MEDICAL STAFF BYLAWS

PART I: GOVERNANCE

Approval Date – October 24, 2007
Effective Date – January 1, 2008
Formal Review Date – August 26, 2015

Medical Staff Mission

The medical staff collaborates with Mercy Health Saint Mary's in striving for excellence in patient care and community health, in support of the health center's mission as a Catholic health care organization. This is accomplished through patient advocacy, especially among the poor and underserved; collegial relations between primary care providers and specialists; effective quality monitoring; professional credentialing; and self-governance.

Amendments Approved:
November 18, 2009 – Article VII, Section 5, 5.12
March 23, 2010 – Articles I, III, IV, VII, VIII, IX, X
August 26, 2015 – Articles V, Section 2.3, Article VIII, Section 11.1
# PART I: GOVERNANCE

## Table of Contents

### DEFINITIONS

<table>
<thead>
<tr>
<th>Article</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>I</td>
<td>DEFINITIONS</td>
</tr>
<tr>
<td>II</td>
<td>MEDICAL STAFF PURPOSE &amp; AUTHORITY</td>
</tr>
<tr>
<td></td>
<td>Section 1. Purpose</td>
</tr>
<tr>
<td></td>
<td>Section 2. Authority</td>
</tr>
<tr>
<td>III</td>
<td>MEDICAL STAFF MEMBERSHIP</td>
</tr>
<tr>
<td></td>
<td>Section 1. Nature of Medical Staff Membership</td>
</tr>
<tr>
<td></td>
<td>Section 2. Qualifications for Membership</td>
</tr>
<tr>
<td></td>
<td>Section 3. Nondiscrimination</td>
</tr>
<tr>
<td></td>
<td>Section 4. Conditions and Duration of Appointment</td>
</tr>
<tr>
<td></td>
<td>Section 5. Medical Staff Membership and Clinical Privileges</td>
</tr>
<tr>
<td></td>
<td>Section 6. Responsibilities of Each Medical Staff Member (excludes Honorary members)</td>
</tr>
<tr>
<td></td>
<td>Section 7. Medical Staff Member Prerogatives</td>
</tr>
<tr>
<td></td>
<td>Section 8. Staff Dues</td>
</tr>
<tr>
<td>IV</td>
<td>CATEGORIES OF THE MEDICAL STAFF</td>
</tr>
<tr>
<td></td>
<td>Section 1. The Active Category with privileges</td>
</tr>
<tr>
<td></td>
<td>Section 2. The Active Category without privileges</td>
</tr>
<tr>
<td></td>
<td>Section 3. The Affiliate Category with privileges</td>
</tr>
<tr>
<td></td>
<td>Section 4. The Affiliate Category without privileges</td>
</tr>
<tr>
<td></td>
<td>Section 5. The Honorary Category (without privileges)</td>
</tr>
<tr>
<td>V</td>
<td>OFFICERS OF THE MEDICAL STAFF</td>
</tr>
<tr>
<td></td>
<td>Section 1. Officers of the Medical Staff</td>
</tr>
<tr>
<td></td>
<td>Section 2. Qualifications of Officers</td>
</tr>
<tr>
<td></td>
<td>Section 3. Election of Officers</td>
</tr>
<tr>
<td></td>
<td>Section 4. Term of Office for Officers</td>
</tr>
<tr>
<td></td>
<td>Section 5. Vacancies of Office for Officers</td>
</tr>
<tr>
<td></td>
<td>Section 6. Duties of Officers</td>
</tr>
<tr>
<td></td>
<td>Section 7. Removal and Resignation from Office</td>
</tr>
<tr>
<td>VI</td>
<td>MEDICAL STAFF ORGANIZATION</td>
</tr>
<tr>
<td></td>
<td>Section 1. Organization of the Medical Staff</td>
</tr>
<tr>
<td></td>
<td>Section 2. Qualifications, Selection, Term, and Removal of Clinical Service Chief</td>
</tr>
<tr>
<td>VII</td>
<td>COMMITTEES</td>
</tr>
<tr>
<td></td>
<td>Section 1. Designation and Substitution</td>
</tr>
<tr>
<td></td>
<td>Section 2. Medical Executive Committee</td>
</tr>
<tr>
<td>VIII</td>
<td>MEDICAL STAFF MEETINGS</td>
</tr>
<tr>
<td></td>
<td>Section 1. Meetings of the entire Medical Staff</td>
</tr>
<tr>
<td></td>
<td>Section 2. Regular Meetings of Medical Staff Committees and Clinical Services</td>
</tr>
<tr>
<td></td>
<td>Section 3. Special Meetings of Committees and Clinical Services</td>
</tr>
<tr>
<td></td>
<td>Section 4. Quorum</td>
</tr>
<tr>
<td></td>
<td>Section 5. Attendance Requirements</td>
</tr>
<tr>
<td></td>
<td>Section 6. Participation by Chief Executive Officer</td>
</tr>
<tr>
<td></td>
<td>Section 7. Robert’s Rules of Order</td>
</tr>
<tr>
<td></td>
<td>Section 8. Notice of Meetings</td>
</tr>
<tr>
<td></td>
<td>Section 9. Action of Committee or Clinical Service</td>
</tr>
<tr>
<td></td>
<td>Section 10. Rights of Ex-Officio Members</td>
</tr>
<tr>
<td></td>
<td>Section 11. Minutes</td>
</tr>
<tr>
<td>IX</td>
<td>CONFLICT RESOLUTION</td>
</tr>
<tr>
<td></td>
<td>Section 1. Conflict Resolution</td>
</tr>
<tr>
<td>X</td>
<td>REVIEW, REVISION, ADOPTION, AND AMENDMENT</td>
</tr>
<tr>
<td></td>
<td>Section 1. Medical Staff Policies</td>
</tr>
<tr>
<td></td>
<td>Section 2. Medical Staff Bylaws, Parts I, II, III, and IV</td>
</tr>
<tr>
<td></td>
<td>Section 3. Adoption and Approval</td>
</tr>
</tbody>
</table>
ARTICLE I. DEFINITIONS

