled. Such waiver shall constitute acceptance of the adverse action or recommendation, and the adverse action or recommendation shall become a final action.

### 12.6 Right to One (1) Hearing and Appellate Review

Notwithstanding any other provision of this Article XII to the contrary, no Practitioner shall be entitled as a matter of right to more than one (1) hearing and one (1) appellate review on any matter for which there is a hearing right. Adverse recommendations or actions on more than one (1) matter may be consolidated and considered together or separately, as the Board of Directors shall designate in its sole discretion.

### 12.7 Hearing Requirements

(A) Notice of Time and Place for Hearing: Upon receipt from a Practitioner of a timely and proper request for hearing, the Chief Executive Officer shall deliver the same to: (i) the Chief of Staff if the request for hearing was prompted by an adverse recommendation of the Medical Executive Committee under Section 12.2(B)(1), or 12.2(B)(2) to the Chairperson of the Board of Directors if the request for hearing was prompted by an adverse recommendation or action of the Board of Directors under Section 12.2(B)(2) or 12.2(B)(3). Within ten (10) days after receipt of such request, the Chief of Staff or the Chairperson of the Board of Directors, as applicable, shall schedule and arrange for a hearing. At least thirty (30) days prior to the hearing, the Chief Executive Officer, on behalf of the Medical Executive Committee or the Board of Directors, as applicable, shall send the Practitioner Special Notice of the time, place, and date of the hearing, which the date shall not be less than thirty (30) nor more than sixty (60) days after the date of the Notice. Provided, however, that subject to the foregoing, a hearing for a Practitioner who is under summary suspension shall be held as soon as the arrangements may be reasonably made. The Special Notice of the hearing provided to the Practitioner shall include a list of witnesses (if any) expected to testify at the hearing in support of the proposed action and a summary of the Practitioner’s rights according to these Bylaws.

(B) Statement of Issues and Events: The Special Notice of hearing shall contain a concise statement of the Practitioner’s alleged acts or omissions, a list of the specific or representative patient records in question, and/or a concise statement of any other reasons or subject matter forming the basis for the adverse action, which is the subject of the hearing.

(C) Conduct of Hearing: If the adverse action that is the subject of the hearing was recommended by the Medical Executive Committee, the hearing shall be held before a hearing officer or Hearing Committee as determined by the Chief of Staff. If the Board of Directors took the adverse action, the chairperson of the Board shall determine whether the hearing shall be held before a hearing officer or a Hearing Committee. The hearing officer shall be appointed by either the Chief of Staff or the chairperson of the Board pursuant to Subsection 12.7(D) of this Article XII. A Hearing Committee shall be appointed by either the Chief of Staff or the chairperson of the Board pursuant to Subsection 12.7(E) of this Article XII.

(D) Appointment of Hearing Officer: The hearing officer may be a Physician, Dentist, attorney, or other individual qualified to conduct the hearing. The hearing officer is not required to be a member of the Medical Staff. The hearing officer shall not be in direct economic competition with the Practitioner involved in the hearing.

(E) Appointment of Hearing Committee

(1) By Chief of Staff: A Hearing Committee appointed by the Chief of Staff shall consist of at least three (3) members of any Staff category of the Health Center, one (1) of whom shall be designated as chairperson by the Chief of Staff. Notwithstanding the foregoing, if, because of the requirements of Subsection 12.7(E)(3) of this Article XII, or for any other reason, it is not possible to include members of the Medical Staff of Health Center on the Hearing Committee, the Hearing Committee may include members of the active Medical Staff of any hospital. The Chief of Staff shall designate one (1) of the appointees as chairperson of the Hearing Committee.

(2) By Chairperson of the Board: A Hearing Committee appointed by the Chairperson of the Board shall consist of at least three (3) persons. One of the members shall be designated as chairperson by the chairperson of the Board. Subject to the provisions of Subsection 12.7(E)(3) of this Article XII, at least one (1) member of the committee shall be a member of the Medical Staff when possible. Other members of the committee are not required to be members of the Medical Staff, and if no member of the Medical Staff is available because of the provisions of Subsection 12.7(E)(3) of this Article XII, the Hearing Committee may include a member of the active Medical Staff of any hospital.

(3) Service on Hearing Committee: A Practitioner or Board Member shall not be disqualified from serving on a Hearing Committee merely because the Practitioner or Board Member participated in initiating or investigating the underlying matter at issue or because the Practitioner or Board Member has heard of the case. However, no member of the Hearing Committee may be in direct economic competition with the Practitioner involved in the hearing. All members of the Hearing Committee shall be required objectively to consider and decide the case with good faith.

(4) Presiding Officer: An individual qualified to conduct hearings may be designated as the presiding officer for a hearing to be heard by the Hearing Committee. Such individual need not be a member of the Hearing Committee.

(F) List of Witnesses: In addition to the list of witnesses required in the Special Notice of hearing, at least five (5) days prior to the scheduled date for commencement of the hearing, each party shall provide the other with a list of names of the individuals who, as far as then reasonably known, will give testimony or evidence in support of that party at the hearing. Admissibility of testimony to be presented by a witness not so listed shall be at the discretion of the presiding officer.

