

JOINT BYLAWS

OF THE

**MEDICAL STAFF OF MEMORIAL REGIONAL HOSPITAL,
MEMORIAL REGIONAL HOSPITAL SOUTH, AND
JOE DIMAGGIO CHILDREN'S HOSPITAL**

AND

THE MEDICAL STAFF OF MEMORIAL HOSPITAL PEMBROKE

AND

THE MEDICAL STAFF OF MEMORIAL HOSPITAL MIRAMAR

AND

THE MEDICAL STAFF OF MEMORIAL HOSPITAL WEST

OF THE

**SOUTH BROWARD HOSPITAL DISTRICT
dba
MEMORIAL HEALTHCARE SYSTEM
HOLLYWOOD, FLORIDA**

Joint Bylaws of the Medical Staffs of Memorial Regional Hospital and Joe DiMaggio Children's Hospital, Memorial Hospital Pembroke, Memorial Hospital Miramar, and Memorial Hospital West
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PREAMBLE

WHEREAS, Memorial Regional Hospital, Memorial Regional Hospital South, Joe DiMaggio Children's Hospital, Memorial Hospital Pembroke, Memorial Hospital Miramar, and Memorial Hospital West are Hospitals of the South Broward Hospital District, a special tax district, organized under the laws of the State of Florida; and

WHEREAS, their purpose is to serve as general hospitals providing patient care, education and research; and

WHEREAS, it is recognized that the organized Medical Staffs of Memorial Regional Hospital, Memorial Regional Hospital South, and Joe DiMaggio Children's Hospital; Memorial Hospital Pembroke; Memorial Hospital Miramar; and Memorial Hospital West, and the Board collaborate and develop Medical Staff Bylaws, Rules and Regulations, and policies that do not conflict. The organized Medical Staffs are responsible for enforcing and complying with the Medical Staff Bylaws to enhance the quality and safety of care, treatment, and services provided in the respective Hospitals, subject to the ultimate authority of the Board, and that the cooperative efforts of the Medical Staffs, the Hospital Administrators, the Chief Executive Officer and the Board are necessary to fulfill each Hospitals' obligations to its patients; and

WHEREAS, neither the Board, nor any Medical Staff, may unilaterally amend or repeal these Bylaws.

THEREFORE, the practitioners practicing in the Hospitals hereby organize themselves into Medical Staffs in conformity with these Bylaws.

DEFINITIONS

- (1) The term “Administrator” means the individual appointed by the CEO to act on his or her behalf in the overall management of the respective Hospital. The term “Administrator” unless otherwise noted, means the Administrator of the applicable Hospital, as required by the context.
- (2) The term “Allied Health Professional” (“AHP”) is defined as an individual, who is not a physician, dentist, oral maxillofacial surgeon, podiatrist, or psychologist, and provides direct patient care services in the Hospital under a defined degree of supervision, exercising judgment within the areas of documented professional competence and consistent with applicable law and are either employed by the Memorial Healthcare System, are employed by a contract group, or who provide services at the request of a Medical Staff physician and who are granted clinical privileges in accordance with these Bylaws, Rules and Regulations, and applicable policies. AHPs are designated by the Board to be credentialed through the Medical Staff system and are granted clinical privileges as defined in these Bylaws. AHPs are not eligible for Medical Staff membership. The Board shall determine the categories of individuals eligible for clinical privileges as an AHP which may be outlined in the Medical Staff Policies and Procedures.
- (3) The term “alternative to corrective action” is defined as action that does not meet the definition of “corrective action” as that term is defined below. The term “alternative to corrective action” includes, but is not limited to: (1) informal discussions or formal meetings regarding the concerns raised about conduct or performance; (2) written letters of guidance, reprimand or warning regarding the concerns about conduct or performance; (3) notification that future conduct or performance shall be closely monitored and notification of expectations for improvement; (4) suggestions that the individual seek continuing education, consultations, or other assistance in improving performance or interactions with others; (5) warnings regarding the potential consequences of failure to improve conduct or performance; (6) recommendations to seek assistance for an impairment, as provided in these Bylaws; the Medical Staff Rules and Regulations, or policies and procedures of the Medical Staff or the Hospital; and (7) any other appropriate performance improvement plan or recommendation that does not constitute a reduction, termination, or suspension in Medical Staff membership and/or clinical privileges.
- (4) The term “assigned patient” means a patient who has presented himself or herself at a Hospital, without an attending practitioner who is a member of the Medical Staff, and who is therefore assigned to a Medical Staff member of the appropriate Department. Such assignment shall be made in accordance with a predetermined order of rotation or in such other manner as may be determined by the Hospital to meet patient needs. The Medical Staff member then becomes the patient’s attending practitioner for this particular episode of medical care.
- (5) The term “Board” means the Board of Commissioners of the South Broward Hospital

District which constitutes the Hospitals' governing body.