Advanced Practice Professionals (“APPs”), means an individual other than a licensed physician (MD or DO), dentist, optometrist, clinical psychologist, or podiatrist who provides or seeks to provide direct patient care services at Mercy Health Saint Mary's within the scope of clinical privileges granted and under a defined degree of supervision by a physician or podiatrist granted Medical Staff privileges.

Board, unless otherwise provided, means Board of Trustees of Mercy Health Saint Mary's.

Bylaws, unless otherwise provided, means the Medical Staff Bylaws, Parts I-IV, of Mercy Health Saint Mary's.

Clinical Privileges means the permission granted to render specific patient services and access to those Hospital resources (including equipment, facilities, and personnel) at Mercy Health Saint Mary's facilities. Privileges are based on individual's professional licensure and/or certification, education, training, experience, and demonstrated current competence, as well as the limitations defined by Mercy Health Saint Mary's for operational or risk management reasons. The performance of privileges may be subject to supervision requirements as well as limitations on the settings in which the services will be provided and the patient populations to which services may be provided. Privilege forms include the scope of services that the individual has requested and been determined to be qualified to provide.

FPPE means Focused Professional Practice Evaluation.

Hospital, unless otherwise provided, means Mercy Health Saint Mary's.

Medical Staff, unless otherwise provided, means the Medical Staff of Mercy Health Saint Mary's.

Medical Staff Leadership includes the Chief of Staff, Vice Chief of Staff, Past Chief of Staff, and elected Clinical Service and Section Chiefs.

Member(s) refers to those granted membership to the Medical Staff of Mercy Health Saint Mary's.

OPPE means Ongoing Professional Practice Evaluation.

Patient Contact is an inpatient or outpatient admission, referral, consultation, or visit, or performance of an inpatient or outpatient procedure.

Pine Rest Beds references all adult psychiatric beds licensed to Mercy Health Saint Mary's on the campus at Pine Rest Christian Mental Health Services.

Refer and Follow means the ability for a practitioner who does not meet the clinical privileges criteria but is granted active or affiliate membership by the board to visit their patients, review medical records, attend medical staff clinical service meetings, CME functions and social events. Such active or affiliate members with no clinical privileges may not manage patients at Mercy Health Saint Mary's or make notations in the medical record.

Mercy Health Saint Mary's (MHSM) includes all Mercy Health Saint Mary's main campus buildings that provide health care services, MHSM-owned clinics, Mercy Health Physician Partners in-house and outpatient offices and clinics, adult psychiatric beds licensed to MHSM at the Pine Rest campus, and Southwest Emergency Department.
ARTICLE I. MEDICAL STAFF PURPOSE & AUTHORITY

Section 1. Purpose

1.1 The purpose of this medical staff is to provide oversight of care, and organize the activities of qualified physicians with doctor of medicine or doctor of osteopathic medicine degrees, dentists, podiatrists, fully licensed doctorate-level psychologists, or optometrists who practice at Mercy Health Saint Mary's in order to carry out, in conformity with these Bylaws, the functions delegated to the medical staff by the Mercy Health Saint Mary's Board of Trustees (Board).

Section 2. Authority

2.1 Subject to the authority and approval of the Board, the medical staff will exercise such power as is reasonably necessary to discharge its responsibilities under these Bylaws and under the corporate bylaws of Mercy Health Saint Mary's.

ARTICLE II. MEDICAL STAFF MEMBERSHIP

Section 1. Nature of Medical Staff Membership

1.1 Membership on the medical staff of Mercy Health Saint Mary's is a privilege that shall be extended only to professionally competent practitioners who continuously meet the qualifications, standards, and requirements set forth in these Bylaws and associated policies of the medical staff and Mercy Health Saint Mary's.

Section 2. Qualifications for Membership

2.1 Specific qualifications for membership are delineated within each category description and in Part III of these Bylaws (Credentials Procedures).

Section 3. Nondiscrimination

3.1 Mercy Health Saint Mary's will not discriminate in granting staff appointment and/or clinical privileges on the basis of national origin, race, gender, religion, or disability unrelated to the provision of patient care to the extent the applicant is otherwise qualified.

Section 4. Conditions and Duration of Appointment

4.1 The Board shall make initial appointment and reappointment to the medical staff. The Board shall act on appointment and reappointment only after the medical staff has had an opportunity to submit a recommendation from the Medical Executive Committee (MEC). Appointment and reappointment to the medical staff shall be for no more than twenty-four (24) calendar months.

Section 5. Medical Staff Membership and Clinical Privileges

5.1 Requests for medical staff membership and clinical privileges will be processed only when the potential applicant meets the current minimum administrative criteria approved by the Board.