## 12.8 Hearing Procedure

(A) Forfeiture of Hearing: A Practitioner who requests a hearing pursuant to this Article XII but fails to appear at the hearing without good cause, as determined by the Hearing Committee or hearing officer, shall forfeit the Practitioner's rights to such hearing and to any appellate review to which the Practitioner might otherwise have been entitled.

(B) Presiding Officer: The hearing officer, the chairperson or the individual designated pursuant to Subsection 12.7(E)(4) of Article XII, shall be the presiding officer. The presiding officer shall act to maintain decorum and to assure that all participants in the hearing process are provided a reasonable opportunity to present relevant oral and documentary evidence. The presiding officer shall be entitled to determine the order of procedure during the hearing and shall make all rulings on matters of law, procedure and the admissibility of evidence.

(C) Representation: The Practitioner who requested the hearing shall be entitled to be accompanied and represented at the hearing by a member of the Medical Staff in Good Standing, by a member of the Practitioner's professional society and/or by an attorney. The Medical Staff or the Board may appoint a member of the Medical Staff in Good Standing and/or an attorney to represent the Medical Staff or the Board at the hearing to present the facts in support of its adverse recommendation or action, and to examine witnesses.

(D) Rights of Parties: During the hearing, each party may:

(1) Call, examine, and cross-examine witnesses;

(2) Introduce any relevant evidence, including exhibits;

(3) Question any witness on any matter relevant to the issues that are the subject of the hearing;

(4) Impeach any witness;

(5) Offer rebuttal of any evidence;

(6) Have a record made of the hearing in accordance with Subsection 12.8(H) of this Article XII; and

(7) Submit a written statement at the close of the hearing.

(E) Procedure and Evidence: At the hearing, the rules of law relating to examination of witnesses or presentation of evidence need not be strictly enforced, except that oral evidence shall be taken only on oath or affirmation. If the Practitioner who requested the hearing does not testify in the Practitioner's own behalf, the Practitioner may be called and examined as if under cross examination. The hearing officer or hearing panel may consider any relevant matter upon which responsible persons customarily rely in the conduct of serious affairs regardless of whether such evidence would be admissible in a court of law. Prior to or during the hearing, any party may submit memoranda concerning any procedural or factual issue, and such memoranda shall be included in the hearing record.

(F) Information Pertinent to Hearing: Information Pertinent to Hearing: In reaching a decision, the Hearing Committee or hearing officer shall be entitled to consider any pertinent material contained on file in the Health Center, and all other information that can be considered, pursuant to the Medical Staff Bylaws, in connection with Applications for appointment or reappointment to the Medical Staff and for Clinical Privileges. The Hearing Committee or hearing officer may at any time take official notice of any generally accepted technical or scientific principles relating to the matter at hand and of any facts that may be judicially noticed by the Missouri courts. The parties to the hearing shall be informed of the principles or facts to be noticed, and the same shall be noted in the hearing record. Any party shall be given the opportunity, upon timely request, to request that a principle or fact be officially noticed or to refute any officially noticed principle or fact by evidence or by written or oral presentation of authority in such manner as determined by the hearing officer or committee.

(G) Burden of Proof: When a hearing relates to denial, limitation, or other restriction of a Practitioner's request for new status or Privileges, including an initial Application for appointment, the applicant shall have the burden of producing evidence to demonstrate that the adverse decision or recommendation lacks any substantial factual basis or that the basis or the conclusions drawn therefrom are arbitrary, unreasonable, or capricious. Otherwise, the body whose adverse decision or recommendation is under consideration at the hearing shall have the initial obligation to present evidence in support thereof, but the Practitioner thereafter is responsible for supporting the Practitioner's challenge that the adverse decision or recommendation lacks any substantial factual basis or that the basis or the conclusions drawn therefrom are arbitrary, unreasonable, or capricious.

(H) Record of Hearing: A record of the hearing shall be kept of sufficient accuracy that an informed and valid judgment can be made by any group that may later be called upon to review the record and render a recommendation or decision in the matter. The Hearing Committee or hearing officer may select the method to be used for making the record, such as a court reporter, electronic recording unit, detailed transcription, or minutes of the proceedings. Upon request, the Practitioner shall be entitled to obtain a copy of the record or use an alternative recording method, at the Practitioner's own expense.

(I) Postponement: Requests for postponement of a hearing may be granted by the chairperson of the Hearing Committee or the hearing officer upon a showing of good cause and only if the request is made as soon as is reasonably practical.

(J) Presence of Hearing Committee Members and Vote: A majority of the Hearing Committee shall be present at all times during the hearing and deliberations. If a committee member is absent from any part of the proceedings, the presiding officer in the presiding officer's discretion may rule that such member be excluded from further participation in the proceedings or recommendations of the committee.

(K) Recesses and Adjournment: The Hearing Committee or hearing officer may recess the hearing and reconvene it without additional notice if the committee or officer deems such recess necessary for the convenience of the participants, to obtain new or additional evidence, or if consultation is required for resolution of the matter. When presentation of oral and written evidence is complete, the hearing shall be closed. The Hearing Committee shall deliberate outside the presence of the parties and at such time and in such location as is convenient to the committee. Upon conclusion of the Hearing Committee's deliberations, the hearing shall be adjourned.