- (6) The term "Chief Executive Officer" or "CEO" means the individual appointed by the Board to act on its behalf as the CEO in the overall management of the District.
- (7) The term "Clinical Privileges/Privileges" means the permission granted by the Board to appropriately licensed individuals to render specifically delineated professional, diagnostic, therapeutic, medical, surgical, dental, or podiatry services with the approval of the Board.
- (8) A "Contract Practitioner" is a practitioner providing care, items, or services to Hospital patients through a contract or other arrangement with the Hospital. These Bylaws govern a practitioner's membership and/or privileges only and have no impact on any other arrangement, contract, or relationship for the provision of care, items, or services between a practitioner and the Hospital. In the event of a dispute between the terms of any contract and these Bylaws, the terms of the applicable contract will supersede these Bylaws.
- (9) The term "Corrective Action" means a (1) reduction, suspension, or revocation of a Practitioner's clinical privileges; or (2) suspension or revocation of a practitioner's Medical Staff membership.
- (10) A "Department" is a clinical grouping of members of the Medical Staff in accordance with their specialty or major practice interest, as specified in these Bylaws.
- (11) The term "Disruptive Conduct" includes, but is not limited to, the following: attacks (verbal or physical) leveled at other practitioners, System or Hospital personnel, volunteers, patients, or family which are personal, irrelevant, or go beyond the bounds of reasonable professional conduct; impugning the quality of care, or attacking particular physicians, practitioners, Hospital or System staff, or System or Hospital policies, which may include, but should not be limited to, impertinent and inappropriate comments (or illustrations) made in patient medical records or other official documents; non-constructive criticism addressed to another individual in such a way as to intimidate, undermine confidence, belittle, imply stupidity, or imply incompetence; harassment or any conduct prohibited by Memorial Healthcare System's Board Policy Statement titled "Anti-Harassment"; use of racial, ethnic, sexual, or religious terms in a manner intended to insult, intimidate, disparage, or belittle; or conduct or behavior that interferes with the ability of an individual or group to work, perform, or achieve desired quality goals, which may include, but not be limited to, lack of response to phone calls and emails.
- (12) The term "District" means the South Broward Hospital District and all its component parts. The terms "District," "Healthcare System," and "System" shall have the same meaning.
- (13) The term "Executive Committee" means the Executive Committee of each Medical Staff,

unless specific reference is made to the executive committee of the Board.

- (14) The term "Ex Officio" means service as a member of a body by virtue of an office or position held, and unless otherwise expressly provided, means without voting rights.
- (15) The term "Healthcare System" or "System" means the Memorial Healthcare System and all its component parts. The terms "District," "Healthcare System," and "System" shall have the same meaning.
- (16) The term "Hospital" unless otherwise noted, means Joe DiMaggio Children's Hospital, Memorial Regional Hospital, Memorial Regional Hospital South, Memorial Hospital Pembroke, Memorial Hospital Miramar, or Memorial Hospital West as required by context.

The term "Memorial Regional Hospital" means all portions of the hospital facility located at 3501 Johnson Street, Hollywood, Florida. All references to Memorial Regional Hospital shall include Joe DiMaggio Children's Hospital and Memorial Regional Hospital South, unless specifically stated otherwise. There are two (2) divisions of Memorial Regional Hospital's Medical Staff: Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division. All references to "Memorial Regional Hospital Division" shall include the Medical Staff members of and those who have privileges at Memorial Regional Hospital and Memorial Regional Hospital South, but not Joe DiMaggio Children's Hospital, unless specifically stated otherwise.

The term "Joe DiMaggio Children's Hospital" means all portions of the hospital facility located at 1005 Joe DiMaggio Drive, Hollywood, Florida. All references to "Joe DiMaggio Children's Hospital Division" shall include the Medical Staff members of and those who have privileges at Joe DiMaggio Children's Hospital.