5.2 Requested clinical privileges will be considered only when the request demonstrates compliance with any threshold criteria recommended by the MEC and approved by the Board. In the event there is a request for a clinical privilege for which there is no approved criteria, the Board, with input from the MEC and health center administration, will first determine if it will allow the privilege to be practiced at Mercy Health Saint Mary's and, if so, direct the MEC to promptly
develop privileging criteria by considering required licensure, relevant training or experience, current competence, and ability to perform the privilege requested. Once specific criteria for the clinical privilege have been recommended by the MEC and approved by the Board, the request for the clinical privilege will be evaluated as described in Part III of these Bylaws. (Credentials Procedures).

Section 6. Responsibilities of Each Medical Staff Member (excludes Honorary members)

6.1 Each medical staff member must contribute to the organizational and administrative affairs of the medical staff, including quality/performance improvement and peer review, credentialing, on call coverage as determined by the MEC, risk and utilization management, medical records completion, monitoring activities and in the discharge of other staff functions as may be required;

6.2 Each medical staff member must provide for the continuous care and supervision of each patient for whom the member is providing services, including arranging for care and supervision in his/her absence and outside of his/her area of expertise, and providing consultation, supervision, and monitoring of patients, when requested;

6.3 Each medical staff member must submit, for cause, to an appropriate health evaluation as requested by at least one (1) of the following: officer(s) of the medical staff, clinical service chief and at least one (1) of the following: Health Center President, vice president of medical affairs (CMOCMO), or the medical director of clinical quality. A health evaluation may also be required as part of a post-treatment monitoring plan consistent with the provisions of any health center or medical staff policies addressing physician health or impairment.

6.4 Each staff member must abide by the Bylaws, rules and regulations, and other policies, procedures, and plans of Mercy Health Saint Mary’s and the medical staff, including but not limited to the medical staff and health center policies on professional conduct and behavior.

6.5 Each staff member must provide evidence of professional liability coverage of a type and in an amount sufficient to cover the clinical privileges granted or an amount established by the Board after receiving input from the MEC.

6.6 Each staff member must comply with the following requirements with respect to the Member’s patients: A physical examination and medical history must be completed and documented for each patient no later than twenty-four (24) hours after the patient is admitted or registered, and in any event before the patient undergoes surgery or a procedure that requires anesthesia. A history and physical performed no more than thirty (30) days before the patient was admitted or registered may be used, provided an updated examination of the patient is completed and documented no later than twenty-four (24) hours after admission or registration, and in any event before the patient undergoes surgery or a procedure that requires anesthesia. A history and physical exam required by this Section must be performed by an individual who holds clinical privileges to perform histories and physicals. Additional requirements regarding histories and physicals are contained in Medical Staff policy.

6.7 Each staff member must meet the responsibilities outlined in the category to which he or she is assigned.

Section 7. Medical Staff Member Prerogatives

7.1 Any medical staff member has a right to a hearing/appeal pursuant to the medical staff's Investigations, Corrective Action, Hearing and Appeal Plan.

7.2 Each medical staff member is entitled to the prerogatives outlined in the category to which he or she is assigned.

7.3 Each medical staff member may attend general and special meetings of the medical staff and
meetings of the clinical service and section to which the member is assigned, CME functions and hospital-sponsored social events.

Section 8. Staff Dues

8.1 Annual medical staff dues, if any, shall be determined by the MEC. Failure of a medical staff member to pay dues in accordance with the approved policy shall be considered a voluntary resignation from the medical staff. The MEC may pass policies from time to time which exempt from dues payment certain categories of membership or members holding specified leadership positions.

ARTICLE IV. CATEGORIES OF THE MEDICAL STAFF

Section 1. The Active Category with privileges

1.1 Qualifications: Appointees to this category must:

   1.1.1 have served on the Affiliate Category of the medical staff for one year;

   1.1.2 be involved in a minimum of 24 patient contacts during a two year period at Mercy Health Saint Mary's except as expressly waived by the Board; and

   1.1.3 have an office or residence located closely enough to the Hospital to provide appropriate continuity of care for the privileges granted at Mercy Health Saint Mary's.

   1.1.4 In the event that an appointee to the active category does not meet the qualifications for reappointment to the active category, and if the appointee is otherwise abiding by all Bylaws, Rules, Regulations, and policies of the staff, the appointee may be appointed to another medical staff category if s/he meets the eligibility requirements for such category.

1.2 Prerogatives: Appointees to this category may:

   1.2.1 exercise such clinical privileges as granted by the Board;

   1.2.2 vote on all matters presented by the medical staff and by the appropriate clinical service and committee(s) to which the appointee is assigned; and

   1.2.3 hold office and sit on or be the chairperson of any committee in accordance with any qualifying criteria set forth elsewhere in the medical staff Bylaws or medical staff policies.

   1.2.4 Each member of the medical staff in the active category has the right to a meeting with the MEC on matters relevant to the responsibilities of the MEC. In the event such practitioner is unable to resolve a matter of concern after working with his clinical service chief and chief of staff, that practitioner may, upon written notice to and approval of the chief of staff two (2) weeks in advance of a regular meeting, meet with the MEC to discuss the issue.

   1.2.5 Each member of the medical staff in the active category has the right to initiate a recall election of a medical staff officer by following the procedure outlined in Article IV, Section, 7 of these Bylaws, regarding removal and resignation from office.

   1.2.6 Each member of the medical staff in the active category may call a general staff meeting to discuss a matter relevant to the medical staff. Upon presentation of a petition signed by ten percent (10%) of the members of the active category, the MEC shall schedule a general staff meeting for the specific purposes addressed by the petitioners. No business other than that detailed in the petition may be transacted.

