

Rehabilitation Hospital Medical Staff Bylaws

REHABILITATION HOSPITAL OF FORT WAYNE

FORT WAYNE, INDIANA

MEDICAL STAFF BYLAWS

ADOPTED BY MEDICAL STAFF

May 25, 1999

AND

APPROVED BY ADVISORY BOARD

June 8, 1999

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DEFINITIONS

"ACTIVE STAFF" means those Medical Staff members who have declared the Hospital to be one of their hospitals for the practice of medicine and other related hospital activities, and who have been recognized by the Medical Staff by formal review processes to be members in good standing clinically and in all other ways referred to in these Bylaws.

"ADVERSE RECOMMENDATION" or "ADVERSE ACTION" means any recommendation or action which would restrict or deny the privileges or membership of a practitioner. Such terms also include any recommendation or action which grants or recommends the granting of privileges or membership to a practitioner which are inferior to the privileges or membership status sought by such practitioner. An adverse recommendation and/or adverse action shall entitle the affected practitioner to the appellate review procedures provided for in these Bylaws.

"AFFILIATE STAFF" means those practitioners whose primary purpose for requesting Staff membership is to visit, follow or observe patients admitted by other practitioners, or to participate in and benefit from continuing medical education programs made available by the Hospital and/or Medical Staff. Except as specified by these Bylaws, Affiliate Staff members shall neither enjoy the privileges, prerogatives or rights nor be subject to the obligations or requirements otherwise applicable to Medical Staff members.

"ALLIED HEALTH PROFESSIONAL" means any nonpractitioner who performs special examinations or treatments or renders other services under the direction and supervision of the member of the Medical Staff who employs and takes responsibility for him.

"BOARD" OR "ADVISORY BOARD" means the advisory board created through the

Hospital bylaws.

"CHIEF EXECUTIVE OFFICER" means the individual, or his designee, appointed by the Board of Directors to act in its behalf in the overall management of the Hospital.

"CHIEF MEDICAL OFFICER" means the physician appointed by the Chief Executive Officer, and confirmed by the Medical Executive Committee, to act as the liaison officer between the Hospital's administration and the Medical Staff and to assist the Medical Staff leadership in carrying out its duties.

"CONSULTING STAFF" means those practitioners who possess specialized skills needed at the Hospital for a specified project or on an occasional basis when requested by authorized staff officials.

"CONTRACT PRACTITIONER" means a practitioner who is or will be providing professional medical services to the Hospital and/or its patients pursuant to a direct contract with the Hospital. Such a practitioner may or may not be an employee of the Hospital, but shall in either event be required to fulfill the requirements of the Staff category to which he is assigned.

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"CORRECTIVE ACTION" means any action taken against a member of the Medical Staff by the Board and/or the Chief Executive Officer in response to conduct by such member which is detrimental to patient care, detrimental to the best interests of the Hospital, in violation of these Bylaws or any rule or regulation promulgated pursuant hereto or any law or regulation applicable to such member's practice. The recommendation or confirmation of corrective action shall entitle the affected member to the appellate review procedures provided for in these Bylaws.

"COURTESY STAFF" means those Medical Staff members who do not intend to use the Hospital as their primary hospital for practicing medicine, but who upon occasion, because of

their association with Active Staff members and/or place of practice, need access to the Hospital to accommodate their patients and colleagues.

"CREDENTIALS COMMITTEE" means that body consisting of: (a) the President Elect of the Medical Staff, who shall serve as Credentials Committee chairman; (b) the Vice President of the Staff, who shall serve as vice chairman; and (c) the Credentials and Educational Coordinator selected by each clinical service, which body shall be responsible for reviewing applications for appointment and reappointment to the Medical Staff, matters of membership or clinical privileges, and matters of corrective action, all pursuant to these Bylaws.

"DAYS": Unless otherwise specified, any reference to number of days refers to calendar days.

"DIRECTOR OF MEDICAL EDUCATION" means a member of the Medical Staff who shall be funded by the Hospital to supervise all medical education within the Hospital.

"EX OFFICIO" means by virtue of an office or position held. Unless otherwise expressly provided, an ex officio committee member shall have full voting rights.

"HONORARY STAFF" means those former Medical Staff members who have retired from the Medical Staff and whom the Staff wishes to honor in recognition of their service to the Hospital or other noteworthy contributions to its activities, and other practitioners of outstanding professional attainment. Unless otherwise specified, Honorary Staff members shall neither enjoy the privileges, prerogatives or rights nor be subject to the qualifications, obligations or requirements otherwise applicable to Medical Staff members.

"HOUSE STAFF" means those practitioners-in-training resident at the Hospital and medical students who have provided proper credentials to the Medical Education Committee, which shall in turn present such documentation to the Credentials Committee. Unless otherwise specified, House Staff members shall not enjoy any of the privileges, prerogatives or rights otherwise applicable to Medical Staff members.

"HOSPITAL" means Rehabilitation Hospital of Fort Wayne.

"CLINICAL SERVICE CREDENTIALS AND EDUCATION COORDINATOR" means the member of the Medical Staff elected by the Active Staff members of that service as provided in these Bylaws.

"MEDICAL EXECUTIVE COMMITTEE" means the Medical Executive Committee of the Medical Staff. The Medical Executive Committee is empowered to act for the Medical Staff as a whole in all matters except as noted in these Bylaws.

"MEDICAL STAFF" means all practitioners who are privileged to attend patients in the Hospital.

"PERSONNEL OF A PEER REVIEW COMMITTEE" means not only members of such committee but also all of the committee's employees, representatives, agents, attorneys, investigators, assistants, clerks, staff, and any other person or organization who serves on a peer review committee in any capacity whether such person is acting as a member or is under a contract or other formal agreement with the committee, and any person who participates with or assists the committee with respect to its actions.

"PRACTITIONER" means a doctor of medicine or doctor of osteopathy possessing an unlimited license to practice in the State of Indiana, or a duly licensed doctor of dentistry.

"PRESIDENT", "PRESIDENT ELECT" and "VICE PRESIDENT" mean the duly elected and authorized President, President Elect and Vice President of the Medical Staff.

"PROFESSIONAL REVIEW ACTION" means any action to evaluate the qualifications of, the patient care rendered by, or the merits of a complaint against, a practitioner, provided that the evaluation of any such complaint shall include a determination or recommendation concerning the complaint.

"PROFESSIONAL REVIEW COMMITTEE" OR "PEER REVIEW COMMITTEE" means the governing body or any committee of the governing body, any committee of the Hospital, and any service, section, or committee of the Medical Staff which conducts professional review activity. Such committees and all personnel of such peer review committees or professional review committees shall and hereby do claim all privileges and immunities afforded to them by the federal Health Care Quality Improvement Act of 1986 and the Indiana Peer Review Act as these may hereafter be amended.

"SECRETARY-TREASURER" means that member elected by the entire membership of the Active Staff to serve as Secretary-Treasurer of the Medical Staff for the current term of office.

"SPECIFIED PROFESSIONAL PERSONNEL" means those affiliated health care providers other than doctors of medicine, osteopathy and/or dentistry who may be granted clinical appointment to attend patients in the Hospital, but who do not hold unlimited licenses to practice medicine, osteopathy or dentistry.

"VICE CHAIRMAN OF THE SERVICE" means the member of the Medical Staff elected by the Active Staff members of that service.

Gender nouns and pronouns are used throughout these Bylaws for ease of reading and are not intended to exclude members of the opposite sex.

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ARTICLE I

NAME

The name of the organization shall be THE MEDICAL STAFF OF THE REHABILITATION HOSPITAL OF FORT WAYNE. The words "Staff" or "Medical Staff" will be used herein to abbreviate the official title.

ARTICLE II

PURPOSES AND RESPONSIBILITIES OF THE MEDICAL STAFF

2.1 PURPOSES

The purposes of the Medical Staff are as follows:

2.1.A Professional Body

The Staff shall constitute a professional collegial body, providing for its members' mutual education, consultation, and professional support, consistent with recognized standards of practice in the community given the state of the healing arts and the available resources.

2.1.B Membership Prerogatives and Clinical Privileges

The Staff shall serve as the professional body which recommends to the Advisory Board practitioners eligible for Medical Staff membership, prerogatives, and clinical privileges at the Hospital in order to provide clinical services to patients and to engage in teaching.

2.1.C Develop Organizational Structure

The Staff shall develop an organizational structure, reflected in Medical Staff Bylaws and rules, regulations and other protocols adopted pursuant therefore, which adequately defines responsibility and concomitant authority and accountability of every organizational component. Such structure shall further be designed to assure that each Medical Staff member exercises responsibility and authority and is subject to appropriate accountability commensurate with his current clinical competence to provide patient care and to satisfy the teaching needs of the

Hospital.

2.1.D Provide Mechanism for Accountability

The Staff shall provide a mechanism for accountability to the Board, through defined Medical Staff components, for the appropriate priteness of the patient care services, professional and ethical conduct, and teaching activities of each individual practitioner holding membership on the Medical Staff.

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2.1.E Provide Means to Formulate Recommendations

The Staff shall provide a means or method by which members of the Medical Staff can formulate recommendations for the Hospital's policymaking and planning processes, and through which such policies and plans are communicated to and observed by each member of the Staff.

2.2 RESPONSIBILITIES

To effectuate the purposes enumerated above, the Medical Staff shall have the following obligations and responsibilities:

2.2.A Participate in Performance Improvement Program

The Staff shall participate in the Hospital's performance improvement program by conducting all required and necessary activities for assessing and improving the effectiveness and efficiency of medical care provided in the Hospital, including without limitation the following:

(1) evaluating practitioner and institutional performance through valid and reliable measurement

systems based on objective, clinically sound criteria;

(2) engaging in the ongoing monitoring of aspects of patient care and enforcement of Medical Staff and Hospital policies;

(3) evaluating practitioner credentials for initial appointment to and continued membership on the Medical Staff and for the delineation of clinical privileges for each individual practitioner in the Hospital through the monitoring and evaluation of each practitioner's performance in the Hospital;

(4) arranging for Staff participation in programs designed to meet the educational needs of its members; and

(5) assuring that medical and health care services at the Hospital are appropriately employed for meeting patients' medical, social, and emotional needs, consistent with sound health care resource utilization and continuous quality improvement practices.