## 12.9 Report and Further Action

(A) Within fifteen (15) days after final adjournment of the hearing, the Hearing Committee or hearing officer shall report in writing all findings and recommendations with specific references to the hearing record and other documentation considered and shall forward the report along with the record and other documentation to the body whose adverse recommendation or decision occasioned the hearing.

(B) Within twenty (20) days after receipt of the report, the Medical Executive Committee or the Board of Directors, as the case may be, shall consider the same and affirm, modify, or reverse its recommendation or action in the matter. The decision shall be transmitted, together with the hearing record, the report of the Hearing Committee or hearing officer and all other documentation considered to the Chief Executive Officer.

(C) If the Medical Executive Committee's decision pursuant to 12.9(B) is adverse to the Practitioner, it shall have the notice and effect provided in Section 12.9(D) of this Article XII. If the Medical Executive Committee's decision pursuant to Subsection 12.9(B) of this Article XII is favorable to the Practitioner, the Committee shall promptly forward it, together with all supporting documentation, to the Board for its final action. The Board shall take action thereon by adopting or rejecting the Medical Executive Committee's decision in whole or in part or by referring the matter back to the Medical Executive Committee for further consideration. Any such referral shall state the reasons therefor, set a time limit within which a subsequent recommendation to the Board of Directors must be made, and may include a directive that an additional hearing be conducted to clarify issues that are in doubt. After receipt of such subsequent recommendation and any new evidence in the matter, the Board shall take action. The Chief Executive Officer shall, on behalf of the Board or Medical Executive Committee, as applicable, promptly send notice to the affected Practitioner informing the Practitioner of each action taken pursuant to this Subsection 0 of Article XII. A favorable determination shall become the final action of the Board, and the matter shall be considered closed.

(D) Notice and Effect of Result.

(1) Notice: The Chief Executive Officer, on behalf of the body that made the decision, shall promptly send Special Notice, including a copy of the decision, to the affected Practitioner, to the Chief of Staff and to the Board.

(2) Effect of Favorable Result: If the Board's decision pursuant to Subsection 12.9(B) or 0 of this Article XII, as applicable, is favorable to the Practitioner, such result shall become the final decision of the Board, and the matter shall be considered closed.

(3) Effect of Adverse Result: If the decision of the Medical Executive Committee or of the Board continues to be adverse to the affected Practitioner, the Special Notice required by Subsection 12.9(D)(1) of this Article XII shall inform the affected Practitioner of the Practitioner's right to request an appellate review by the Board as provided in Section 12.10 of this Article XII.

## 12.10 Initiation and Prerequisites of Appellate Review

(A) Request for Appellate Review: A Practitioner shall have fifteen (15) days after receiving Special Notice of the Practitioner's right to request an appellant review to submit a written request for such review. Such request shall be directed to the Board in care of the Chief Executive Officer in person or by certified mail and may include a request for a copy of the Hearing Committee report and record of all other material, favorable or unfavorable, if not previously forwarded, that was considered in taking the adverse action. If the Practitioner wishes an attorney to represent the Practitioner at any appellate review appearance permitted in this Article XII, the Practitioner's request for appellate review shall so state.

(B) Waiver by Failure to Request Appellate Review: A Practitioner who fails to request an appellate review in accordance with Subsection 12.10(A) of this Article XII waives any right to such review. Such waiver shall have the same force and effect as provided in Section 12.5 of this Article XII regarding waiver by failure to request a hearing.

(C) Notice of Time and Place for Appellate Review: Upon receipt of a timely request for appellate review, the Chief Executive Officer shall deliver such request to the Board. As soon as practicable, the Board shall schedule and arrange for an appellate review, which shall not be less than fifteen (15) days nor more than thirty (30) days after receipt by the Chief Executive Officer of the request for review; provided, however, that an appellate review for a Practitioner who is under summary suspension shall be held as soon as the arrangements for the appellate review may be reasonably made, but not later than fifteen (15) days after the Chief Executive Officer's receipt of the request. At least ten (10) days prior to the date of the appellate review, the Chief Executive Officer shall send the Practitioner Special Notice setting forth the time, place and date of the review. The Appellate Review Body may extend the time for the appellate review for good cause, and if the request is made, as soon as is reasonably practicable.

(D) Appellate Review Body: The Board shall determine whether the appellate review shall be conducted by the Board as a whole or by an appellate review committee composed of three (3) or more members of the Board appointed by the chairperson of the Board. If a committee is appointed, one (1) of its members shall be designated as chairperson by the Board chairperson. The Appellate Review Body shall, in all circumstances, include a member of the Medical Staff appointed by the chairperson of the Board.

## 12.11 Appellate Review Procedure

(A) Nature of Proceedings: The proceedings by the review body shall be in the nature of an appellate review based upon the record of the hearing before the Hearing Committee or hearing officer, the Hearing Committee or hearing officer's report, and all subsequent results and actions thereof. The Appellate Review Body also shall consider any written statements submitted pursuant to Subsection 12.11(B) of this Article XII and such other materials as may be presented and accepted under Subsections 12.11(C)(2) and 12.11(C)(3) of this Article XII.