The term "Memorial Regional Hospital South" means all portions of the hospital facility located at 3600 Washington Street, Hollywood, Florida.

The term "Memorial Hospital Pembroke" means all portions of the hospital facility located at 7800 Sheridan Street, Pembroke Pines, Florida.

The term "Memorial Hospital Miramar" means all portions of the hospital facility located at 1901 Southwest 172 Avenue, Miramar, Florida.

The term "Memorial Hospital West" means all portions of the hospital facility located at 703 North Flamingo Road, Pembroke Pines, Florida.

- (17) The term "Medical Staff" means all doctors of medicine, doctors of osteopathy, oral maxillofacial surgeons, dentists, podiatrists, and psychologists who are privileged to attend patients in the Hospital and shall refer to the Medical Staff of the applicable Hospital, as

required by context.

The organized Medical Staff is self-governing and accountable to the Board that operates under a set of Bylaws, Rules and Regulations, and Policies and Procedures developed by the voting members of the organized Medical Staff and approved by the Board.

- (18) "Notice" is defined as delivery via certified mail, return receipt requested; delivery via a commercial carrier, with confirmation of delivery; hand delivery; or delivery by some other reasonable means that ensures confirmation of receipt of delivery, unless Notice is otherwise defined herein.
- (19) The term "Pediatric Patient" generally means a patient who is seventeen (17) years of age or younger, with such exceptions as required to properly care for the patient in accord with the appropriate standard of care.
- (20) The term "physician" means an appropriately licensed doctor of medicine (M.D.) or doctor of osteopathy (D.O.).
- (21) The term "practitioner" means an appropriately licensed doctor of medicine (M.D.); doctor of osteopathy (D.O.); doctor of dentistry (D.D.S.), oral maxillofacial surgery (D.D.S., D.M.D.); doctor of podiatry (D.P.M.); psychologist (Ph.D. or Psy.D.); or any allied health professional, as defined herein.
- (22) "Rules and Regulations" means the Rules and Regulations of the Medical Staff, as initially adopted by the Medical Staff and the Board and thereafter amended in accordance with these Bylaws. .
- (23) "Telemedicine" is defined as the use of medical information exchanged from one site to another via electronic communications for the health and education of the patient or health care provider and for the purpose of providing patient care, treatment, and services.
- (24) In computing any period of "Time" prescribed or allowed by these Bylaws, or by any rule of the Medical Staff or its Departments or Sections, the day of the act or event from which the designated period of time begins to run is not to be included. The last day of the period so computed shall be counted, unless it is a Saturday, Sunday, or a legal holiday, in which event the period shall run until the end of the next business day. When the period of time prescribed or allowed is seven (7) days or less, intermediate Saturdays, Sundays, and legal holidays shall be excluded in the computation. If the period of time is more than seven (7) days, all computed days shall be calendar days unless the last day is a Saturday, Sunday, or legal holiday.
- (25) A "Section" is a clinical sub-grouping of members of a Medical Staff Department in accordance with their subspecialty or specialized practice interest, as specified in these

Bylaws.

- (26) The term "Sexual Harassment" is defined as unwelcome sexual advances or requests for sexual favors in conjunction with employment decisions, or verbal or physical conduct of a sexual nature that interferes with an individual's work performance or creates an intimidating, hostile, or offensive work environment.

ARTICLE 1: NAME

The name of the organizations created hereunder shall be the Medical Staff of Memorial Regional Hospital of the South Broward Hospital District, and Memorial Hospital South of the South Broward Hospital District, and Joe DiMaggio Children's Hospital of the South Broward Hospital District ; the Medical Staff of Memorial Hospital Pembroke of the South Broward Hospital District; the Medical Staff of Memorial Hospital Miramar of the South Broward Hospital District; and the Medical Staff of Memorial Hospital West of the South Broward Hospital District.

It is recognized that the Medical Staffs of Memorial Regional Hospital, Memorial Hospital South, and Joe DiMaggio Children's Hospital operate as one, unified Medical Staff; they share common structures and functions as identified in these Bylaws. All other Medical Staffs of the Memorial Healthcare System are separate and distinct and operate independently.