2.2.B Make Recommendations to the Advisory Board

The Staff shall make recommendations to the Board concerning appointments and reappointments to the Staff, including membership category and service and/or other clinical unit designations as applicable, assignments, clinical privileges, specified activities for allied health professionals, and corrective action.

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2.2.C Maintain Sound Professional Practices

The Staff shall promote the observance of sound professional practices and the maintenance of an atmosphere conducive to the diagnosis and treatment of illnesses and to teaching.

2.2.D Monitor Staff's Education

The Staff shall develop, participate in, and monitor the education of and training programs for the membership.

2.2.E Recommend Amendments to Bylaws

The Staff shall develop, administer, and recommend amendments to these Bylaws, its supporting manuals, and the rules and regulations of the Staff and its various components.

2.2.F Enforce Compliance With Bylaws

The Staff shall enforce compliance with these Bylaws, its supporting manuals, and the rules and regulations promulgated pursuant hereto as well as the Hospital's Bylaws and policies.

2.2.G Participate in Planning Activities

The Staff shall participate in the Board's short- and long-range planning activities, assist in identifying community health needs and suggest to the Board appropriate institutional policies and programs to meet these needs.

2.2.H Exercise Authority Granted

The Staff shall exercise the authority granted by these Bylaws as necessary to fulfill the foregoing responsibilities in a proper and timely manner.

ARTICLE III

MEDICAL STAFF MEMBERSHIP

3.1 GENERAL QUALIFICATIONS

Membership on the Medical Staff and/or clinical privileges shall be extended only to practitioners who are professionally competent and who continuously meet the qualifications, standards and requirements set forth in these Bylaws and the rules, regulations and other

protocols adopted pursuant hereto. Appointment to and membership on the Medical Staff shall confer on the member only such clinical privileges and prerogatives as have been granted by the Advisory Board in accordance with the Bylaws.

No practitioner shall admit or provide service to patients in the Hospital until or unless he is a member of the Medical Staff or has been granted temporary privileges in accordance with the procedures set forth in these Bylaws. This prohibition shall effect, but shall not be limited to, those practitioners in a medical administrative position by virtue of a contract or employment with the Hospital, but shall except those Staff members already possessing clinical privileges.

3.1.A Licensure, Performance, and Attitude

Only medical doctors, doctors of osteopathy and doctors of dentistry currently licensed to practice in the State of Indiana, who can document their background, experience, training, demonstrated competence, and adherence to the ethics of their professions shall be qualified for membership on the Rehabilitation Hospital of Fort Wayne Medical Staff and be granted privileges to practice. In order to qualify for membership and/or privileges to practice, it shall also be required that applicants possess a good reputation, judgment, adequate physical and mental competencies, the ability to work with others with sufficient adequacy to reasonably assure the Medical Staff that any patient treatment by them in the Hospital will be given medical care consistent with the recognized standard of practice in the community.

3.1.B Basic Obligations of Individual Staff Membership

Acceptance of membership on the Medical Staff shall constitute the Staff member's agreement to:

(1) strictly abide by the Principles of Medical Ethics of the American Medical Association, by the Code of Ethics of the American Dental Association, or whatever professional ethical code is applicable, as a code may be amended or modified from time to time;

(2) provide his/her patients with care at the level consistent with recognized standards of practice in the community and consistent with the practitioner's professional responsibility for medically appropriate and fiscally efficient facility and resource utilization;

(3) abide by the Medical Staff Bylaws and all other lawful standards, policies, and rules of the Hospital;

(4) discharge such Staff, committee, clinical service, and Hospital functions for which he/she is responsible due to Staff category assignment, appointment, or election;

(5) prepare and complete in a timely fashion the medical and other required records for all patients he/she admits or in any way provides care to in the Hospital;

(6) satisfy the continuing education requirements established by the Medical Staff and/or clinical service;

(7) review these Bylaws and agree that throughout any period of his/her membership he/she will comply with the obligations and requirements of Medical Staff membership and with these Bylaws and the rules, regulations and other protocols adopted and modified from time to time pursuant hereto;

(8) work cooperatively with Medical Staff members, nurses, and the Hospital administration to promote positive patient care; and

(9) advise the Hospital of any change in such member's license status.

3.1.C Nondiscrimination

No practitioner shall be denied membership on the Medical Staff and/or practice privileges because of race, creed, color, ethnic origin, nationality, or sex.

3.1.D Disability

Practitioners shall be free of or have adequately accommodated any occupationally relevant physical or behavioral impairment that interferes with, or presents a substantial probability of interfering with, the qualifications required in Article III, Sections 3.1.A and 3.1.B, in such a way that patient care is or is likely to be adversely affected.

3.1.E Current and Projected Patient Care Needs

In acting on new applications for Staff membership and clinical privileges, and on applications for changes in Staff membership status, clinical privileges or clinical service affiliation, consideration must be given to and explicit findings made concerning the Hospital's current and projected patient care, teaching and the Hospital's ability to provide the facilities, beds and support services which will be required if the application is acted upon favorably. Consideration shall further be given to the effect, if any, the addition of the applicant to the Staff will have on the elective surgery schedule or availability of other Hospital facilities. In making these determinations, consideration will be given to effective resource utilization, physician allocation and the Hospital's short- and long-range plans.

3.1.F Effect of Other Affiliations

No person shall be entitled to membership on the Medical Staff merely because that person holds a certain degree, is licensed to practice in this or in any other state, is a member of any professional organization, is certified by any clinical board, or because such person had, or presently has, Staff membership or privileges at another health care facility.

3.2 CONDITIONS AND DURATION OF APPOINTMENT

3.2.A Initial Appointment and Reappointment

Initial appointment and reappointment to the Medical Staff shall be made by the Advisory Board according to procedures set forth in these Bylaws and the Credentials Committee Procedures Manual.

3.2.B Initial Appointment and Reappointment Periods

Initial appointment shall be for a period of one year. Reap- pointments shall be for a period of not more than two years.

3.2.C Privileges Granted in Accordance with Bylaws

Appointment to the Medical Staff shall confer on the appointee only such clinical privileges as have been granted in accordance with these Bylaws.

3.2.D Acknowledgements Contained in Application

Every application for Staff appointment shall be signed by the applicant and shall contain the applicant's specific acknowl- edgement of his/her obligation to provide continuous care and

supervision of his/her patients and to abide by these Bylaws, the rules and regulations adopted by the Medical Staff and other laws or regulations applicable to the practice of medicine in the Hospital.

3.2.E Malpractice Insurance

No person may be a member of the Medical Staff unless he is certified and qualified as a health care provider under the Indiana Medical Malpractice Act (Indiana Code 16-9.5 et seq.). A copy of the certificate of insurance must be submitted at the time of initial application. At the time of reapplication, the applicant must provide the name of the insurance carrier, the relevant policy number and expiration date of such policy.

3.2.F Evaluation of Applications

The mechanisms for evaluating applications for initial appointment and for conducting periodic reappraisals for reappointment to the Staff are outlined in the Credentials Committee Procedure Manual.

3.2.G Burden of Producing Information

In connection with all applications for appointment, reappointment, advancement or transfer, the applicant shall have the burden of producing information for an adequate evaluation of the applicant's qualifications and suitability for the clinical privileges and staff category requested, of resolving any reasonable doubts about these matters, and of satisfying requests for information. The applicant's failure to sustain this burden shall be grounds for denial of the application. This burden may include submission to a medical or psychological examination limited in scope to matters occupationally relevant to the membership status and/or privilege sought, at the applicant's expense, if deemed appropriate by the Medical Executive Committee, which committee may select the examining physician. All practitioners seeking Medical Staff appointment shall agree to acknowledge the Hospital's obligation to query and report adverse actions to the National Practitioner Data Bank pursuant to 42 U.S.C., 11101-11152, as the same has been and may be amended from time to time.

3.2.H By applying for appointment to the Medical Staff, each applicant:

(1) signifies willingness to appear for interviews in regard to the application;

(2) authorizes consultation with others who have been associated with the applicant and who may have information bearing on the applicant's competence, qualifications and performance, and authorizes such individuals and organizations to candidly provide all such information;

(3) consents to inspection of records and documents that may be material to an evaluation of the applicant's qualifications and ability to carry out clinical

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privileges requested, and authorizes all individuals and organizations in custody of such records and documents to permit such inspection and copying;

(4) releases from any liability, to the fullest extent permitted by law, all persons for their acts performed in connection with investigating and evaluating the applicant;

(5) releases from any liability, to the fullest extent permitted by law, all individuals and organizations who provide information regarding the applicant, including otherwise confidential information;

(6) consents to the disclosure to other hospitals, medical associations, licensing boards, and to other similar organizations as required by law, any information regarding the applicant's professional or ethical standing that the Hospital or Medical Staff may have, and releases the Medical Staff and Hospital from liability for so doing to the fullest extent permitted by law;

(7) acknowledges responsibility for timely payment if a requirement then exists for payment of Medical Staff dues;

(8) pledges to provide for continuous quality care for patient;

(9) pledges to maintain an ethical practice, including refraining from illegal inducements for patient referral, providing continuous care of his or her patients, seeking consultation whenever necessary, refraining from providing "ghost" surgical or medical services, and refraining from delegating patient care responsibility to nonqualified or inadequately supervised practitioners; and

(10) agrees to and acknowledges the Hospital's obligation to query and report adverse actions to the National Practitioner Data Bank pursuant to 42 U.S.C., 11101-11152, as the same has been and may be amended from time to time.