(B) Written Statements: The Practitioner seeking the review shall, at least five (5) days prior to the scheduled date of the appellate review, submit to the Appellate Review Body (through the Chief Executive Officer), a written statement that describes the findings of fact, conclusions, and procedural matters with which the Practitioner disagrees, and the reasons for such disagreement. The group whose adverse action occasioned the review may submit a written statement in support of the group's action and/or in reply to the Practitioner's statement. Any such statement by the group whose action occasioned the review shall be furnished to the Appellate Review Body at least two (2) days prior to the scheduled date of the appellate review. The Chief Executive Officer, on behalf of the Appellate Review Body, shall immediately forward a copy of the statement to the affected Practitioner. The Appellate Review Body in its sole discretion may waive the time limits provided in this Subsection 12.11(B) of Article XII.

(C) Conduct of the Appellate Review:

(1) The chairperson of the Appellate Review Body shall preside over the appellate review, including determining the order of procedure, making all required rulings and maintaining decorum during all proceedings.

(2) The Appellate Review Body may, at its discretion, allow the parties or their Representatives to appear and make statements. Parties or their Representatives appearing before the review body must answer questions posed to them by the review body.

(3) If a party wishes to introduce new matters or evidence not raised or presented during the original hearing and not otherwise reflected in the record, the party may introduce such information at the appellate review only if expressly permitted by the review body in its sole discretion and only upon a showing by the party requesting consideration of the information that it could not have been discovered in time for the initial hearing. Prior to introduction of such information at the review, the requesting party shall provide, to the Appellate Review Body and the other party, a written, substantive description of the information.

(D) Presence of Members and Vote: A majority of the review body shall be present at all times during the review and deliberations. If a review body member is absent from any part of the review or deliberations, the chairperson of the review body, in the chairperson's discretion, may rule that such member be excluded from further participation in the review or deliberations or in the recommendation of the review body.

(E) Recesses and Adjournments: The Appellate Review Body may recess the review proceeding and reconvene the same without additional notice if it deems such recess necessary for the convenience of the participants or to obtain new or additional evidence or consultation required for resolution of the matter. When oral statements (if allowed) are complete, the appellate review shall be closed. The review body shall then deliberate outside the presence of the parties at such time and in such location as is convenient to the review body. The appellate review shall be adjourned at the conclusion of those deliberations.

(F) Action Taken: The Appellate Review Body may recommend that the Board affirm, modify or reverse the adverse result or action or, in its discretion, may refer the matter back to the Hearing Committee or hearing officer for further review and recommendation to be returned to it within ten (10) days and in accordance with its instructions. Within five (5) days after receipt of such recommendation after referral, the review body shall make its recommendation to the Board of Directors as provided in this Subsection 12.11(F) of Article XII.

## 12.12 Final Decision of the Board

Within forty-five (45) days after receipt of the Appellate Review Body's recommendation, the Board shall render its final decision in the matter in writing and shall send notice thereof to the affected Practitioner and to the Chief of Staff. The Board's final decision shall be immediately effective, and the matter shall not be subject to any further referral or review.

## 12.13 Reporting

The Chief Executive Officer shall report any final action taken by the Board pursuant to these Bylaws to the appropriate authorities as required by law and in accordance with applicable Health Center procedures regarding the same.

## 12.14 General Provisions

(A) Waiver: If at any time after receipt of notice of an adverse recommendation, action or result, the affected Practitioner fails to make a required request or appearance or otherwise fails to comply with this Article XII, the Practitioner shall be deemed to have consented to such adverse recommendation, action or result and to have voluntarily waived all rights to which the Practitioner might otherwise have been entitled with respect to the matter involved and the adverse action or recommendation shall become a final action.

(B) Exhaustion of Remedies: Any applicant or member of the Medical Staff must exhaust the remedies afforded by this Article XII before resorting to any form of legal action.

(C) Release: By requesting a hearing or appellate review under these Bylaws, a Practitioner or applicant agrees to be bound by the provisions of these Bylaws relating to immunity from liability.

# Article XIII – CONFIDENTIALITY, REPORTING IMMUNITY, AND RELEASES

## 13.1 Special Definitions

The following are special definitions applicable only to this Article XIII:

(A) "Information" means all communications, regardless of form, relating to the subject matter of Section 13.5 of this 0. Examples of such Information shall include, but not be limited to, the following: data, reports, records, minutes or other records of proceedings, memoranda, findings, recommendations, opinions, conclusions, actions, or forms whether written, oral, electronic, digital or in any other form or format. Such Information may include but is not limited to any matter that directly or indirectly affects the quality, appropriateness, or efficiency of patient care by a Provider including, but not limited to, a Provider's professional qualifications and judgment, clinical ability, character and professional ethics, mental and physical health, and utilization patterns.

(B) "Malice" means actual knowledge of the falsity of statements or information or reckless disregard for the truth in making statements or disseminating Information.

(C) "Provider" means any Physician, Dentist, Podiatrist, or Advanced Practice Provider who has, or has applied for, Medical Staff membership or Clinical Privileges at the Health Center.

(D) "Third Parties" means any person (including organizations as well as individuals) who provides Information to any Representative.