ARTICLE 2: PURPOSES AND RESPONSIBILITIES

The purposes of the Medical Staff of each Hospital are:

- (1) To make a reasonable effort to ensure that all Hospital patients shall receive a uniform standard of quality care, treatment and service;
- (2) To make a reasonable effort to ensure an appropriate level of professional performance by all practitioners who practice in the Hospital, through the delineation of clinical privileges that each practitioner may exercise in the Hospital and through an ongoing review and evaluation of each practitioner's performance within the Hospital;
- (3) To provide an educational setting that will maintain scientific standards that will lead to advancement in professional knowledge and skill;
- (4) To initiate and maintain rules and regulations and policies for self-government of the Medical Staff; and
- (5) To provide a mechanism to the Medical Staff, the Administrator, the CEO, and the Board for resolving issues concerning the Medical Staff and the Hospital.

ARTICLE 3: CATEGORIES OF THE MEDICAL STAFF

Sect. 3.1 The Medical Staff

The Medical Staff shall be divided into active, consulting, community affiliate, and honorary and honorary emeritus categories. Only physicians, oral maxillofacial surgeons, dentists, podiatrists, and psychologists shall be eligible to become members of the Medical Staff. AHPs are not eligible to become members of the Medical Staff.

Sect. 3.2 The Active Staff

- A. Members of the active staff shall be appointed to a specific Department, shall admit and treat private and assigned patients according to their clinical privileges as delineated at the time of their appointment and as appropriately modified thereafter, and according to the Rules and Regulations of their Department/Section. Active staff members shall be eligible to vote and are encouraged to attend Medical Staff meetings, Department, and committee meetings.
- B. Dentists may become members of the active staff so long as they meet the requirements set forth in the Medical Staff Rules and Regulations.
- C. Podiatrists may become members of the active staff so long as they meet the requirements set forth in the Medical Staff Rules and Regulations.
- D. Psychologists may become members of the active staff so long as they meet the requirements set forth in the Medical Staff Rules and Regulations.
- E. Primary care practitioners (internists, family practitioner, and primary care pediatricians) who do not meet the education and training requirements in Section 4.2.D may become members of the active staff without admitting privileges; provided; however, they meet any requirements that may be set forth in the Medical Staff Rules and Regulation or Medical Staff Policies and Procedures. Further, the Medical Staff, in accordance with these Bylaws, may adopt additional Rules and Regulations or Policies and Procedures to allow certain category of primary care practitioners who meet specific training and education requirements to have admitting privileges.

Sect. 3.3 The Consulting Staff

- A. The consulting staff consists of Medical Staff members in the southeast Florida area who fulfill all the requirements of Section 4.2, with the

exception of Section 4.2.G regarding office and residence requirements. Consulting staff members are not required to meet the minimum patient encounter requirements in Section 5.3.E

Consulting staff members must have special skills that are not available among the members of the active Medical Staff, or are available in such small numbers of active staff members that an adequate free choice is not available. The Department in which the individual seeks consulting staff membership and privileges, with the approval of the Credentials Committee and Executive Committee, or the applicable Advisory Council if the practitioner is an active staff member at Memorial Regional Hospital Division or Joe DiMaggio Children's Hospital Division, will determine adequate free choice. Privileges extended to members of the consulting medical staff must be limited to the special skill that qualified the individual for consulting staff membership. When the Department determines that an adequate number of practitioners become available in the particular specialty on the active Medical Staff, the consulting staff member must seek appointment to the active staff or be dropped from the Medical Staff. Consulting staff members who are removed from the Medical Staff for failure to seek appointment as an active staff member will not be entitled to the procedural rights described in Article 8, unless they seek membership on the active Medical Staff and are subsequently denied privileges.

- B. All consulting staff members must co-admit patients with a member of the active Medical Staff, and such active staff member will be considered the admitting physician for the patient's medical management.
- C. Consulting staff members cannot hold office and shall not be required to serve on committees, attend Medical Staff meetings, participate in emergency rooms staffing or in treating assigned patients; however, they are encouraged to attend all Medical Staff meetings. They shall have no voting privileges.

Sect 3. 4

The Community Affiliate Staff

- A. Community affiliate staff members are those active members of the Medical Staff who maintain an office practice and wish to remain affiliated with the hospitals in which the staff member currently has privileges and is in good standing, but do not admit patients or perform inpatient procedures.
- B. The community affiliate staff consists of active Medical Staff members who fulfill all the requirements of Section 4.2, with the exception of Section 4.2(G). Community affiliate staff members are not required to meet the minimum patient encounter requirements in Section 5.3.E.