3.3 CONTRACT PRACTITIONERS

3.3.A Contract Practitioners

Contract Practitioners may be retained by the Hospital for any purpose permitted by and consistent with these Bylaws and the Bylaws, rules and regulations of the Hospital. Prior to any final decision being made, the Medical Executive Committee shall review and make recommendations to the Hospital's Board regarding quality of care issues related to exclusive arrangements for physician and/or professional services, in the

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following situations: (a) the decision to execute an exclusive contract in a previously open department or service; (b) the decision to review or modify an exclusive contract in a particular department or service; or (c) the decision to terminate an exclusive contract in a particular department or service.

3.3.B Contract Practitioners Must Become Staff Members

All practitioners under any form of contract to the Hospital for clinical, supervisory, or

administrative duties shall become members of the Medical Staff, with delineated privileges, in accordance with Articles III and IV of these Bylaws. Failure to attain such membership and appropriate privileges shall result in termination of that practitioner's contract with the Hospital.

3.3.C Termination of Contract

Termination of a contract between a practitioner and the Hospital shall not terminate his Staff membership, although his membership may be terminated under Articles IX and X of these Bylaws.

3.3.D Termination of a Practitioner's Staff Membership

Termination of a practitioner's Staff membership or revocation of his clinical privileges in accordance with Articles IX and X of these Bylaws is grounds for termination of the contract between the practitioner and the Hospital.

ARTICLE IV

MEDICAL STAFF CATEGORIES

4.1 CATEGORIES OF THE MEDICAL STAFF

All appointments to the Medical Staff shall be made by the Advisory Board and shall be to one of the following Staff categories: Active, Courtesy, Consulting, Honorary, Affiliate, and House.

4.2 ACTIVE STAFF

4.2.A Qualifications

The Active Staff shall consist of practitioners who, in the best judgment of the Credentials Committee, are located in sufficient proximity to the Hospital to provide continuous care of their patients and who assume all of the functions and responsibilities of appointment to the Active Staff in compliance with these Bylaws.

4.2.B Prerogatives and Obligations

A member of the Active Staff shall have the following prerogatives and obligations:

- (1) to admit patients without limitation except as otherwise provided in these Bylaws or any rules or regulations adopted pursuant hereto;
- (2) to vote on all matters presented at general and special meetings of the Medical Staff, any committee thereof and the clinical service and/or clinical section of which he is a member, and to otherwise participate in all Medical Staff affairs;
- (3) to meet the minimum guidelines for clinical activity during reappointment periods as outlined in the Credentials Manual;
- (4) to exercise such clinical privileges as are granted to him;
- (5) to become a Staff officer or a service or committee chairman if so elected or appointed;
- (6) to assist in the clinical, administrative and performance improvement work conducive and necessary to the professional and efficient operation of the Hospital;

(7) to attend regular Medical Staff and committee meetings;

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(8) to pay membership dues and other assessments which may become due pursuant to these Bylaws or any rule or regulation adopted pursuant hereto; and

(9) to counsel freely with Staff members concerning medical cases and problems.

4.2.C. Senior Status

Active Staff members who have attained age 65 shall be exempt from the meeting and dues payment obligations otherwise applicable to Active Staff members. Such practitioners shall enjoy all clinical privileges granted to them and all other prerogatives enjoyed by Active Staff members. The credentials of such Staff members shall be reviewed on an annual basis in accordance with the Credentials Committee Procedures Manual.

4.2.D Provisional Status

(1) Privileges and Qualifications

Those practitioners who are new Active Staff members or have held Active Staff membership for less than one year shall be subject to provisional status. Such practitioners shall enjoy all clinical privileges granted to them and all other prerogatives enjoyed by Active Staff members.

(2) Observation and Evaluation

While subject to provisional status, a practitioner's performance will be specifically observed and evaluated by the proctor appointed by the chairman of the service with which the practitioner has his primary affiliation, and by such other Active Staff members specifically

delegated these tasks by such chairman.

4.2.E Noncompliance/Discipline

Failure to comply with any of the above obligations may subject a practitioner to disciplinary action as outlined in Article IX. After two consecutive years during which an Active Staff member fails to care regularly for patients in the Hospital or to be involved regularly in Medical Staff functions as determined by the Medical Staff, such member shall, at the discretion of the Medical Staff, be removed from the Medical Staff or transferred to the appropriate Staff category, if any, for which the member is qualified. A practitioner subjected to action taken pursuant to this Article IV, Section 4.2.E shall be entitled to the Hearing and Appellate Review rights described in Article X.

4.3 COURTESY STAFF

4.3.A Qualifications

The Courtesy Staff shall be comprised of those practitioners who:

(1) meet the general qualifications for Medical Staff membership;

(2) are located in the same proximity to the Hospital as Active Staff members as determined by each clinical department/ service, or demonstrate arrangements that are satisfactory to his/her clinical department/service chairman for alternative medical coverage for patients for whom he/she is responsible; and

(3) (a) demonstrate that they are members of the Active or Associate Staff at Parkview Memorial Hospital or St. Joseph Hospital, or at another Indiana licensed hospital if a practitioner's primary practice location is not in Allen County, Indiana, but is within Hospital's service area and such hospital observes quality management procedures consistent with those of the Hospital, or

(b) agree to fulfill the obligations of Active Staff membership specified in these Bylaws and to participate in performance improvement activities.

4.3.B Prerogatives and Obligations

Courtesy Staff members shall have the following prerogatives and obligations:

(1) Courtesy Staff members may admit patients in the same manner as Active Staff members, subject to Article IV, Section 4.2.B(1) and any other requirements of these Bylaws. At such times as the Chief Executive Officer may determine that the Hospital is operating at full occupancy or that there is otherwise a shortage of Hospital beds and/or other facilities, the elective patient admissions of Courtesy Staff members shall be subordinated to those of Active Staff members.

(2) Courtesy Staff members shall exercise those clinical privileges which have been granted to them. Courtesy Staff members may attend, in a nonvoting capacity, Medical Staff meetings and meetings of the clinical service/clinical section of which he is a member, including open committee meetings and educational programs. Courtesy Staff members shall have no right to vote at such meetings and shall not be eligible to hold office on the Medical Staff or any committee thereof.

4.3.C Provisional Status

(1) Those practitioners who are new Courtesy Staff members or who have held Courtesy Staff membership for less than one year shall be subject to provisional status. Such practitioners shall enjoy all clinical privileges granted to them and all other prerogatives enjoyed by Courtesy

Staff members.

(2) Observation and Evaluation

While subject to provisional status, a practitioner's performance will be specifically observed and evaluated by the proctor appointed by the chairman of the service with which the practitioner has his primary affiliation, and by such other Active Staff members specifically delegated these tasks by such chairman.

4.3.D Noncompliance/Discipline

Failure to comply with any of the above obligations may subject a practitioner to disciplinary action as outlined in Article IX. After two consecutive years during which a Courtesy Staff member fails to care regularly for patients in the Hospital, such member shall be, at the discretion of the Medical Staff, removed from the Medical Staff or transferred to the appropriate private Staff category, if any, for which the member is qualified

A practitioner subjected to action taken pursuant to Article IV, Section 4.3.D shall be entitled to the Hearing and Appellate Review rights described in Article VIII.

4.3.E Courtesy Staff/Emergency Status

In the event that the Hospital's Medical Staff President becomes aware of a medical emergency requiring treatment of a Hospital patient by a practitioner who is not a member of the Staff or who otherwise does not have clinical privileges at the Hospital, the Medical Staff President may grant emergency privileges and courtesy staff membership to the practitioner at issue. The duration of such privileges and membership shall be sufficient to permit the practitioner to render appropriate and necessary medical care to the patient(s) at issue. As soon as practicable, the Chief Medical Officer shall report any activity taken pursuant to this Article IV, Section 4.3.E to the Credentials Committee, which shall, as soon as practicable, convene to review the credentials granted to a subject practitioner and shall adjust or modify such credentials where appropriate. The duration of any credentials and/or membership granted by the Medical Staff President hereunder shall not exceed seven days, but such duration shall be subject to extension when medically necessary and when approved by the Credentials Committee.

4.3.F Senior Status

Courtesy Staff members who have attained age 65 shall be exempt from the meeting and dues payment obligations otherwise applicable to Courtesy Staff members. Such practitioners shall enjoy those clinical privileges granted to them and all other prerogatives enjoyed by Courtesy Staff members. The credentials of such Staff members shall be reviewed on an annual basis in accordance with the Credentials Committee Procedures Manual.

4.4 CONSULTING STAFF

4.4.A Definition and Qualifications

A Consulting Staff member must:

(1) possess specialized skills needed at the Hospital in a specific project or on an occasional basis in consultation when requested by a clinical service chairman or other authorized Staff official. Unless the patient care contacts (consultations, procedures, etc.) of a Consulting Staff member over any twelve-month period are occasional, as defined by the clinical service to which he/she is assigned and approved by the Medical Executive Committee, he/she shall be required to obtain Active Staff status; and

(2) demonstrate active participation on the Active Staff or Associate Staff at another hospital requiring quality management activities of a substance and character similar to those at this Hospital or agree to fulfill the obligations of the Active Staff membership specified in Article IV, Section 4.2.B concerning participation in performance improvement activities at the Hospital.

4.4.B Prerogatives of Consulting Status

A Consulting Staff member may exercise such clinical privileges as are granted to him/her. Consulting Staff members are not eligible to admit patients to the Hospital, to hold office in the Staff organization, or to vote at meetings of the Medical Staff.

4.4.C Obligations of Consulting Status

The obligations of Consulting Staff status are as provided in Article III, Section 3.1.B, and Article IV, Section 4.4.A(2).

4.5 HONORARY STAFF

4.5.A Membership on the Honorary Staff is restricted to two classes of practitioners:

(1) former Staff members whom, upon retirement from practice, the Staff wishes to honor in recognition of longstanding service to the Hospital or other noteworthy contributions to its activities; and

(2) other practitioners of outstanding professional attainments. None of the specific qualifications, prerogatives or obligations provided for other Staff categories are applicable to

Honorary Staff members, and Honorary Staff members shall not be subject to the reappointment and/or evaluation procedures applicable to other Staff members.