## 13.2 Authorizations and Conditions

Submission of an Application for Staff membership or for the exercise of Clinical Privileges or the provision of patient care services in this Health Center constitutes a Provider's express:

(A) Authorization for Health Center Representatives and the Medical Staff to request, provide, and/or act upon Information bearing on the Provider's professional competency, conduct, and qualifications;

(B) Agreement to be bound by the provisions of these Bylaws (including this 0), Medical Staff Rules and Regulations, the Health Center's Bylaws, policies, and procedures, and the Health Center's Corporate Compliance Plan, and to waive all legal claims against any Health Center Representative who acts in accordance with such provisions, including the provisions of this 0; and

(C) Acknowledgment that the provisions of this 0 are express conditions to Provider's Application for, acceptance of, and continuation of Staff membership, and to Provider; Article XIII's exercise of Clinical Privileges at the Health Center.

## 13.3 Confidentiality of Information

The following Information shall, to the fullest extent permitted by law, be confidential and shall not be disclosed or disseminated except to a Representative or used in any way except as permitted in these Bylaws and as allowed by applicable law. Information relating to a Provider that is collected, prepared, or submitted by a Representative of the Health Center or any other hospital or health care organization or facility or Medical Staff for the purpose of monitoring, evaluating, or improving the quality of health services; determining that health services rendered were professionally indicated or were performed in compliance with the applicable standard of care; evaluating the qualifications, competence, and performance of health care Providers or acting upon matters relating to the discipline of a health care Provider; reducing morbidity or mortality; evaluating the quantity, quality, and timeliness of health care Services rendered; conducting research or teaching or establishing or enforcing guidelines designed to keep costs of health care within reasonable bounds. Similarly, such Information provided by Third Parties shall be confidential to the extent permitted by law. No such Information shall be considered a part of or be included in any patient record. Each Provider acknowledges that violation of the confidentiality provided for in this 0 shall be grounds for revocation of Staff membership and Clinical Privileges.

## 13.4 Immunity from Liability

(A) For Action Taken: Representatives of the Health Center or Medical Staff shall be immune from liability to a Provider for damages or other relief for such Representatives' actions, statements, recommendations, opinions, decisions, or other conduct performed within the scope of their duties as a Representative, if such Representatives act in good faith and without malice after reasonable effort under the circumstances to ascertain the truthfulness of the facts and in the reasonable belief that the decision, opinion, action, statement, or recommendation is warranted by such facts.

(B) For Providing Information: Representatives of the Health Center or Medical Staff and Third Parties shall be immune from liability to a Provider for damages or other relief for providing Information, even if such Information would otherwise be privileged or confidential, to a Representative of this Health Center or Medical Staff or to any other health care facility or organization concerning a Provider, provided that such Information is related to the scope of the Representative's Peer Review Committee, related to the performance of the duties and functions of the recipient, and is reported in a factual manner; and further provided that the Representative or Third Party acts in good faith and without Malice.

## 13.5 Activities Covered

The confidentiality and immunity provided by this 0 apply to all acts, communications, proceedings, interviews, reports, records, minutes, forms, memoranda, statements, recommendations, findings, evaluations, opinions, conclusions, or disclosures performed or made in connection with this or any other health care facility's or organization's credentialing, peer review, quality improvement, and utilization review activities including, but not limited to:

(A) Applications for appointment or Clinical Privileges;

(B) Applications for reappointment or addition or renewal of Clinical Privileges;

(C) Corrective, supervisory, or disciplinary action;

(D) Hearings and appellate reviews;

(E) Quality improvement activities;

(F) Utilization review and utilization management activities;

(G) Profiles and profile analysis;

(H) Risk management activities; and

(I) Any other Health Center, committee, Department, or Staff activities related to evaluating, monitoring, and maintaining quality and efficient patient care and professional conduct.

### 13.6 Releases

Upon request of the Health Center, each Provider shall execute general and specific releases in accordance with this 0. Such releases will operate in addition to the provisions of this 0 and execution of such releases shall not be a prerequisite to the effectiveness of this 0.

### 13.7 Cumulative Effect

Any provisions in these Bylaws and in the Application or other Health Center or Staff forms relating to authorizations, confidentiality of information, and immunities from liability are in addition to, and not in limitation of, other protections provided by applicable law.

## Article XIV – GENERAL PROVISIONS

### 14.1 Staff Rules and Regulations

The Medical Staff shall adopt such Rules and Regulations as necessary to implement the general principles set forth in these Bylaws. Any such Rules and Regulations shall be subject to Board approval. The Medical Staff shall follow the procedures outlined in Article XV of these Bylaws in the adoption and amendment of the Rules and Regulations, except that Medical Staff action may occur by a majority vote at any regular meeting at which a quorum is present and without previous notice, or at any special meeting on notice, by majority vote of those present who are eligible and qualified to vote.

(A) If the Medical Executive Committee proposes to adopt a Rule and Regulation, or an amendment thereto, it must first distribute the proposal to the Medical Staff for review and comment.

(B) When the Medical Executive Committee adopts a policy or amendment, it must communicate such action to the Medical Staff in writing.

(C) A policy of the Medical Staff may be proposed to the Board without prior approval of the Medical Staff.

### 14.2 Urgent Amendment to Rules and Regulations

An urgent amendment of the Rules and Regulations may be provisionally adopted where the Medical Executive Committee has a documented belief that the amendment is necessary to comply with a law or regulation. Following adoption by the Medical Executive Committee, the urgent amendment must be provisionally approved by the Board of Directors. The urgent amendment shall be immediately provided to the Medical Staff. If objection from the Medical Staff is not received by the Medical Executive Committee within ten (10) days, such amendment shall become final. If, however, the Medical Staff objects to the urgent amendment within the time specified above, such amendment shall not be final and may be submitted to the conflict resolution process described in Section 14.3 of this Article XIV.