- C. Community affiliate staff members shall maintain a role in the management of his or her patient, which shall be limited to the following: evaluating and advising on the care of the patient. The community affiliate staff member will have read only access to medical records.
- D. Community affiliate staff members shall not be eligible to admit patients, write orders, vote, hold office, or serve on standing committees. Community affiliate staff members shall be required to pay Medical Staff dues.
- E. Community affiliate staff members who wish to return to the Active staff category must satisfy the requirements of Section 3.2 and Articles 4, 5 and 6 as applicable.

Sect. 3.5 The Honorary and Honorary Emeritus Medical Staff

- A. The honorary and honorary emeritus medical staff shall consist of those retired/resigned Medical Staff members who meet the requirements set forth in the Medical Staff Policies and Procedures.
- B. Members of the honorary and honorary emeritus staff shall not be eligible to admit patients, to vote, to hold office, or to serve on standing committees, and shall not be required to pay Medical Staff dues.

Sect. 3.6 Change in Staff Category

Pursuant to a request by the Medical Staff member, upon a recommendation by the Credentials Committee, or pursuant to its own action, the Executive Committee, or Advisory Council in the case of the Memorial Regional Hospital Division or Joe DiMaggio Children's Hospital Division, may recommend a change in the Medical Staff category of a member consistent with the requirements of the Bylaws. The Board shall approve any change in staff category. A Medical Staff member who seeks a change in Medical Staff status or modification of clinical privileges may submit such a request at any time, except that such application may not be filed within six (6) months of the time a similar request has been denied on the basis of a disciplinary action.

Sect. 3.7 Medical Students, Interns, Residents, and Fellows

- A. The terms, "medical students," "interns," "residents," and "fellows" as used in these Bylaws, refer to practitioners who, as part of their educational program, will provide health care services at a Hospital. Any medical student, intern, resident, or fellow shall not be eligible for clinical privileges or Medical Staff membership, and shall not be entitled to any of the rights or privileges set forth in the Medical Staff Bylaws, Rules and Regulations, or Policies and Procedures, or to the hearing or appeal rights under Article

8 of these Bylaws. All undergraduate and graduate medical education programs and affiliation agreements and programs must be approved by the Graduate Medical Education Committee and Board of Commissioners.

- B. Medical students, interns, residents, and fellows shall abide by all provisions of the Medical Staff Bylaws, Rules and Regulations, and Hospital and Medical Staff Policies and Procedures. A medical student, intern, resident, and fellow shall be responsible and accountable at all times to an active member of the Medical Staff, and shall be under the supervision and direction of a member of the Medical Staff.
- C. Medical students, interns, residents, and fellows cannot hold office and shall not be required to serve on committees, attend Medical Staff meetings. They shall have no voting privileges.
- D. Medical students, interns, residents, and fellows are not entitled to the hearing and appeal rights set forth in Article 8 of these Bylaws.

Sect. 3.8

Allied Health Professionals

- A. The term "Allied Health Professional" ("AHP") is defined as an individual, who is not a physician, dentist, oral maxillofacial surgeon, podiatrist, or psychologist, who provides direct patient care services in the Hospital under a defined degree of supervision, exercising judgment within the areas of documented professional competence and consistent with applicable law and are either employed by the Memorial Healthcare System, are employed by a contract group, or who provide services at the request of a Medical Staff physician and who are granted clinical privileges. AHPs are designated by the Board to be credentialed through the Medical Staff system and are granted clinical privileges as defined in these Bylaws. AHPs are not eligible for Medical Staff membership and may not admit patients. Each AHP shall discharge the basic obligations of active staff membership as required in these Bylaws; and abide by these Bylaws, the Rules and Regulations, and all other rules, policies and procedures, guidelines, and other requirements of the Medical Staff and the Hospital, as applicable to his or her activities. The Board shall determine the categories of individuals eligible for clinical privileges as an AHP which may be outlined in the Medical Staff Policies and Procedures.
- B. As permitted by state law, AHPs shall be responsible and accountable at all times to a member of the Medical Staff, and shall be under the member's supervision and direction.