4.5.B Honorary Staff Limitations

Honorary Staff members shall have no clinical or other privileges and may not hold office in the Medical Staff organization.

4.6 AFFILIATE STAFF

4.6.A Definition and Qualifications

The Affiliate Staff shall be comprised of practitioners whose primary purpose for requesting Staff membership is to visit, follow or observe patients admitted by other practitioners, or to participate in and benefit from continuing medical education programs offered by the Hospital and/or the Medical Staff.

4.6.B Prerogatives of the Affiliate Staff

(1) Affiliate Staff members may, with the permission and under the supervision of an attending Staff member, observe, follow and/or visit patients. Affiliate Staff members shall not have and will not be granted clinical privileges.

(2) Affiliate Staff members are not eligible to admit patients to the Hospital, to hold office in the Medical Staff organization, or to vote at meetings of the Medical Staff.

(3) Affiliate Staff members shall not be obligated to pay membership dues or other assessments or be subject to reappointment procedures required of other Staff members by these Bylaws.

4.6.C Obligations of Affiliate Staff

Except as otherwise noted, the obligations of Affiliate Staff status are as provided in Article III, Section 3.1.B.

4.6.D Appointment/Reappointment

Appointment to the Affiliate Staff shall be based upon information provided by a practitioner's primary practice institution concerning the practitioner's Staff membership, licensing and malpractice insurance. Applicants for appointment/reappointment to the Affiliate Staff shall be exempted from the requirements of Part I of the Credentials Committee Procedures Manual so long as the information provided by the practitioner's primary practice institution is, in the judgment of the Credentials Committee, sufficient to permit evaluation of the practitioner's credentials. Should an Affiliate Staff member seek appointment to the Active or Courtesy Staff, the full credentialing process, including the requirements of Part I of the Credentials Committee Procedures Manual, shall apply.

4.7 HOUSE STAFF

4.7.A Definitions and Qualifications

The House Staff shall be comprised of resident practitioners-in-training and medical students who have provided proper credentials to the Medical Education Committee, which shall in turn present such documentation to the Credentials Committee. The Credentials Committee shall maintain such documentation during the tenure of each such resident.

4.7.B Obligations, Prerogatives and Responsibility

The general duties and activities of residents and medical students in the Hospital shall be defined by the Fort Wayne Medical Education Program. House Staff members shall not enjoy any of the Hearing and Appellate Review Rights applicable to other Staff members by these Bylaws.

4.7.C Appointment

Members of the House Staff shall be appointed pursuant to Article IV, Section 4.7.A of these Bylaws.

4.8 LIMITATION OF PREROGATIVES

The prerogatives set forth under each membership category are general in nature and may be subject to limitation by special conditions attached to a particular membership, by other sections of these Bylaws and by the Medical Staff rules and regulations.

ARTICLE V

DELINEATION OF PRACTICE PRIVILEGES FOR PRACTITIONERS

5.1 EXERCISE OF PRIVILEGES

A practitioner providing clinical services at this Hospital by virtue of Medical Staff

membership or otherwise may exercise, in connection with such practice and except as otherwise provided in Article V, Section 5, only those clinical privileges specifically granted to him by the Board. Regardless of the level of privileges granted, each practitioner must obtain consultation when necessary for the safety of his patient or when required by the rules, regulations or other policies of the Staff, any of its clinical units, or the Hospital.

5.2 BASES FOR DETERMINATION OF PRIVILEGES

Privileges governing clinical practice are granted in accordance with prior and continuing education, training, experience, and demonstrated current competence and judgment as documented and verified in each practitioner's credentials file and in accordance with the criteria set forth in Article III, Section 3.1.E. The bases for privileges determinations for current Staff members or any person granted practice privileges in connection with reappointment or a requested change in privileges must include observed clinical performance and documented results of the Staff's performance improvement program activities.

5.3 SYSTEM AND PROCEDURE FOR GRANTING AND DELINEATING PRIVILEGES

The various levels of clinical privileges, the specific qualifications for the exercise of privileges at each level, and the procedures by which requests for clinical privileges are processed are provided in the Credentials Committee Procedure Manual.

5.4 EMERGENCY PRIVILEGES

In case of an emergency in which serious permanent harm or aggravation of injury or disease is imminent, or in which the life of a patient is in immediate danger, and any delay in administering treatment could add to that danger, any Medical Staff member, assisted as necessary, is authorized to do everything possible to save the patient's life or to save the patient from serious harm, to the degree permitted by the member's license, but regardless of service or other clinical unit affiliation, Staff category or level of privileges. A practitioner exercising emergency privileges is expected to use good judgment and summon consultative assistance deemed necessary.

5.5 TEMPORARY PRIVILEGES

5.5.A Conditions

Temporary privileges may be granted only in the circumstances described in Article V, Section 5.6.B, to an appropriate licensed practitioner only when all required information supports a favorable determination regarding the requesting practitioner's qualifications, ability, and judgment to exercise the privileges requested, and only after the practitioner has satisfied the professional liability insurance requirement of these Bylaws. Special requirements for consulting and reporting may be imposed by the Medical Staff President. Except in unusual circumstances, temporary privileges will not be granted unless the practitioner has agreed in writing to abide by the Bylaws, rules, regulations, and policies of the Staff and Hospital in all matters relating to his temporary privileges. Whether or not such written agreement is obtained, said Bylaws, rules, regulations and policies control all matters relating to the exercise of temporary privileges.

In each case where temporary privileges are extended, the privileges shall be granted only for a specific documented period of time, and said privileges shall not extend beyond this period of time unless an additional request for temporary privileges is made by the practitioner. A practitioner may not exercise temporary privileges unless and until the Credentials Committee Chairman has reviewed and approved the granting of such privileges.

5.5.B Circumstances

Upon the written concurrence of the following individuals and/or entities: (1) the Chairman of the Credentials Committee; (2) the President of the Medical Staff, and (3) CEO or designee, temporary privileges may be granted in the following circumstances:

(1) Pendency of Application

Following completion of the application verification process by the Medical Staff Office, and receipt of a request for temporary privileges.

(2) Physicians in Postgraduate Training

Physicians in postgraduate training performing occasional or temporary rotations within the hospital.

Upon the written concurrence of the following individuals and/or entities: (1) Credentials Committee chairman; or (2) the President of the Medical Staff, and (3) CEO/Medical Director or designee, temporary privileges may be granted in the following circumstance:

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(1) Care of Specific Patients

Upon receipt of a written request for specific temporary privileges for the supervised care of one or more specific patients from a practitioner who is not an applicant for Staff membership. Such privileges shall be restricted to 48 hours in duration not more than three times in any twelve-month period. Also, upon receipt of a written request, specific temporary privileges may be granted for educational purposes which would enhance patient care, or for cases in which the necessary expertise is not currently available at this institution.

5.5.C Termination

On the discovery of information or the occurrence of any event of a nature which raises the

question about a practitioner's professional qualifications or ability to exercise any or all of the temporary privileges granted, the Chief Executive Officer or the President of the Medical Staff may terminate any or all of a practitioner's temporary privileges. If the life or well-being of a patient is determined to be endangered, then termination may be effected by any person entitled to impose summary suspensions under these Bylaws. In the event of any such termination, the practitioner's patients in the Hospital shall be assigned to another practitioner by the chairman of the clinical service responsible for supervision. The wishes of the patient shall be considered, where feasible, in choosing a substitute practitioner.

5.5.D Rights of Practitioner

A practitioner is not entitled to the procedural rights afforded by the Bylaws because his request for temporary privileges is refused or because all or any portion of his temporary privileges are terminated or suspended.

ARTICLE VI

STAFF OFFICERS

6.1 GENERAL OFFICERS OF THE STAFF

6.1.A Identification

- (1) President
- (2) President Elect
- (3) Vice President
- (4) Secretary-Treasurer

6.1.B Qualifications

(1) Each general officer must be a member of the Active Staff at the time of nomination and election, must remain a member in good standing continuously during his term of office, and must be willing and able to faithfully discharge the duties of the office held. The President, President Elect, and Vice President must have demonstrated executive ability and be recognized for their high level of clinical competence.

(2) A member may not hold two general Staff offices concurrently, and a member may not serve simultaneously as a general Staff officer and as a clinical service chairman.

(3) A member serving as a Medical Staff officer or as a member of the Medical Executive Committee may not serve as a Medical Staff or corporate officer, Credentials Committee chairperson or in any other official, recognized capacity at another hospital, and he may not so serve at another hospital during his term of office. Nothing herein, however, shall be construed to prohibit a Medical Staff officer or Medical Executive Committee member from serving as a member of a medically-related, nongoverning Medical Staff committee at another hospital.

(4) A member may serve as Medical Staff officer when his election or appointment as an officer is confirmed by the Advisory Board.

6.2 TERM OF OFFICE

The term of office of general Staff officers is one Medical Staff year. Officers assume office on the first day of the Medical Staff year following their election. An officer elected to fill a vacancy assumes office immediately upon election. Each officer serves until the end of his term and until a successor takes office, unless he sooner resigns or is removed from office.

6.3 ATTAINMENT OF OFFICE

6.3.A Of President and President Elect

The President and President Elect attain office by automatic succession. The President succeeds from President Elect, and the President Elect from Vice President.

6.3.B Of Vice President and Secretary-Treasurer

(1) At the regular September meeting of the Medical Staff, the Nominating Committee shall present the names of nominees for the offices of Vice President and Secretary-Treasurer. At the September meeting of the Staff, additional nominations from the floor may be made. Thereafter, the slate shall be closed.

(2) Election of officers shall take place at the September meeting of the Staff. Election shall be by secret ballot if more than one candidate exists for a given office. A majority vote of all eligible members present at a meeting in which a quorum is present shall be required for election.