### 14.3 Management of Conflicts between the Medical Staff and the Medical Executive Committee

A Conflict Resolution Committee shall be formed to resolve any conflict arising between the Medical Executive Committee and a group comprised of at least the Chief Medical Officer and Chief Executive Officer.

(A) The authority of the Conflict Resolution Committee shall be limited to resolution of disputes related to Medical Staff rules, regulations and policies.

(B) If the Conflict Resolution Committee is able to come to an agreement with regards to the disputed rule, regulation, or policy, such agreement shall be submitted to the Board of Directors.

(C) If, after good faith efforts to resolve the dispute have been exhausted, the Committee is unable to reach agreement, the unresolved portions of the rule, regulation, or policy shall be submitted to the Board of Directors for final decision.

(D) Nothing in this conflict resolution procedure is intended to prevent the Medical Staff from proposing a rule, regulation, or policy directly to the Board of Directors.

### 14.4 Physician Health

The Health Center shall specify policies and procedures to identify and manage matters of individual Physician health. The policies and procedures shall be designed to (either through internal processes or by referral to an impaired provider program approved by the Health Center Board of Directors) provide education about Physician health; address prevention of physical, psychiatric or emotional illness; and facilitate confidential diagnosis, treatment and rehabilitation of Physicians who suffer from a potentially impairing condition. If at any time a Physician's health renders the Physician unable to safely perform the Physician's Privileges, the matter shall be forwarded to the Medical Executive Committee for appropriate corrective action.

### 14.5 Departments

Subject to the approval of the Medical Executive Committee and the Board, each Department will formulate its own written policies, if any, as needed for the conduct of its affairs and the discharge of its responsibilities.

### 14.6 Corporate Compliance

To ensure that its business practices are conducted with the highest of ethical standards, Health Center has adopted a Corporate Compliance Plan (the "Plan"). This Plan generally requires the conduct of business in compliance with all applicable laws, regulations, and standards and provides that any possible violations be reported to the Compliance Officer. The Practitioners and APPs acknowledge and agree that, in performance of their duties, they are expected to follow these same standards and to report to the above-designated persons any possible violations of laws, regulations, standards, or acceptable business practices.

### 14.7 Conflicts of Interest

Each Medical Staff member shall disclose in writing on an annual basis any potential conflicts of interest (including any ownership or contractual interest the Practitioner or Practitioner's immediate family members may have with the Health Center or its related entities, suppliers, vendors, or contractors) that the Staff Member may have with the Health Center or its related entities.

## Article XV – ADOPTION AND AMENDMENT OF BYLAWS

### 15.1 Medical Staff Authority and Responsibility

Because the Board of Directors has delegated to the Medical Staff the authority and responsibility to initiate and recommend to the Board the Bylaws and related protocols establishing the Staff's organizational structure, its governing processes, and manner of acting, subject only to certain limitations detailed in the Board's Bylaws, the adoption and amendment of these Bylaws require the actions specified in Sections 0 and 15.3 of this Article XV.

## 15.2 Medical Staff Action

Adoption or amendment of these Bylaws shall require the affirmative action of the Medical Staff. A copy of the proposed documents or amendments must be given to each Staff Member entitled to vote thereon with the Notice of the meeting. The Medical Staff's action shall be forwarded to the Board for its action.

## 15.3 Board Approval

Medical Staff recommendations regarding adoption or amendment of Bylaws are effective upon the affirmative vote of a majority of the members of the Board of Directors.

## 15.4 Conflict Resolution

When the Board disapproves a Bylaw or Bylaw amendment presented by the Medical Staff or proposes to adopt or amend Medical Staff Bylaws and such Bylaw or Bylaw amendments are contrary to Medical Staff recommendations, the Board shall submit the Bylaw or Bylaw amendment to the Medical Staff for consideration.

(A) If the Bylaw or Bylaw amendment is approved by the affirmative vote of the majority of the Medical Staff, the Bylaw or Bylaw amendment shall be effective upon such date.

(B) If the Medical Staff does not approve the proposed Bylaw or Bylaw amendment, the approved Bylaw or Bylaw amendment shall be returned to the Board of Directors for consideration. The Board of Directors may either approve the Bylaw or Bylaw amendment, refer the Bylaw or Bylaw amendment to the Medical Executive Committee, or follow the conflict resolution process as provided in the Board of Directors Bylaws. If submitted to the Medical Executive Committee, the Committee's recommendation must be presented to the Board of Directors and Medical Staff for approval.

ADOPTED by the Medical Staff on _____, 2_____.

_____
Signature – Chief of Staff

APPROVED by the Board of Directors on _____, 2_____.