- C. AHPs shall not be eligible to vote, hold office within the Medical Staff organization, or serve on any committees. An AHP may attend Medical Staff, Department, or committee meetings, if invited.
- D. AHPs are entitled to the hearing and appeal rights set forth in Article 8 of these Bylaws, except for "house physicians," which shall follow the process set forth in any policy and procedure developed by the Graduate Medical Education Committee.
- E. Allied Health Professionals seeking Allied Health clinical privileges must meet applicable board certification criteria as outlined in the Medical Staff Rules and Regulations and Policies and Procedures.

Sect. 3.9 Telemedicine Staff

The telemedicine staff shall consist of practitioners who wish to solely provide clinical services via telemedicine, as defined in these Bylaws, in prescribing, rendering a diagnosis, or otherwise providing clinical treatment to a patient, without clinical supervision or direction from a Medical Staff member, and shall be required to apply for and be granted clinical privileges for these services as provided in the Medical Staff Bylaws, and Policies and Procedures.

Sect. 3.10 Medical-Administrative Officers

- A. A Medical-Administrative officer is a practitioner who is employed by or contracts with the Hospital on a full-time basis, or otherwise serves pursuant to a contract or other arrangement, in a capacity that includes full-time administrative responsibilities and where the practitioner does not provide clinical services on a regular basis, provides clinical services on an intermittent basis, or is not awarded clinical privileges. All individuals in administrative positions who desire Medical Staff membership or clinical privileges shall be subject to the same procedures as all other applicants for membership or privileges and shall be subject to the same obligations of staff membership or clinical privileges, as outlined in these Bylaws. Additional requirements for employment or a contractual agreement may be imposed and the terms of employment or any contractual arrangement will govern and supersede these Bylaws. In the event there is a conflict between the terms of the contract and these Bylaws, the terms of the contract shall control. Medical-Administrative officers shall have no departmental voting rights, regardless of whether the Medical-Administrative officer is awarded clinical privileges.

Sect. 3.11 Practitioners Providing Professional Services by Contract or Other Arrangement

- A. A "Contract Practitioner" is a practitioner providing care, items, or services to Hospital patients through a contract or other arrangement with the Hospital. These Bylaws govern a practitioner's membership and/or privileges only and have no impact on any other arrangement, contract, or relationship for the provision of care, items, or services between a practitioner and the Hospital. Contract Practitioners providing clinical services shall be subject to the same procedures as all other applicants for membership or privileges and shall be subject to the same obligations of Medical Staff membership or clinical privileges, as outlined in these Bylaws. Additional requirements for employment and/or a contractual agreement may be imposed upon a Contract Practitioner and the terms of employment or any contractual arrangement will govern and supersede these Bylaws. In the event there is a conflict between the terms of the contract and these Bylaws, the terms of the contract shall control. Contract Practitioners must abide by all Hospital, Medical Staff, and Board Policies and Procedures.

ARTICLE 4: MEMBERSHIP

Sect. 4.1 Nature of Medical Staff Membership

Membership on the Medical Staffs of any Hospital is a privilege, which shall be extended only to professionally competent physicians, oral maxillofacial surgeons, dentists, podiatrists, and psychologists who continue to meet the qualifications, standards, and requirements of these Bylaws.

In granting staff appointment and/or clinical privileges, neither the District nor any Hospital nor any Medical Staff will discriminate in accordance with applicable law or on the basis of ancestry, race, color, gender, national origin, sexual orientation, age, disability, sex, pregnancy, religion, veteran status, military service, marital status, genetic information, or any other status specifically protected by all applicable laws.

Sect. 4.2 Qualifications for Membership

Only practitioners with the following qualifications shall be eligible for membership on the Medical Staff:

- A. A physician must be a graduate of a medical or osteopathic school recognized by the State of Florida, a dentist must be a graduate of a dental school recognized by the State of Florida, a podiatrist must be a graduate of a podiatric school recognized by the State of Florida, and a psychologist must have a Ph.D. or Psy.D. degree in clinical psychology from an accredited American Psychological Association program with a one (1) year internship.
- B. A physician must have a valid current license to practice as a doctor of medicine (M.D.), or doctor of osteopathic medicine (D.O.) in the State of Florida. A dentist must have a license to practice as a dentist (D.D.S. or D.M.D.) in the State of Florida. A podiatrist must have a license to practice as podiatrist (D.P.M.) in the State of Florida. A psychologist must be appropriately licensed by the State of Florida pursuant to Chapter 490, Fla.Stat.
- C. Practitioners desiring Medical Staff membership must meet applicable board certification criteria as outlined in the Medical Staff Rules and Regulations and Policies and Procedures.
- D. New applicants desiring active staff membership with admitting privileges or procedure privileges who have not had hospital experience or procedure experience in a CMS, Joint Commission, National Committee for Quality