   1.2.7 Each member of the medical staff in the active category may raise a challenge to any rule
or policy established by the MEC. In the event that a rule, regulation or policy is thought to be inappropriate, any medical staff member may submit a petition signed by ten percent (10%) of the active category. When the MEC has received such petition, it will either (1) provide the petitioners with information clarifying the intent of such rule, regulation or policy, and/or (2) schedule a meeting with the petitioners to discuss the issues.

1.2.8 Each member of the medical staff in the active category may call for a clinical service meeting by presenting a petition signed by ten percent (10%) of the active members of the clinical service. Upon presentation of such a petition the clinical service chief will schedule a clinical service meeting.

1.3 Responsibilities: Appointees to this category shall:

1.3.1 participate equitably in on-call coverage of emergency services and other specialty coverage programs, and accept the responsibility for the care of unassigned or unattended patients in the Hospital, including appropriate follow-up care, as requested by the MEC, the clinical service, and section to which the member is assigned; and

1.3.2 fulfill any meeting attendance requirements as established by these Bylaws or by action of the MEC or Board.

Section 2. The Active Category without privileges

2.1 Qualifications: Appointees to this category must meet the same qualifications in section 1.1.

2.2 Prerogatives: Appointees to this category may:

2.2.1 have the ability to refer and follow patients as granted by the Board;

2.2.2 visit their patients and review medical records;

2.2.3 vote on all matters presented by the medical staff and by the appropriate clinical service and committee(s) to which the appointee is assigned; and

2.2.4 hold office and sit on or be the chairperson of any committee in accordance with any qualifying criteria set forth elsewhere in the medical staff Bylaws or medical staff policies.

2.3 Responsibilities: Appointees to this category shall:

2.3.1 fulfill any meeting attendance requirements as established by these Bylaws or by action of the MEC or Board.

Section 3. The Affiliate Category with privileges

3.1 Qualifications: The affiliate category is reserved for medical staff members who do not meet the eligibility requirements for the active category or choose not to pursue active status. All initial appointments are made to this category for a minimum of one year.

3.2 Prerogatives: Appointees to this category may:

3.2.1 exercise such clinical privileges as granted by the Board.

3.3 Responsibilities: Appointees to this category shall:
3.3.1 participate equitably in on-call coverage of emergency services and other specialty coverage programs, and accept the responsibility for the care of unassigned or unattended patients in the Hospital, including appropriate follow-up care, as requested by the MEC, the clinical service, and section to which the member is assigned; and

3.3.2 have an office or residence located closely enough to the Hospital to provide appropriate continuity of care for the privileges granted at Mercy Health Saint Mary's.

3.3.3 Fulfill any meeting attendance requirements as established by these Bylaws or by action of the MEC or Board.

Section 4. The Affiliate Category without privileges

4.1 Qualifications: The affiliate category is reserved for medical staff members who do not meet the eligibility requirements for the active category or choose not to pursue active status. All initial appointments are made to this category for a minimum of one year.

4.2 Prerogatives: Appointees to this category may:

   4.2.1 have the ability to refer and follow patients as granted by the Board; and

   4.2.2 visit their patients and review medical records.

4.3 Responsibilities: Appointees to this category shall:

   4.3.1 fulfill any meeting attendance requirements as established by these Bylaws or by action of the MEC or Board.

Section 5. Honorary Category

5.1 Qualifications: The Honorary Category is reserved for those individuals recommended by the MEC and approved by the Board. Appointment to this category is entirely discretionary and may be rescinded at any time. Appointees to the Honorary Category shall consist of those members who have retired from active practice, who are of outstanding reputation, or have provided distinguished service.

5.2 Prerogatives: Appointees to this category may:

   5.2.1 be appointed to any committee as a non-voting member, in accordance with any qualifying criteria set forth elsewhere in the medical staff Bylaws or medical staff policies.

5.3 Responsibilities:

   5.3.1 Honorary members shall have no duties or assigned responsibilities, are not required to apply for reappointment, and may not hold office.
ARTICLE V. OFFICERS OF THE MEDICAL STAFF

Section 1. Officers of the Medical Staff

1.1 Chief of Staff
1.2 Vice-Chief of Staff
1.3 Immediate Past Chief

Section 2. Qualifications of Officers

2.1 Officers must be members in good standing of the active category, have previously served in a significant leadership position on a medical staff, (e.g. clinical service chief, committee chair), indicate a willingness and ability to serve, have no pending adverse recommendations concerning medical staff appointment or clinical privileges, have a history of attendance at continuing education relating to medical staff leadership or be willing to do so during their term of office, have demonstrated an ability to work well with others, consider the ideas and interests of medical staff members beyond their own specialty, and compliance with the professional conduct policies of the Mercy Health Saint Mary's, and should have excellent administrative and communication skills. The medical staff Nominations Committee will have discretion to determine if a staff member wishing to run for office meets the qualifying criteria.

2.2 Officers may not simultaneously hold leadership positions on another health center medical staff or in a facility that is directly competing with Mercy Health Saint Mary's. Noncompliance with this requirement will result in automatic removal from office unless the Board determines that continuation in office will serve the interests of Mercy Health Saint Mary's. The Board shall have discretion to determine what constitutes a “leadership position” at another health center.

2.3 Officers may not simultaneously hold a leadership position as a clinical service line chief or any other leadership position with a vote on the Medical Executive Committee.