6.4 VACANCIES IN OFFICE

6.4.A In the Office of President

A vacancy in the office of president is filled by succession of the President Elect. If the unexpired term has six months or more to run, such service by succession is only for the balance of the unexpired term. If the unexpired term has fewer than six months to run, the President Elect both completes the unexpired term and serves an additional one-year term as President.

6.4.B In the Office of President Elect

A vacancy in the office of President Elect is filled by succession of the Vice President.

6.4.C In the Office of Vice President

A vacancy in the office of Vice President shall be filled by holding a special election for the purpose of electing a new Vice President. This election shall be held within 45 days of the creation of the vacancy to fill the office until the next regular election. At least 30 days prior to the scheduled election date, the Nominating Committee shall meet and select nominees for

Medical Staff consideration, according to Article VI, Section 6.3.B.

6.4.D In the office of Secretary-Treasurer

A vacancy in the office of Secretary-Treasurer shall be filled in the same manner as for the Vice President of Staff, as set out in Article VI, Section 6.4.C.

6.4.E Simultaneous Vacancies

If there should exist, for any reason, simultaneous vacancies in two or more offices, the vacant offices shall be filled as follows:

(1) By the procedures listed in Article VI, Sections 6.4.A-6.4.B to the extent applicable;

(2) In the event the offices of the President and President Elect shall be simultaneously vacant, the Vice President shall become President. If the previous President's unexpired term has six months or more to run, the Vice President shall serve out only the unexpired term. If the unexpired term has fewer than six months to run, the Vice President shall complete the unexpired term and serve an additional one-year term as President. The offices of the President Elect and Vice President shall then be filled by the Medical Staff in the manner provided by Article VI, Section 6.4.C

6.5 ELIGIBILITY FOR REELECTION

A Staff member who has served as President is not eligible again for nomination or election to the office of Vice President until one year has elapsed since he held the position of President. A Staff member who has served as Secretary-Treasurer is eligible for reelection to that office, but

may serve no more than two consecutive one-year terms.

6.6 RESIGNATION AND REMOVAL FROM OFFICE

6.6.A Resignation

Any general Staff officer may resign at any time by giving written notice to the Medical Executive Committee. Such resignation, which may or may not be made contingent upon formal acceptance, takes effect on the date of receipt or at any later time specified in the letter of resignation.

6.6.B Removal Process

Removal of a general Staff member may be effected by a two-thirds vote by secret ballot of the members of the Staff present and voting, such vote to be taken at a special meeting called for that purpose. Removal may be initiated by the Medical Executive Committee or by a petition signed by at least one third of the Active Staff members.

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6.6.C Causes for Removal

Permissible bases of removal of a general Staff officer include, without limitation:

- (1) failure to perform the duties of the position held in a timely and appropriate manner; or,
- (2) failure to continuously satisfy the qualifications for the position.

6.7 DUTIES OF OFFICERS

6.7.A President

The duties of the President, the chief elected officer of the Medical Staff, are as follows:

(1) to act in coordination and cooperation with the chief executive officer of the Hospital in all matters of mutual concern within the Hospital;

(2) to call, preside at, and be responsible for the agenda of all general meetings of the Medical Staff;

(3) to chair the Medical Executive Committee, and serve as a voting member of the Hospital Advisory Board;

(4) to serve as an ex officio member of all other Medical Staff committees;

(5) to be responsible for the enforcement of Medical Staff Bylaws, rules and regulations, and for implementation of sanctions where they are indicated;

(6) to appoint Medical Staff committee members to all standing, special, and multidisciplinary Medical Staff committees except the Executive Committee, the Credentials Committee, and the Pharmacy-Therapeutics Committee;

(7) to represent the views, policies, needs, and grievances of the Medical Staff to the Advisory Board and to the Chief Executive Officer;

(8) to receive the policies of the Advisory Board and interpret them for the Medical Staff;

(9) to be responsible for the educational activities of the Medical Staff;

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(10) to speak for the Medical Staff in its external professional and public relations; and

(11) to serve as physician in charge of disaster drill coordination.

6.7.B President Elect

In the absence of the President, he shall assume all the duties and have the authority of the President. He shall be a member of the Medical Executive Committee. He shall automatically succeed the President when the latter fails to serve for any reason. In addition, the President Elect shall be responsible:

(1) to chair the Credentials Committee;

6.7.C Vice President

In the absence of the President Elect, he shall assume all the duties and have the authority of the President Elect. He shall be a member of the Medical Executive Committee. He shall automatically succeed the President Elect when the latter fails to serve for any reason. In addition, the Vice President shall be responsible for:

(1) serving as vice chairman of the Credentials Committee.

6.7.D Secretary-Treasurer

In the absence of the Vice President, he shall assume all the duties and have the authority of the Vice President. He shall be a member of the Medical Executive Committee. In addition, he shall be responsible for:

(1) initiating and supervising the Staff's nomination and election of officers;

(2) supervising the maintenance of financial records of the Medical Staff and supervising the collection of dues and assessments; and

(3) supervising the keeping of minutes for regular and special Medical Staff meetings.

ARTICLE VII

CORRECTIVE ACTION

7.1 INTRODUCTION

7.1.A It is the intent of the Medical Staff to comply with the Health Care Quality Improvement Act of 1986, P.L. 99-660, Section 401 et seq., and the Indiana Peer Review Statute, I.C. Section 34-4-12.6-1 et seq., and any applicable amendments to these statutes.

7.1.B Any action taken affecting the membership or clinical privileges of a practitioner or specified professional personnel shall be taken by the Board.

7.2 DEFINITIONS

"Adverse Action", "Adverse Recommendation", "Chief Executive Officer", "Days", "Peer Review Committee", "Personnel of a Peer Review Committee", "Practitioner", "Professional Review Action" and "Professional Review Committee" are defined in the definitions immediately preceding these Bylaws.

"Hearing Committee" means the committee appointed under these Bylaws pursuant to a request by a practitioner, properly filed, for an evidentiary hearing.

"Parties" means the practitioner who requested the hearing or appellate review or who is under investigation, and the body or bodies upon whose adverse recommendation or action an investigation, hearing or appellate review requested is predicted.

"Notice" means written notification delivered in person or sent by certified mail, return receipt requested. All notice communications under this Article shall be copied to the Chief Executive

Officer and the President of the Medical Staff. Notice is mandatory, once the affected practitioner has invoked due process, prior to every meeting at which the practitioner is on the agenda and the following every action affecting the practitioner. Notice shall always include the date, place, and time of the meeting, the specific topic of discussion, and the right of the practitioner to appear.

"Committee" shall mean professional review committee or peer review committee.

7.3 CORRECTIVE ACTION

Corrective action may be imposed on any practitioner when it is found that such corrective action is taken:

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(A) In good faith and in the reasonable belief that the action was in the furtherance of quality health care;

(B) After a reasonable effort to obtain the facts of the matter; and

(C) After adequate notice and hearing procedures are afforded to the practitioner involved.

Corrective action taken shall be considered to be in good faith and in the furtherance of quality health care when it is taken against a member of the Medical Staff who has acted in a manner detrimental to patient care, detrimental to the best interests of the hospital, in violation of the Bylaws or the rules, policies, and standard practices of the Medical Staff. Corrective action is subject to appeal by the practitioner as provided for in this Article and Article X.

7.4 REQUEST FOR CORRECTIVE ACTION

Whenever a practitioner with clinical privileges exhibits acts, demeanor, or conduct reasonably likely to be (1) detrimental to patient safety or to the delivery of quality patient care within the Hospital; (2) unethical; (3) contrary to the Medical Staff and Hospital Bylaws and rules or regulations; (4) below applicable professional standards; or (5) disruptive to hospital operations, corrective action against such practitioner may be requested by any officer of the Medical Staff, by the President of the Medical Staff, by the chief Executive officer, or by the Board. All requests for corrective action shall be in writing, shall be supported by reference to the specific activities or conduct which constitute the grounds for the request and shall be made to the President of the Medical Staff.

7.5 PROCESS

7.5.A Investigation

(1) Timeliness

The Medical Executive Committee, or an ad hoc committee thereof appointed for the purpose, shall undertake to begin an investigation within 30 days of receipt of a request for an investigation. The committee shall proceed in a prompt manner and shall make written findings as soon as practicable but in no event shall more than 60 calendar days pass before the recommendation is sent to the Medical Executive Committee.

(2) Proceedings

The proceedings shall be informal and shall not involve a hearing nor shall the procedural rules with respect to hearings or appeals apply. The practitioner shall be

given an opportunity to provide information in a manner and on such terms as the committee deems appropriate. The committee may, but is not obligated to, conduct interviews with persons involved. The committee may seek any additional information which has a direct

bearing on the alleged complaint. Legal counsel for the practitioner and for the Hospital may attend such interviews, but only if they are requested to do so by the committee.

(3) Report to the Medical Executive Committee

The committee shall make a written report to the Medical Executive Committee of the results of its deliberations. The report shall contain three parts:

(a) A statement of the facts and or a statement of the issues regarding the facts surrounding the incident;

(b) A discussion of the rationale for the recommendation(s) made; and

(c) Recommendation(s).

(4) Recommendations

The recommendations of the committee shall be one or more of the following:

(a) No corrective actions, no credible evidence;

(b) Issue letter of admonition, censure, reprimand, or warning. In the event such letters are issued, the affected practitioner may make a written response which shall be placed with the letters in the practitioner's confidential file;

(c) Imposition of terms of probation or special limitation on continued membership or exercise of clinical privileges (by contract if necessary) including and without limitation, requirements for co-admission, mandatory consultation or monitoring;

(d) Reduction, modification or suspension of clinical privileges;

(e) Reduction of membership status or limitation of any prerogatives directly related to the practitioner's delivery of patient care;

(f) Suspension, revocation or probation of Medical Staff membership; and/or

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(g) Other action as deemed appropriate under the circumstances.

The practitioner shall receive a copy of the report.