_____
Signature – Chairperson, Board of Directors

# Article XVI – REVISION HISTORY OF BYLAWS

| Rev # | Adoption Date | Articles/Sections Changed | Description of Changes and Initials of Documenter |
|---|---|---|---|

# Appendix A – DEPARTMENTS

## A.1 Current Clinical Departments

(A) Emergency Medicine

(B) Family Practice

(C) Medicine. The Department of Medicine includes, but is not limited to:

- (1) Cardiology
- (2) Endocrinology
- (3) Gastroenterology
- (4) General Internal Medicine
- (5) Hematology/Oncology
- (6) Hospice and Palliative Care
- (7) Hospital Internal Medicine
- (8) Neurology
- (9) Occupational Medicine
- (10) Pediatrics
- (11) Physical Medicine and Rehabilitation
- (12) Pulmonary Medicine

(D) Pathology

(E) Psychiatry

(F) Radiology

(G) Surgery / Anesthesiology

- (1) The Department of Surgery / Anesthesiology includes, but is not limited to: General Surgery, Dentistry, and Podiatry.

# Appendix B – COMMITTEES

## B.1 Committee Membership, Term, Vacancies

(A) Composition and Appointment. Unless otherwise specifically provided, the Medical Staff members of committees shall be appointed by the Chief Staff and the non-Medical Staff personnel shall be appointed by the CEO or CNO, as applicable. The Chief of Staff shall designate a Medical Staff member as the chairperson of each committee.

(B) Term and Prior Removal. Unless otherwise specifically provided, a committee member shall continue as such for one year and until his successor is elected or appointed. A Medical Staff committee member may be removed by a majority vote of the Medical Staff committee.

(C) Vacancies. Vacancies on any committee shall be filled in the same manner in which original appointment to such committee is made.

## B.2 Bylaws Committee

(A) Composition. The MEC and at least one Representative from Administration will serve as the Bylaws Committee. Multidisciplinary resource representatives may include, but is not limited to, the Chief Executive Officer, personnel responsible for Medical Staff Services functions, and a representative from General Counsel.

(B) Duties

(1) Conduct concurrent revisions and annual reviews of the Medical Staff bylaws, as well as the Rules and Regulations, promulgated by the Medical Staff and its departments; and

(2) Receive and evaluate for recommendation to the MEC suggestions for modification of the Bylaws and Rules and Regulations.

(C) Meetings. The Bylaws Committee shall meet at the call of the Chief of Staff or chairperson of the Committee.

## B.3 Credentials Committee

(A) Composition. The Credentials committee shall consist of at least two Medical Staff members and multidisciplinary resource representatives that may include, but is not limited to, the Chief Executive Officer.

(B) Duties

(1) Review the credentials of all applicants and to make recommendations to the Medical Executive Committee for membership and/or delineation of Clinical Privileges in compliance with these Bylaws and Health Center policies;

(2) Make a report to the Medical Executive Committee on each applicant for Medical Staff membership and/or Clinical Privileges, including specific consideration of the recommendations from the Department in which the applicant requests Privileges;

(3) Review at least every two (2) years all information available regarding the qualifications and competence of Staff Members and those granted Clinical Privileges and, as a result of such review, make recommendations for granting of Privileges, reappointments, and assignment to the various Departments as provided in these Bylaws. This will be reported in writing to the Medical Executive Committee;

(4) Investigate any breach of ethics that is reported to it; and

(5) Review reports referred by the Staff Committees and by the Chief of Staff.

(C) Meetings. The Credentials Committee shall meet at the call of the Chief of Staff or chairperson of the Committee.

### B.4 Medical Ethics Committee

(A) Composition. The Medical Ethics committee shall consist of at least two Medical Staff members and multidisciplinary resource personnel that may include, but is not limited to, a Representative from Administration, Nursing, and/or Social Services/Case Management.

(B) Duties. This committee is responsible for at least the following duties:

(1) Inform and educate committee members of current medical ethical issues and problems and provide an opportunity for multidisciplinary discussion on these issues;

(2) Respond to requests for medical ethical consultation and provide a mechanism for consultation on difficult ethical dilemmas for those physicians who wish to use such advisory counsel;

(3) Serve in an advisory capacity in medical ethical decision-making and be available for consultation to Health Center staff in formulating medical and ethical Health Center policies and procedures; and

(4) Encourage educational programs on ethical issues.

(C) Meetings. This committee shall meet as needed and send a report to the Medical Executive Committee.

### B.5 Performance Improvement and Protocol Steering Committee

(A) Composition. This committee shall consist of at least two Medical Staff members and multidisciplinary resource personnel that may include, but is not limited to, Representatives from Administration, Nursing, Pharmacy, Respiratory Therapy, Laboratory, and Health Information Management.

(B) Duties

(1) Delineating and/or directing QAPI projects;

(2) Writing protocol order sets;

(3) Directing the quality plan; and

(4) Creating clinical care pathways.

(C) Meetings. This committee shall meet at least quarterly and send a report to the Medical Executive Committee.

### B.6 Peer Review Committees

(A) Composition

(1) The Medical Staff as a whole and each committee provided for by these Bylaws is hereby designated as a Peer Review Committee in accordance with 537.035 RSMo, as it may be amended. Such committees shall be responsible for evaluating, maintaining, and/or monitoring the quality and utilization of health care services.

(2) In carrying out the Staff Member's duties under these Bylaws, whether as a committee member, Department Director, Staff officer, or otherwise, each Staff Member shall be acting in the Staff Member's capacity as a peer review officer.

(3) Such Peer Review Committees may, from time to time and/or as specifically provided herein, appoint the Chief Executive Officer or other administrative personnel as the committee's agent in carrying out the committee's peer review duties.