Section 3. Election of Officers

3.1 Every other year or at the discretion of the MEC, the MEC shall appoint a Nominations Committee chaired by the past chief of staff and comprised of at least three (3) active members of the medical staff. The committee shall offer at least one nominee for each office. Nominations must be announced, and the names of the nominees distributed to all members of the active medical staff at least thirty (30) days prior to the election.

3.2 A petition signed by at least ten percent (10%) of the appointees of the active staff may also make nominations. Such petition must be submitted to the past chief of staff at least fourteen (14) days prior to the election for placement on the ballot. The candidate nominated by petition must be confirmed by the Nominations Committee to meet the qualifications in Article IV, Section 2 before it can be placed on the ballot.

3.3 Officers shall be elected by receiving the largest number of votes, of the total votes cast by the active members of the medical staff. Only members of the active category shall be eligible to vote.

3.4 In order to serve, elected Officers of the medical staff must be ratified by the Board. In the event that the Board fails to ratify the medical staff’s selection of Officers, the matter will be referred to a joint conference consistent with Article VII of these Bylaws for further consideration and recommendation. If the Board does not approve a medical staff selection after a joint conference, the election of the Officer(s) not approved shall be null and void and the process of nominating and electing an officer for that position shall commence as set forth in Article IV of these Bylaws. The new election shall be held during a special meeting of the medical staff called by the chief of staff.
Section 4. Term of Office for Officers

4.1 All officers serve a term of two (2) years. Officers shall take office on July 1. An officer may be reelected to a position for additional terms based on a recommendation from the Nominating Committee, approval by the MEC and ratification by the Board.

Section 5. Vacancies of Office for Officers

5.1 The MEC shall fill vacancies of office during the medical staff year, except the office of the chief of staff. If there is a vacancy in the office of the chief of staff, the vice chief of staff shall serve the remainder of the term followed by their elected term.

Section 6. Duties of Officers

6.1 Chief of Staff – The chief of staff shall serve as the chair of the MEC and will fulfill duties specified in Part IV of these Bylaws (Organization and Functions).

6.2 Vice Chief of Staff – In the absence of the chief of staff, the vice chief of staff shall assume all the duties and have the authority of the chief of staff. The vice chief of staff is expected to be trained and elected to become the chief of staff as recommended by the Nominating Committee, approved by the MEC and ratified by the Board. He or she shall perform such further duties to assist the chief of staff as the chief of staff may from time to time request. The vice chief of staff will collaborate with the medical staff office in overseeing the maintenance of minutes, attend to correspondence, act as medical staff treasurer, coordinate communication within the medical staff and serve as a voting member of the Practitioners Excellence Committee.

6.3 Past Chief of Staff – This officer will serve as a consultant to the current officers of the medical staff and provide feedback to the officers regarding their performance of assigned duties on an annual basis. He or she shall perform such further duties as requested by the chief of staff. The past chief of staff shall also serve as a voting member of the MEC and the Credentials Committee, and will serve as chair of the Nominations Committee.

6.4 Officers are to serve as a voting member of the MEC, advise, support, direct and oversee the work of the medical staff pertaining to quality improvement, peer review, patient safety, error and liability reduction, medical staff development and Saint Mary's Health Center strategic and capital planning, credentialing and privileging, medical staff governance, leadership succession and communication with the medical staff and between the medical staff, senior management and the governing board. Officers are responsible for representing the needs/interests of the entire medical staff and not simply representing the preferences of their own particular clinical specialty.

Section 7. Removal and Resignation from Office

7.1 The medical staff may remove from office any officer by petition of twenty percent (20%) of the active staff members and a subsequent two-thirds (2/3) affirmative vote by ballot of the active staff and approval by the Board.

7.1.1 Automatic removal shall be for failure to conduct those responsibilities assigned within these Bylaws, failure to comply with policies and procedures of the medical staff, or for conduct or statements damaging to Mercy Health Saint Mary's, its goals, or programs, or an automatic or summary suspension of clinical privileges which lasts for more than thirty days. The existence of such failures will be determined by the Mercy Health Saint Mary's Board after consulting with the MEC.

7.2 Resignation: Any elected officer may resign at any time by giving written notice to the MEC. Such resignation takes effect on the date of receipt, when a successor is elected, or any later time specified therein.
ARTICLE VI. MEDICAL STAFF ORGANIZATION

Section 1. Organization of the Medical Staff

1.1 The medical staff of Mercy Health Saint Mary's shall be organized by clinical service. The MEC may create clinical services in order to facilitate medical staff activities. Any clinical service, if organized, shall not be required to hold regularly scheduled meetings, nor shall attendance be required. Routine minutes are not required. A written report is required only when the clinical service is making a formal report. When a clinical service is making a formal report, the report shall be submitted to the MEC documenting the specific position of the clinical service. The chief of staff and the appropriate clinical service chief will decide if the report/issue is placed on the MEC agenda and whether the clinical service chief (or designee) will attend the MEC meeting to present the report/issue and participate in the vote of the MEC on that specific report/issue.

The MEC, with approval of the Board, may designate new or dissolve current clinical services or as it determines will best meet the medical staff functions of peer review, performance improvement, patient safety, and effective credentialing and privileging.

1.2 Each clinical service shall have a chief, elected by the clinical service members, with overall responsibility for the supervision and satisfactory discharge of assigned functions as listed in Part IV: Organization and Functions.