7.5.B Monitoring

Periods of monitoring, continuing education requirements and other remedies that require additional evaluation after time to determine compliance, competence, or improvement shall be items of continuing recurrence on the committee's agenda until final resolution of the incident. The committee shall make reports to the Medical Executive Committee regarding progress or the lack of progress of such remedies.

7.5.C Subsequent Action

Within 30 days, the Medical Executive Committee may accept, amend or reject the findings of the Ad Hoc Committee. If the Medical Executive Committee accepts the findings of the committee, with or without amendment, the Medical Executive Committee shall transmit its written report and recommendations to the Advisory Board through the Chief Executive Officer for final action. The report shall set forth the corrective action to be taken, the facts or

issues of fact relating to the incident and the rationale for the action.

7.5.D Notice to Practitioner and Right to Hearing

When the corrective action could be a reduction, suspension, restriction, denial, nonrenewal, or termination of clinical privileges, the President of the Medical Staff shall, on behalf of the Hospital, provide notice to the practitioner of the recommendation of the Medical Executive Committee and of his right to request a hearing. Such notice shall include the following:

(1) That a professional review action has been proposed to be taken against the practitioner, and the reasons for the proposed action.

(2) That the practitioner has the right to request a hearing in writing within 30 days of the receipt of the notice.

(3) That if a hearing is properly requested:

(a) The hearing shall be held before a Hearing Committee, appointed by the Chief Executive Officer, whose members are not in direct economic competition with the practitioner involved.

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(b) The right of the hearing may be forfeited if the practitioner fails, without good cause, to appear.

(c) In the hearing, the practitioner involved has the right to representation by an attorney or other person of the practitioner's choice, to have a record made of the proceedings, copies of which may be obtained by the practitioner upon payment of any reasonable charges associated with the preparation thereof, to call, examine, and cross examine witnesses, to present evidence

determined to be relevant by the hearing officer, regardless of its admissibility in a court of law, and to submit a written statement at the close of the hearing.

7.5.E Request for Hearing

If the practitioner requests a hearing, the rights and procedures set forth in Article VIII of these Bylaws shall thereafter apply to such hearing and any appellate review thereof.

7.5.F Waiver of Hearing

A practitioner waives his right to a hearing if he delivers such a written waiver to the President of the Medical Staff or if he fails to request a hearing within 30 days of the receipt of the notice of corrective action. The failure of the practitioner to request a hearing within the time and in the manner herein provided shall be deemed as a waiver of his right to such a hearing and to any appellate review to which he might otherwise have been entitled on the matter.

If the practitioner waives his right to a hearing, the Medical Executive Committee shall review the request for corrective action and shall recommend to the Board such action thereon as it deems necessary and appropriate without a hearing. The Ad Hoc Committee, the Medical Executive Committee, the Service Committee, and the Board shall act in good faith, after a reasonable effort to obtain the facts of the matter and in the reasonable belief that the action taken is warranted by the facts known.

7.6 SUMMARY SUSPENSION

7.6.A Procedure

(1) At any time when it is deemed necessary that a failure to take immediate action may result in an imminent danger to the health or safety of any individual, all or any portion of the clinical privileges of a practitioner may be summarily suspended by the agreement of any two of the following: any Medical Staff officer, any member of the

Medical Executive Committee, and the President of the Medical Staff. They shall form an ad hoc peer review committee for the purposes of the summary suspension being considered. The committee shall state their agreement to summarily suspend the privileges in writing and delivery it to the President of the Medical Staff. Such summary suspension shall be effective immediately upon notification of the practitioner.

(2) The practitioner shall be given immediate notice of the summary suspension in writing by the President of the Medical Staff, acting on behalf of the Hospital. A practitioner subject to summary suspension shall have the same rights to notice and hearing as are recited in Article VIII, Section 8.5.D above, except that suspension shall take effect immediately upon notice. A copy of the notice shall be sent to the Chief Executive Officer immediately.

(3) A summary suspension shall remain in effect unless and until it is terminated or modified pursuant to hearing or on appeal, or, if the practitioner waives his right to a hearing, until the Medical Executive Committee has made a recommendation to terminate or modify it.

(4) At the time of the imposition of a summary suspension, the President of the Medical Staff shall provide alternative medical coverage for the patients then in the hospital affected by the suspension of the practitioner's privileges. The wishes of each patient shall also be considered in selecting an alternative practitioner.

7.7 AUTOMATIC SUSPENSION AND RESTRICTION OF CLINICAL PRIVILEGES

7.7.A Revocation, Suspension, Restriction

Action by the State Board of Medical Examiners revoking, suspending, or restricting a practitioner's license shall automatically suspend all of his/her hospital privileges for the duration of the revocation or suspension, or shall restrict his/her hospital privileges to the extent that his/her license has been restricted. Thereafter, the practitioner may reapply for privileges. The practitioner has no right to a hearing for such revocation, suspension, or restriction except in the instance that a practitioner asserts that his license has not been revoked, suspended, or

restricted.

7.7.B Drug Enforcement Administration

(1) Revocation

Whenever a practitioner's Drug Enforcement Administration or other controlled substances license is revoked, he/she is immediately and automatically divested at least of his/her right to prescribe medications covered by the license.

(2) Restriction

Whenever a practitioner's use of his/her Drug Enforcement Administration or other controlled substances license is partially restricted or limited in any way, his/her right to prescribe medications covered by the license is similarly restricted or limited effective upon the date of confirmation and for at least the term of and consistent with any other conditions of the restriction or limitation.

(3) Suspension

Whenever a practitioner's Drug Enforcement Administration or other controlled substances license is suspended, he/she is divested of at least his/her right to prescribe medications covered by the license, effective upon the date of confirmation and for at least the term of the suspension.

(4) Probation

Whenever a practitioner is placed on probation insofar as the use of his/her Drug Enforcement Administration or other controlled substances license is concerned, action on the matter proceeds according to these Bylaws.

7.7.C Medical Records

A practitioner's clinical privileges shall be subject to the rules listed in the Medical Staff Rules and Regulations governing (i) completeness and timeliness of medical records, and (ii) membership status. A practitioner's failure to comply with these requirements shall result in an automatic suspension of Medical Staff membership and clinical privileges.

7.7.D Professional Liability Insurance

If a practitioner fails to maintain the minimum amount of professional liability insurance required under Article III, Section 3.2.E of these Bylaws, his/her Medical Staff membership and clinical privileges are automatically suspended.

7.7.E Reporting of Disciplinary Action

In order to comply with Indiana Statutes IC 16-10-6.5 (b), IC 34-4-12.6-3, as amended, and

the federal Health Care Quality Improvement Act of 1986, P.O. 99-600, the Medical Executive Committee shall forward to the Board a report of any action deemed disciplinary against any Medical Staff member.

7.7.F Dues

If a practitioner fails to pay dues as described in Article XI, Subarticle 11.3, his/her clinical privileges shall be automatically suspended until the delinquency is corrected.

ARTICLE VIII

HEARING AND APPELLATE REVIEW PROCEDURE

8.1 AD HOC HEARING

When any practitioner receives notice of a request for corrective action, summary or automatic suspension or of a recommendation of the Medical Executive Committee that if ratified by decision of the Board will affect reduction, suspension, restriction, denial, nonrenewal, or termination of clinical privileges, the practitioner shall be entitled to a hearing held before a Hearing Committee appointed by the Chief Executive Officer. The hearing date shall be not less than 30 days from the date of receipt of the practitioner's request of hearing. The practitioner shall be entitled to notice as specified in Article X, Subarticle 10.2 below.

8.2 NOTICE OF HEARING

Upon receipt of the practitioner's request for a hearing, the President of the Medical Staff, acting on behalf of the Hospital, shall advise the practitioner in writing of the date and time of the hearing; of the witnesses (if any) expected to present evidence on behalf of the professional review body; of his/her right to review any evidence against him/her that will be presented at the hearing; and that, upon completion of the hearing, he/she shall receive the written recommendation of the Hearing Committee, including a statement of the basis for the recommendations, and a written decision of the Board, including a statement of the basis of the decision.

When the hearing or appellate review waived relates to an adverse recommendation of the Medical Executive Committee the adverse recommendation shall become or remain effective against the practitioner pending the decision of the Board.

8.3 WAIVER

Unless otherwise specified, a practitioner must make his/her request for a hearing or appellate

review in writing within 30 days from receipt of or refusal to accept the notice advising him/her of the adverse action. The failure of a practitioner to request a hearing to which he/she is entitled by these Bylaws within the time and in the manner herein provided shall be deemed a waiver of his/her right to such hearing and to any appellate review to which he/she might otherwise have been entitled on the matter. The failure of a practitioner to request an appellate review to which he/she is entitled within the time and in the manner provided shall be deemed a waiver of his/her right to such appellate review on the matter.

8.4 CONDUCT OF THE HEARING

8.4.A The Hearing Committee

Upon the concurrence of the Medical Executive Committee as to its membership, the Chief Executive Officer shall appoint a Hearing Committee of three members of the Active Staff. No person who has actively participated in the consideration of the request for corrective action or is in direct economic competition with the affected practitioner shall be appointed a member of the Hearing Committee; however, knowledge of the matter involved shall not preclude a member of the Medical Staff from serving as a member of the Hearing Committee. In the event that it is not feasible to appoint a Hearing Committee from the Active Medical Staff, the Hearing Committee may be appointed from other Staff categories or practitioners who are not members of the Medical Staff.

8.4.B Record

An accurate record of the hearing must be kept. The mechanism shall be established by the Hospital and may be accomplished by the use of a court reporter, electronic recording unit, or detailed transcription. The cost of the recording shall be borne by the hospital, but the cost of a transcript made from the recording shall be borne by the party requesting it.

8.4.C Presence of Practitioner

No hearing shall be conducted without the presence of the practitioner for whom the hearing has been scheduled unless he expressly waives such appearance or fails to appear for the hearing after appropriate notice. A practitioner who fails without good cause to appear and proceed at such hearing shall be deemed to have waived his/her rights in the same manner as provided in Article VIII and to have voluntarily accepted the adverse recommendations or decision involved, and the adverse recommendation shall become or remain in effect.