(4) The Chief of Staff will appoint members of the Peer Review Committee and will also appoint a committee Chairperson. Additional participants will include the Chief Executive Officer, Director of Quality Management, and the CNO or designee.

(B) Duties

(1) Medical Records and Review. The committee shall be responsible for assuring that the medical records reflect realistic documentation of medical events. The committee shall conduct a periodic review at least quarterly of selected records of current Health Center patients to assure that they reflect the diagnosis, results of diagnostic tests, therapy ordered, condition, in-hospital progress, and condition of the patient at discharge, and that they are sufficiently complete at all times, so that in the event of transfer of patient responsibility, complete medical comprehension of the case is represented. The committee shall see that the medical reviews are conducted as required and that the results of these reviews are forwarded to the Medical Executive and Credentials Committees, which shall jointly prepare recommendations to the Medical Staff, Chief Executive Officer of the Health Center or other committees by way of the Chief of Staff.

(2) Ongoing Professional Practice Evaluation. The committee shall be responsible for assuring ongoing practice evaluation of Practitioners and APPs, including, but not limited to, review of operative and other clinical procedures performed, patterns of blood and pharmaceutical usage, requests for tests and procedures, length of stay patterns, morbidity and mortality data, and Practitioner's use of consultants. Information obtained on each Practitioner or APP through the ongoing professional practice evaluation will be incorporated into the Practitioner or APP's Medical Staff file for inclusion in decisions regarding Clinical Privileges.

(3) Mortality Review. The committee shall review all deaths occurring in the Health Center to determine whether an autopsy should be performed and whether the deaths were foreseeable and preventable, as well as all unexpected patient care events to determine whether they were foreseeable and preventable.

(C) Meetings. The Peer Review Committee shall meet at least quarterly and otherwise at the call of the Chief of Staff, Chairperson of the Committee, Chief Executive Officer, or Chairperson of the Board of Directors. The committee shall maintain a permanent record of its proceedings and activities.

### B.7 Pharmacy and Therapeutics Committee

(A) Composition. Membership shall consist of Representatives of the Medical Staff appointed by the Chief of Staff, the Health Center Pharmacist, a Representative of Nursing Services, the Infection Control Manager, the Quality Improvement Coordinator, and the Director of the Laboratory. A Medical Records Representative and the Chief Executive Officer shall serve as advisory Staff to the committee and shall attend all meetings.

(B) Duties. This committee shall be responsible for the development and surveillance of all drug utilization policies and practices within the Health Center. The committee shall assist in the formulation of professional policy statements regarding evaluation, appraisal, selection, procurement, storage, distribution, use, safety procedures, and other matters relating to obtaining, retaining, and usage of drugs in the Health Center. It also shall perform the following specific functions:

(1) Serve in an advisory capacity to the Medical Staff and the pharmacist with respect to the choice of available drugs;

(2) Make recommendations regarding drugs to be stocked;

(3) Develop and periodically review a formulary for use in the Health Center;

(4) Lead antimicrobial stewardship program;

(5) Prevent unnecessary duplication in stocking drugs and drugs-in-combination that have identical amounts of the same therapeutic ingredients;

(6) Evaluate clinical data concerning new drugs or preparations requested for use in the Health Center; and

(7) Establish standards concerning the use and control of investigational drugs and/or research in the use of recognized drugs.

(C) Meetings. This committee shall meet at least quarterly and send reports to the Medical Executive Committee regarding its activities.

### B.8 Utilization Review Committee

(A) Composition. This committee shall consist of Physician(s) appointed by the Chief of Staff, as well as the CEO, Director of Nursing, the Medical Records Director, the Case Manager, and the Business Office Manager. Other Health Center Representatives may be invited to participate as needed.

(B) Duties

(1) Utilization Review Studies. The committee shall conduct utilization review studies designed to assess and evaluate the appropriateness and/or efficiency of admissions to the Health Center, length of stay, discharge practices, use of medical and Health Center Services, and other factors that may contribute to the effective utilization of Health Center and Physician Services. Specifically, the committee shall analyze how under-utilization and over-utilization of each of the Health Center's Services affects the quality of patient care provided at the Health Center, study patterns of care, obtain criteria relating to average or normal (usual) lengths of stay by specific disease categories, and evaluate systems of utilization review employing such criteria. It also shall work toward the assurance of proper continuity of care upon discharge through, among other things, the accumulation of appropriate data on the availability of other suitable health care facilities and services outside the Health Center. The committee shall communicate the results of its studies and other pertinent data to the entire Medical Staff and shall make recommendations for the optimum utilization of Health Center resources and facilities in accordance with quality of patient care and safety.

(2) Other duties, including (1) the development of a written utilization review plan which shall be approved by the Staff and the Board of Directors, which must be in effect at all times; (2) the completion of medical care evaluation studies, under criteria developed by the federal government's review organizations; and (3) the review of extended duration stays.

(C) Meetings. The Utilization Review Committee shall meet as needed at the call of the Chief of Staff, Chairperson of the Committee, Chief Executive Officer, or Chairperson of the Board of Directors.

### B.9 Special Committees

Other committees, whether standing or *ad hoc*, may be established at the discretion of the Chief of Staff and/or the Medical Executive Committee.