Section 2. Qualifications, Selection, Term, and Removal of Clinical Service Chief

2.1 Each clinical service chief shall serve a term of two (2) years commencing on July 1 and is eligible to serve successive terms. All chiefs must be members of the active staff with relevant clinical privileges and certified by an appropriate specialty board or have affirmatively established comparable competence through the privilege delineation process.

2.2 Clinical service chiefs will be elected by receiving the largest number of votes, of the total votes cast by the active members of the appropriate clinical service subject to ratification by the MEC. Each clinical service shall elect candidates as specified by the MEC.

2.3 Clinical service chiefs may be removed from office by the MEC upon receipt of a recommendation of two-thirds (2/3) of the members of the appropriate clinical service, or, in the absence of such recommendation, the MEC may remove a clinical service chief on its own by a two thirds vote if any of the following occurs:

2.3.1 The clinical service chief ceases to be a member in good standing of the medical staff;

2.3.2 The clinical service chief suffers an involuntary loss or significant limitation of practice privileges; or,

2.3.3 The clinical service chief fails, in the opinion of the MEC, to demonstrate to the satisfaction of the MEC or Board that he or she is effectively carrying out the responsibilities of the position.

2.3.4 If removal is required, a new election will be held according to the established clinical service procedures.

Section 3. Assignment to Clinical Service
3.1 The MEC will, after consideration of the recommendations of the applicable clinical service chief of the appropriate clinical service, recommend the clinical service assignments for all members in accordance with their qualifications. Each member will be assigned to one primary clinical service. Each member may be assigned to any number of clinical service(s) as recommended by the clinical service chief and approved by the MEC.

ARTICLE VII. COMMITTEES

Section 1. Designation and Substitution

1.1 There shall be a MEC and such other standing and special committees as established by the MEC and enumerated in Part IV of the Bylaws (Organization and Functions). Those functions requiring participation of, rather than direct oversight by, the staff may be discharged by medical staff representation on such Mercy Health Saint Mary's committees as are established to perform such functions. The MEC and appropriate medical staff leaders may appoint ad hoc committees as necessary to address time-limited or specialized tasks.

Section 2. Medical Executive Committee

2.1 Committee Membership:

2.1.1 Composition: The MEC shall be a standing committee consisting of seventeen (17) voting members including: chief of staff, vice chief of staff, past chief of staff, the clinical service chiefs of Surgery, Medicine, Obstetrics/Gynecology, Emergency Medicine, Family Practice, Orthopedics, Radiology, Pathology, Anesthesia, Psychiatry and Pediatrics, Practitioner Excellence Committee Chair, Credentials Committee Chair and one (1) member at-large as appointed by the Chief of Staff. The President (or designee), COO, CMO, medical director of clinical quality and the vice president of patient services will serve as ex-officio members without vote. The chairperson will be the chief of staff.

2.1.2 Member removal from membership: An officer or clinical service chief who is removed from his/her position in accordance with Article IV, Section 7 above or Article V, Section 2.3 above will automatically lose his/her membership on the MEC. Other members of the MEC may be removed by a two-thirds (2/3) affirmative vote of MEC members. Where such a removal takes place, the MEC will arrange for an at-large election for a replacement to serve out the remainder of the term vacated. Such election will follow procedures established by the MEC and must take place within sixty (60) days of the removal of an MEC member.

2.2 Duties: The duties of the MEC shall be to:

2.2.1 act on the behalf of the Medical Staff between meetings of the organized Medical Staff, within the scope of its responsibilities as defined by the Medical Staff;

2.2.2 coordinate the implementation of policies adopted by the Board;

2.2.3 submit recommendations to the Board concerning all matters relating to appointment, reappointment, staff category, clinical service and as applicable, clinical service assignments, clinical privileges, and corrective action;

2.2.4 account to the Board and to the staff for the overall quality and efficiency of professional patient care services provided at Mercy Health Saint Mary's by individuals with clinical privileges and coordinate the participation of the medical staff in organizational performance improvement activities;
2.2.5 take reasonable steps to encourage professionally ethical conduct and competent clinical performance on the part of staff appointees including collegial and educational efforts and investigations, when warranted;

2.2.6 make recommendations to the Board on medico-administrative and Mercy Health Saint Mary’s management matters;

2.2.7 keep the medical staff up-to-date concerning the licensure and accreditation status of Mercy Health Saint Mary’s;

2.2.8 participate in identifying community health needs and in setting Mercy Health Saint Mary’s goals and implementing programs to meet those needs;

2.2.9 represent and act on behalf of the staff, subject to such limitations as may be imposed by these Bylaws;

2.2.10 formulate and recommend to the Board medical staff rules, policies, and procedures;

2.2.11 request evaluations of practitioners privileged through the medical staff process in instances in which there is question about an applicant or member’s ability to perform privileges requested or currently granted;

2.2.12 make recommendations concerning the structure of the medical staff, the mechanism by which medical staff membership or privileges may be terminated, and the mechanisms for fair hearing procedures;

2.2.13 consult with administration on the quality, timeliness, and appropriateness of aspects of contracts for patient care services provided to Mercy Health Saint Mary’s by entities outside Mercy Health Saint Mary’s; and

2.2.14 oversee that portion of the corporate compliance plan that pertains to the medical staff.

2.2.15 hold medical staff leaders, committees, and clinical services accountable for fulfillment of their duties and responsibilities

2.2.16 make recommendations to the medical staff for changes or amendments to the medical staff Bylaws.