8.4.D Hearing Officer

The hospital may appoint a hearing officer who shall preside over the hearing, determine the order of procedure during the hearing, assure that all participants in the hearing have a reasonable opportunity to present relevant oral and documentary evidence, rule on challenges and objections, and maintain decorum. The hearing officer may not act as a prosecuting officer or as an advocate. The hearing officer may participate in the deliberations of the Hearing Committee and be a legal advisor to it, but shall not be entitled to vote. The hearing officer may be an attorney at law, but an attorney regularly used by the Hospital for legal advice regarding its affairs and activities shall not be eligible to serve as hearing officer.

8.4.E Evidence

The hearing need not be conducted strictly according to rules of law relating to the examination of witnesses or presentation of evidence. Any relevant matter upon which responsible persons customarily rely in the conduct of serious affairs shall be considered, regardless of the existence of any common law or statutory rule which might make improper the admission of such evidence over objection in civil or criminal action. The practitioner for whom the hearing is being held shall, prior to or during the hearing, be entitled to submit memoranda concerning

any issue of procedure or of fact and such memoranda shall become part of the hearing record.

8.4.F Presentation of Adverse Recommendation

The Medical Executive Committee, when its recommendation is the subject of the hearing, shall appoint the Chief Medical Officer or another member of the Medical Staff to present its adverse recommendation at the hearing, to present the facts in support of its recommendation, and to examine witnesses. The Board, when its action is the subject of the hearing, shall appoint the President of the Medical Staff or another member of the Medical Staff to represent it at the hearing, to present the facts in support of its adverse decision and to examine witnesses. The presenter may rely upon the Hospital's legal counsel for the purpose of advising him/her, presenting evidence in support of the adverse recommendation, examining witnesses and maintaining a proper record in the hearing.

8.4.G Practitioner's Rights

The affected practitioner shall have the following rights: to be represented by an attorney or other person of his/her choice; to call, examine, and cross examine witnesses; to present evidence, including a written statement; to rebut any evidence presented against him. If the practitioner does not testify in his/her own behalf, he/she may be called and examined as if under cross examination.

8.4.H Postponements, Recess, Adjournment, Executive Session

Postponements of the hearing beyond the time set forth in these Bylaws shall be made in the sole discretion of the hearing officer. Granting of such postponements shall only be for good cause shown.

The hearing officer may, without prior notice, recess the hearing and reconvene the same for the convenience of the participants or for the purpose of obtaining new or additional evidence or consultation.

Upon conclusion of the presentation of oral and written evidence, the hearing shall be closed. The hearing committee may thereupon, at the time convenient to itself, conduct its deliberations outside the presence of the practitioner for whom the hearing was convened.

8.4.I Recommendation of the Hearing Committee

Within ten (10) days after the final adjournment of the hearing, the Hearing Committee shall make a written report and recommendation and shall forward it and all other documentation to the Medical Executive Committee. The report may recommend confirmation, modification, or rejection of the original adverse recommendation of the Medical Executive Committee.

8.4.J Medical Executive Committee Recommendation

The Medical Executive Committee shall at its next regular meeting after receipt of the Hearing Committee's report consider said report and make its final recommendation to the Board. The President of the Medical Staff shall provide a copy of the recommendation to the practitioner within ten (10) days of such Medical Executive Committee recommendation. If the recommendation is adverse to the practitioner, he shall have the right to an appellate review by the Advisory Board, or a committee thereof, as provided in the following section.

8.5 APPEAL TO THE ADVISORY BOARD

8.5.A Request for Appellate Review

Within ten (10) days after receipt of notice by the practitioner's, or within (10) days of his/her refusal to accept notice, of an adverse recommendation or decision made or adhered to after a hearing as above provided, he/she may, by written notice to the Board delivered to the Chief Executive Officer, request an appellate review by the Advisory Board. The Advisory Board may consider the appeal or appoint an ad hoc committee of not less than three persons who need not be Advisory Board members to consider the appeal. Members of the committee

considering the appeal shall not be in direct economic competition with the practitioner or have participated in the adverse recommendation or hearing.

The same right to appeal a recommendation of the Medical Executive Committee is given to the medical staff president or the Chief Executive Officer who brought the original request for corrective action.

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A written request for an appeal shall include an identification of the grounds for appeal and a clear and concise statement of

the facts in support of the appeal. The grounds for appeal from the hearing shall be limited to the following:

(1) substantial noncompliance with the procedures required by these Bylaws or applicable law which has created demonstrable unfairness;

(2) that the decision was not supported by substantial evidence based upon the hearing record or such additional information as could not have been made available to the Hearing Committee in the exercise of reasonable diligence.

8.5.B Written Statements

The practitioner shall submit a written statement in his/her own behalf, in which those factual and procedural matters with which he/she disagrees, and his/her reasons for such disagreement shall be specified. This written statement may cover any matters raised at any step in the procedure to which the appeal is related, and legal counsel may assist in its preparation. Such

written statement shall be submitted by the practitioner to the Board by certified mail, return receipt requested, within ten (10) days from the date of the practitioner's request for appellate review. A similar statement may be submitted by the Medical Executive Committee, and if submitted, the Chief Executive Officer shall provide, by personally delivering or by certified mail, return receipt requested, a copy thereof so that it is received by the practitioner at least two days prior to the date of such appellate review.

8.5.C Waiver

If such appellate review is not requested within ten (10) days, the affected practitioner shall be deemed to have waived his/her right to the same, and to have accepted such adverse recommendation or decision, and the same shall become or remain effective immediately.

8.5.D Scheduling of Appellate Review

The date of the appellate review shall not be less than 20 days nor more than 60 days, from the date of receipt of the notice for appellate review, except that when the practitioner requesting the review is under a suspension which is then in effect, such review shall be scheduled as soon as the arrangements for it may reasonably be made.

If the appellate review includes the personal appearance and oral argument by the parties, they shall be notified of the time and place by written notice sent by the Chief Executive Officer.

8.5.E Conduct of the Appellate Review

The appellate review body shall review the record created in the proceedings and shall consider the written statements submitted pursuant to this section. The affected practitioner or his legal counsel and the Medical Executive Committee or counsel may, in the appellate review body's sole discretion, be permitted to make an oral argument and shall answer questions put to them

by any member of the appellate review body.

The appellate review shall not be deemed to be concluded until all of the procedural steps provided in this section have been completed or waived. Where permitted by the Hospital Bylaws, all actions required of the Board may be taken by a committee of the Board duly authorized to act.

8.6 FINAL DECISION BY THE ADVISORY BOARD

By or at its next regular meeting after the conclusion of the appellate review, the Board shall make its final decision and shall within ten (10) days, send notice thereof to the Medical Executive Committee, and through the Chief Executive Officer, to the affected practitioner. The decision of the Board shall be immediately effective and final. It shall not be subject to further hearing or appellate review.

8.7 ACTION BY THE ADVISORY BOARD NOT BASED ON A RECOMMENDATION OF THE MEDICAL EXECUTIVE COMMITTEE

When any practitioner receives notice of a decision by the Board that will adversely affect his/her appointment to or status as a member of the Medical Staff or his/her exercise of clinical privileges, and such decision is not based on a prior adverse recommendation by the Executive Committee of the Medical Staff with respect to which he/she was entitled to a hearing and appellate review, he/she shall be entitled to a hearing by a joint committee of the Board and the Medical Executive Committee. The Board shall appoint three members and the Medical Executive Committee shall appoint three members who will constitute the committee. No person who has actively participated in the consideration of the adverse recommendation or who is in direct economic competition with the affected practitioner shall be appointed a member of the committee, unless it is otherwise impracticable to select a representative group due to the size of the Medical Staff or the Board.

The joint committee shall conduct a hearing, if timely requested by the practitioner pursuant to the procedures prescribed in this Article for an ad hoc hearing, except that it shall submit its report and recommendations directly to the Board for review and final action. Appellate review of an adverse report by such joint committee shall be permitted under such conditions as may be prescribed by the Board.

ARTICLE IX

MEETINGS

9.1 MEDICAL STAFF YEAR

For purposes of the business of the Medical Staff, the business year will be the calendar year, commencing on 1 January and expiring on 31 December of that year.

9.2 MEDICAL STAFF MEETINGS

9.2.A Regular Meetings

An annual Staff meeting shall be held each year. Generally, this meeting shall be held in September. The Medical Executive Committee may authorize the holding of additional general staff meetings by resolution. The resolution should require notice specifying the place, date, and time for the meeting, and specify the agenda for which the meeting is being called.

9.2.B Special Meetings

A special meeting of the Medical Staff may be called by the President of the Staff, and must be called by the President at the written request of the Medical Executive Committee or fifteen percent of the members of the Active Staff. A special meeting may also be called by the Chief Executive Officer of the Hospital, who shall provide notice of the place, date, time and subject matter of any such meeting called.

9.2.C Quorum

Unless otherwise so stipulated, a quorum shall be defined as those voting members present at the meeting.

9.3 COMMITTEE MEETINGS

9.3.A Special Meetings

A special meeting of any committee may be called by the chairman and must be called by the chairman at the written request of the Medical Executive Committee, the President of the Medical Staff, or fifteen percent of the group's current members, but not less than two members.

9.4 ATTENDANCE REQUIREMENTS

9.4.A General

Attendance at Medical Staff and committee meetings is voluntary (not mandatory).

9.4.B Special Appearances or Conferences

A practitioner whose patient's clinical course of treatment is scheduled for discussion at Staff committee meeting must be notified and invited to present the case.

9.5 NOTICE, QUORUM, MINUTES, ACTION, AGENDA REQUIREMENTS

Notice, quorum, minutes, action, and agenda requirements for meetings shall be as set forth in the rules and regulations of the Staff, except as specifically provided in these Bylaws. In the event of conflicting provisions, these Bylaws shall govern.

Unless otherwise so stipulated, a quorum shall be defined as those voting members present at the meeting.