2.3 Meetings: The MEC shall meet at least ten (10) times per year and more often as needed to perform its assigned functions. Permanent records of its proceedings and actions shall be maintained.

**ARTICLE VIII. MEDICAL STAFF MEETINGS**

Section 1. Meetings of the entire Medical Staff

1.1 An annual meeting of the medical staff shall be held at a time determined by the MEC. Notice of the meeting shall be given to all medical staff members via appropriate media.

1.2 Except as otherwise specified in these bylaws, the actions of a majority of the members present and voting at a meeting of the medical staff at which a quorum is present is the action of the group. Action may be taken without a meeting by the staff by presentation of the question to each member eligible to vote, in person, via telephone, and/or by mail or Internet, and their vote recorded in accordance with procedures approved by the MEC. Such vote shall be binding so long as the question that is voted on receives a majority of the votes cast.
1.3 Special Meetings of the Medical Staff

1.3.1 The chief of staff may call a special meeting of the medical staff at any time. Such request or resolution shall state the purpose of the meeting. The chief of staff shall designate the time and place of any special meeting.

1.3.2 Notice stating the time, place, and purposes of any special meeting of the medical staff shall be communicated to each member of the medical staff in accordance with Article X. Section 2.4 at least five (5) business days before the date of such meeting. No business shall be transacted at any special meeting, except that stated in the notice of such meeting.

Section 2. Regular Meetings of Medical Staff Committees and Clinical Services

2.1 Committees and clinical services may, by resolution, provide the time for holding regular meetings without notice other than such resolution.

Section 3. Special Meetings of Committees and Clinical Services

3.1 A special meeting of any committee or clinical service may be called by or at the request of the chairperson or clinical service chief thereof or by the chief of staff.

Section 4. Quorum

4.1 Medical staff general, clinical service and committee meetings: those present.

4.2 Medical Executive Committee: A quorum will exist when 50% of the members are present.

Section 5. Attendance Requirements

5.1 Members of the medical staff are encouraged to attend meetings of the medical staff.

5.1.1 MEC, Credentials Committee, and Practitioner Excellence Committee meetings: Members of these committees are expected to attend at least fifty percent (50%) of the meetings held.

5.1.2 Special meeting attendance requirements: Whenever suspected deviation from standard clinical or professional practice is identified, the chief of staff, the applicable clinical service chief or committee chair, chief quality officer, or vice president medical affairs may require the practitioner to confer with him/her or with a standing or ad hoc committee that is considering the matter. The practitioner will be given special notice of the conference at least five (5) days prior to the conference, including the date, time, place, a statement of the issue involved and that the practitioner’s appearance is mandatory. Failure of the practitioner to appear at any such conference after two notices, unless excused by the MEC upon showing good cause, will result in an automatic termination of membership. Such termination will not give rise to a fair hearing, but will automatically be rescinded upon the practitioner’s participation in the previously referenced conference.

5.1.3 Nothing in the foregoing paragraph shall preclude the initiation of precautionary restriction or suspension of clinical privileges as outlined in Part II of these Bylaws (Investigations, Corrective Action, Hearing and Appeal Plan).

Section 6. Participation by the President

6.1 The President or any representative assigned by the President may attend any committee or clinical service meetings of the medical staff.
Section 7. Robert’s Rules of Order

7.1 Medical staff and committee meetings shall be run in a manner determined by the individual who is the chair of the meeting. When parliamentary procedure is needed, as determined by the chair or evidenced by a majority vote of those attending the meeting, the latest edition of Robert’s Rules of Order shall determine procedure except that the chairperson of any meeting may vote.

Section 8. Notice of Meetings

8.1 Written notice stating the place, day, and hour of any special meeting or of any regular meeting not held pursuant to resolution shall be delivered or sent to each member of the clinical service or committee not less than two (2) days before the time of such meeting by the person or persons calling the meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting.

Section 9. Action of Committee or Clinical Service

9.1 The recommendation of a majority of its members present at a meeting at which a quorum is present shall be the action of a committee, or clinical service. Such recommendation will then be forwarded to the MEC for action.

Section 10. Rights of Ex-Officio Members

10.1 Except as otherwise provided in these bylaws, persons serving as ex officio members of a committee shall have all rights and privileges of regular members thereof, except that they shall not vote or be counted in determining the existence of a quorum.

Section 11. Minutes

11.1 Minutes of each regular and special meeting of a committee or clinical service shall be prepared and shall include a record of the attendance of members and the vote taken on each matter. The presiding officer shall sign the minutes and copies thereof shall be submitted to the MEC or other designated committee. A permanent file of the minutes of each meeting and corresponding documents shall be maintained.

Article IX: CONFLICT RESOLUTION

Section 1. Conflict Resolution

1.1 In the event the Board acts in a manner contrary to a recommendation by the MEC the matter may (at the request of the MEC) be submitted for a joint conference composed of the officers of the medical staff and an equal number of members of the Board for review and recommendation to the full Board. The committee will submit its recommendation to the Board within thirty (30) days of its meeting.

1.2 The chairperson of the Board or the chief of staff may call for a joint conference as described above at any time and for any reason in order to seek direct input from the medical staff leaders, clarify any issue, or relay information directly to medical staff leaders.
1.3 A Joint Conference is a Medical Staff-Hospital body that may be convened as needed to address specific issues related to the Hospital, including conflicts between the Medical Staff and Chief Executive Officer and/or Board. A Joint Conference shall be composed of equal representation from the Board and the Medical Staff. The Medical Staff shall be represented by the Chief of Staff and additional Members designated by the MEC, to include at least one non-MEC member.

### Article X. REVIEW, REVISION, ADOPTION, AND AMENDMENT

#### Section 1. Medical Staff Policies

1.1 The MEC, as delegated by the Medical Staff, may adopt, change and repeal Medical Staff policies consistent with these Bylaws, as it may from time to time deem advisable for the proper conduct of the work of the Medical Staff. Such policies shall not be inconsistent with the bylaws of the Medical Staff or Hospital. The procedures for giving notice of proposed Medical Staff policies and amendments thereto shall be addressed in a Medical Staff policy.

1.2 The MEC, as delegated by the Medical Staff, shall have the power to adopt such amendments to the Medical Staff policies as are, in the committee's judgment, the following: technical modifications or clarifications, reorganization or renumbering, or amendments needed because of punctuation, spelling, or other errors of grammar or expression or inaccurate cross references. The action to amend may be made by motion and acted upon in the same manner as any other motion before the MEC subject to final approval by the MEC.

1.3 The Medical Staff may propose to amend, modify or repeal the policies or sections thereof, by a petition signed by twenty percent (20%) of the members of the Active staff with privileges.

1.3.1 Such proposal shall first be communicated to the MEC for consideration and review. The MEC shall have the opportunity to comment on the proposal and submit an alternative proposal to the Medical Staff for consideration.

1.3.2 Such amendments will be discussed at the next regularly scheduled General Medical Staff meeting and will require, by secret ballot of the Active staff with privileges, one third (1/3) of the ballots to be returned and two thirds (2/3) of the ballots to be in favor of the proposed amendment, subject to approval by the Board.

1.3.3 In cases of a documented need for an urgent amendment to policies or rules and regulations necessary to comply with law or regulation, there is a process by which the MEC, as delegated to do so by the voting members of the organized medical staff, may provisionally adopt and the governing body may provisionally approve an urgent amendment without prior notification of the medical staff. In such cases, the medical staff will be immediately notified by the MEC. The medical staff will have ten (10) business days for the opportunity to retrospectively review and comment on the provisional amendment. If there is no conflict between the organized medical staff and the MEC, the provisional amendment stands. If there is a conflict over the provisional amendment, the process for resolving conflict between the General Medical Staff and the MEC will be implemented. If necessary, a revised amendment will be then submitted to the governing body for action.

#### Section 2. Medical Staff Bylaws, Parts I, II, III, and IV

2.1 The Medical Staff shall have the initial responsibility and authority to formulate, adopt and recommend Medical Staff Bylaws and amendments, which shall be effective when approved by the Board. Neither the Medical Staff nor the Board may unilaterally amend these Bylaws.
2.1.1 As a delegated function, the MEC shall periodically review and amend these Bylaws as necessary to reflect the Hospital's current practices with respect to the Medical Staff organizations and functions and as required by law, regulation, and accreditation requirements.

2.1.2 Amendments to the Bylaws may be proposed by (a) a petition signed by at least twenty (20%) of the Active staff with privileges and submitted to the Chief of Staff, (b) a majority vote of the MEC, or (c) a majority vote of the Board. If the amendment is proposed by petition, the MEC shall review and provide its recommendation regarding the proposed amendment for consideration by the Medical Staff prior to submission for a vote. If the amendment is proposed by majority vote of the MEC or the Board, the Medical Staff shall have the opportunity to comment on the proposal and submit an alternative proposal to the MEC and Board for consideration.

2.2 The bylaws may be adopted, amended, or repealed by the following combined actions:

2.2.1 Affirmative vote of a majority of the members of the Active Staff with privileges present and voting at a General Medical Staff meeting, provided that at least fourteen (14) days written notice accompanied by the proposed Bylaws and/or amendments, has been given; and

2.2.2 Approval of the Board. If approval is withheld, the reason for doing so shall be specified by the Board in writing, and shall be forwarded to the Chief of Staff and MEC, and communicated to the General Medical Staff through normal communication channels.

2.2.3 If the Medical Staff or MEC determines the adoption, amendment, or repeal to be time sensitive and require action prior to the next regularly scheduled General Medical Staff meeting, voting may be accomplished electronically or by whatever means the MEC determines to be practical under the circumstances.

2.3 Acceptance of Principles

2.3.1 All members of any class or category, by application to this medical staff, or those by application for clinical privileges only, do hereby agree to be bound by the provisions of these Medical Staff Bylaws and policies, which are available to each member on initial application for the duration of affiliation, including communications of each amendment.

2.4 Notices

2.4.1 Except where specific notice provisions otherwise provide, any and all notices, requests, and other communications required or permitted to be served on or given to an applicant or member, shall be made electronically to the email address as it appears in the records of the Medical Staff Office. Additional communications may be made through Hospital publications, office facsimile, US Postal Service, or other methods as deemed appropriate by the MEC.

2.5 Voting

Voting may be accomplished electronically or by whatever means the MEC determines to be practical under the circumstances.
Section 3. Adoption and Approval

Adopted by:

_____________________________    _______________________
Chief of Staff                      Date

_____________________________    _______________________
President, Mercy Health Saint Mary's Date

_____________________________    _______________________
Chairperson, Board                 Date

This electronic version is the official document as adopted and approved by the Chief of Staff, Chief Executive Officer, and Chairperson of the Board.