ARTICLE X

CONFIDENTIALITY, IMMUNITY, AND RELEASES

10.1 SPECIAL DEFINITIONS

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

10.1.A INFORMATION means records of proceedings, minutes, interviews, records, reports, forms, memoranda, statements, recommendations, findings, evaluations, opinions, conclusions, actions, data, and other disclosures or communications whether in written or oral form relating to any of the subject matter specified in Article IX, Sections 12.5.A, 12.5.B and 12.5.C.

10.1.B MALICE means the dissemination of a known falsehood, or of information with a reckless disregard for whether it is true or false.

10.1.C PRACTITIONER means a Medical Staff member or applicant.

10.1.D REPRESENTATIVE means any of the following individuals or groups: a member of the Hospital Board and any director or committee thereof; the Hospital Chief Executive Officer or his/her designee; registered nurses and other employees of the Hospital; the Medical Staff organization and any member, officer, or committee thereof; and any individual authorized by any of the foregoing to perform specific information gathering, analysis, use or dissemination functions.

10.1.E THIRD PARTIES mean both individuals and organizations providing information to any representative.

10.2 AUTHORIZATIONS AND CONDITIONS

By submitting an application for Staff membership or by applying for or exercising clinical privileges or providing specified patient care services in this Hospital, a practitioner does each of the following:

10.2.A Authorizes representatives of the Hospital and the Medical Staff to solicit, provide, and act upon information being on his professional ability and qualifications;

10.2.B Agrees to be bound by the provisions of this Article and to waive all legal claims against any representative or third party who acts in accordance with the provisions of this Article; and

10.2.C Acknowledges that the provisions of this Article are express conditions of his/her application for or acceptance of Staff membership and the continuation of such membership, and his exercise of clinical privileges or provision of specified patient services at this Hospital.

10.3 CONFIDENTIALITY OF INFORMATION

Information with respect to any practitioner or specified professional personnel submitted, collected, or prepared by any representative of this or any other health care facility or organization or Medical Staff for the purpose of evaluating and improving the quality and efficiency of patient care, reducing morbidity and mortality, contributing to teaching or clinical research, determining that health care services are professionally indicated or were performed in compliance with the applicable standards of care, or establishing and enforcing guidelines to keep health care costs within reasonable bounds shall be confidential to the fullest extent permitted by law, and shall neither be disseminated to anyone other than a representative nor be

used in any way except as provided herein or except as otherwise required by law. Such confidentiality shall also extend to information of like kind that may be provided by third parties. This information shall not become part of any particular patient's record.

10.4 IMMUNITY FROM LIABILITY

10.4.A For Action Taken

Each representative of the Medical Staff and hospital shall be exempt, to the fullest extent permitted by law, from liability to an applicant or member for damages or other relief for any action taken or statements or recommendations made within the scope of duties exercised as a representative of the Medical Staff or Hospital.

10.4.B For Providing Information

Each representative of the Medical Staff and Hospital and all third parties shall be exempt, to the fullest extent permitted by law, from liability to an applicant or member for damages or other relief by reason of providing information to a representative of the Medical Staff or hospital concerning such person who is, or has been, an applicant to or member of the Staff or who did, or does, exercise clinical privileges or provide services at this Hospital.

10.5 ACTIVITIES AND INFORMATION COVERED

10.5.A Activities

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

- (1) applications for appointment, clinical privileges, or specified services;
- (2) periodic reappraisals for reappointment, clinical privileges, or specified services;
- (3) corrective or disciplinary action;
- (4) hearings and appellate reviews;
- (5) performance improvement program activities;
- (6) utilization reviews;
- (7) claims reviews;
- (8) profiles and profile analysis;
- (9) malpractice loss prevention; and
- (10) other Hospital and Staff activities related to monitoring and maintaining quality and efficient patient care and appropriate professional conduct.

10.5.B Information

The information referred to in this Article may relate to a practitioner's or specified professional personnel's professional qualifications, clinical ability, judgment, character, physical or mental health, emotional stability, professional ethics, or any other matter that might directly or indirectly affect patient care.

10.5.C Releases

Each applicant or member shall, upon request of the Medical Staff or Hospital, execute general and specific releases in accordance with the express provisions and general intent of this Article. Execution of such releases shall not be deemed a prerequisite to the effectiveness of this Article.

10.6 CUMULATIVE EFFECT

Provisions in these Bylaws and in application forms related to authorizations, confidentiality of information, and immunities from liability are in addition to other protections provided by law and not in limitation thereof.

GENERAL PROVISIONS

11.1 STAFF RULES AND REGULATIONS

The Medical Staff shall adopt such rules and regulations and operating and other manuals as may be necessary to implement more specifically the general principles found in these Bylaws. The procedures outlined in Article XIV of these Bylaws shall be followed in the adoption of the rules and regulations, except that Staff action may occur through any regular meeting of the Medical Executive Committee at which a quorum is present and with previous notice, or at any special meeting on notice, by majority vote of those present and voting. The rules and regulations and all other Medical Staff manuals may be amended or repealed, in whole or in part, by one of the following mechanisms:

11.1.A A resolution of the Medical Executive Committee recommended to and adopted by the Board; or

11.1.B A resolution of the Medical Staff confirmed by the Medical Executive Committee and approved by the Board.

11.2 STAFF DUES

The Medical Executive Committee, with the approval of the Active Staff, will establish the amount and manner of disposition of annual dues. Dues are payable at the beginning of each new Medical Staff year. Failure, unless excused by the Medical Executive Committee for good cause, to render payment within two months of the start of the new Staff year shall, after special notice of the delinquency, result in automatic suspension of Staff membership, including all prerogatives and clinical privileges until the delinquency is remedied. The Medical Executive Committee, applicable clinical unit heads, and organizational components in which the delinquent practitioner holds membership will be notified of the suspension.

11.3 INDEMNIFICATION

11.3.A No person or his personal representative shall be liable to the Hospital for any loss or damage suffered by it on account of any action taken or omitted to be taken by such person constituting the negligent performance of duties as a Medical Staff officer, Medical Staff committee member, or officer of a Medical Staff service of the Hospital. In addition, but not in limitation of the foregoing, no person or his personal representative shall be liable to the Hospital for any loss or damage suffered by it on account of any actions taken or omitted to be taken by such person in good faith as a Medical Staff officer, Medical Staff committee member, or officer of a Medical Staff service, if such person:

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(1) Exercised and used the same degree of care and skill as a prudent person may have exercised and used under like circumstances, charged with a like duty, or;

(2) Took or omitted to take such action in reliance upon advice of counsel for the Hospital or such enterprise or upon statements made or information furnished to persons employed or retained by the Hospital or such enterprise upon which we had reasonable grounds to rely. This is not exclusive of other rights and defenses to which such person or his/her personal representative may be entitled under law.

11.3.B Indemnification

Every person who is or shall have been a Medical Staff officer, Medical Staff committee member, or officer of a Medical Staff service of the Hospital shall be indemnified by the Hospital against:

(1) Any and all claims, liability, damages, other recovery in relation to such person by reason of being or serving as a Medical Staff officer or Medical Staff committee member, in the amount and to the extent such claim, liability, damage or recovery against that person is not covered or paid by or pursuant to the provisions of a director's and officers' liability policy, professional liability policy, or other liability policy that may be insuring that person; and,

(2) Expenses actually and reasonably incurred by him in connection with the defense of any civil action, suit, or proceeding in which he is made or threatened to be made a party by reason of being or having been in any such capacity or arising out of his status as such, except in relation to matters as to which he shall be adjudged by the trier of fact in such action, suit, or

proceeding to be liable for negligence or misconduct in the performance of duty to the Hospital.

Nothing in this provision shall preclude any party from settling any such action, suit, or proceeding. If such action, suit, or proceeding shall be settled, or otherwise terminated without final determination on the merits, each such person shall be entitled to the indemnity above provided (except that no person shall be indemnified for any amount paid by him to the Hospital in settlement) upon a determination that

(3) In the case of any action, suit, or proceeding brought or threatened by or in the right of the Hospital to procure a judgment in its favor, such person has not been negligent or engaged in misconduct in the performance of duty to the Hospital as charged; or

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(4) In the case of any action, suit, or proceeding brought or threatened by or in the right of the Hospital to procure a judgment in its favor, such person acted in good faith for a purpose which he reasonably believed to be in or not opposed to the best interest of the Hospital, and in addition in any criminal action or proceeding that he had no reasonable cause to believe that his conduct was unlawful.

Such determination shall be made by a group of three or more disinterested persons (which may include independent legal counsel of the Hospital) chosen by the Board. This right to indemnification shall extend to the personal representatives of any such person and shall not be deemed exclusive of, but shall be in addition to, other rights to which any such person and his personal representative may be entitled under law.

ARTICLE XII

ADOPTION AND AMENDMENT

12.1 MEDICAL STAFF AUTHORITY AND RESPONSIBILITY

In that the Hospital's Board 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, and governing its processes and manner of acting, subject only to certain limitations detailed in the corporate Bylaws or by corporate resolution, the adoption and amendment of these Bylaws require the actions specified in Article XII, Subarticle 12.2 The Medical Staff shall have final authority over the adoption and/or amendment of these Bylaws.

12.2 MEDICAL STAFF ACTION

These Bylaws may be amended by the affirmative vote of a majority of the Staff members present and voting on such Bylaws, cast at a regular or special Staff meeting at which a quorum is present, provided that a copy of the proposed documents or amendments was given to each Staff member entitled to vote thereon with the notice of the meeting. Such amendment shall not be effective until and unless approved by the Advisory Board. It is the intent of this paragraph that neither the Board nor the Medical Staff shall have the ability to unilaterally amend the Bylaws.

These Bylaws shall be reviewed at least once every two (2) years.

Approved by the Executive Committee on May 25, 1999

Chairman, Medical Executive Committee

Approved by the Advisory Board on June 8, 1999

Secretary

Revised

Revised

Revised