Assurance (NCQA), Healthcare Facilities Accreditation Program (HFAP), Det Norske Veritas (DNV), Commission on Accreditation of Rehabilitation Facilities (CARF), or Utilization Review Accreditation Commission (URAC) accredited facility in the preceding twelve (12) month period prior to the applicant's request for such privileges are required to obtain formal training from a recognized training program accredited by the Accreditation Council for Graduate Medical Education and subsequently obtain written documentation from the training program director that indicates that the applicant is currently competent to perform the privileges specifically requested. Primary care practitioners (internists, family practitioner, and primary care pediatricians) seeking active staff privileges are exempt from this requirement; however, such primary care practitioners will be ineligible to hold admitting privileges unless such primary care practitioner has completed additional training and education as may be outlined in the Rules and Regulation and/or Policies and Procedures.

- E. A practitioner must be able to establish and demonstrate on an on-going basis, through the peer review process, his or her background, experience, training and demonstrated competence, his or her adherence to the ethics of his or her profession, his or her good reputation, his or her ability to work compatibly and efficiently with others, and his or her mental and physical health status in order that the Medical Staff and the Board will be assured that patients will be given high-quality medical care while being treated at the Hospital. The practitioner may be required to undergo testing to ensure that he or she is free from any mental or physical impairment necessary to perform the clinical privileges awarded. In the event any mental or physical impairment exists, the Hospital will follow all applicable laws, rules, and regulations
- F. A practitioner must provide on an on-going basis any information regarding professional liability lawsuits, settlements, and judgments as may be required by the Hospital throughout the credentialing process and appointment term. A practitioner also has an affirmative duty to update and supply all information related to the practitioner's application, reapplication, and/or credentialing information maintained by the Hospital and Medical Staff Services throughout the credentialing and recredentialing processes and throughout the practitioner's appointment term. This would include, but not be limited to, arrests, pending criminal cases, and criminal convictions (including misdemeanors, felonies, and pleas of guilty, no contest, *nolo contendere*, or an adjudication withheld). A practitioner must provide such information as soon as reasonably practical, but no later than thirty (30) days after any such occurrence.
- G. All practitioners must maintain a bona fide residence and primary office for

practice ("primary" being defined as the office where the practitioner spends seventy-five percent (75%) of his or her office hours each week) within a reasonable travel time to the Hospital that ensures availability, as defined by the Medical Staff through its Policies and Procedures. The Medical Staff may determine exceptions at its discretion, which may be enumerated in these Bylaws or through the Policies and Procedures of the Medical Staff. In order to provide on call emergency services or participate in on call emergency coverage, a practitioner must maintain a location while providing call coverage to respond onsite to the Hospital within thirty (30) minutes.

- H. A practitioner must be able to demonstrate the ability to work cooperatively with others and to treat others with respect. Evidence of ability to display appropriate conduct and behavior shall include, but shall not be limited to, responses to related questions provided in information from training programs, peers, and other facility affiliations.
- I. Each practitioner shall agree to abide by the Principles of Medical Ethics of the American Medical Association, the American Osteopathic Association, the Code of Ethics of the American Dental Association, the Code of Ethics of the American Podiatry Association, or the ethical standards governing the practitioner's practice if it is not listed herein.
- J. Each practitioner shall possess the ability to perform the clinical privileges requested. In the event that the applicant has a physical or mental impairment that adversely affects his or her ability to practice within the clinical privileges requested, the applicant shall notify the Chief Medical Officer. Upon receipt of such notification, the Chief Medical Officer, or his or her designee, will follow the Medical Staff's Practitioner Health Policy and all other applicable laws, rules, and regulations.
- K. No physician, dentist, oral maxillofacial surgeon, podiatrist or psychologist shall be entitled to membership on the Medical Staff simply because he or she is duly licensed to practice medicine, dentistry, podiatry, or psychology in this or any other state; or because he or she is a member of any professional organization, or that he or she has had privileges at another hospital.

Sect. 4.3 Conditions and Duration of Appointment

- A. Initial appointments and reappointments to the Medical Staff will be made by the Board. Reappointments shall be for a period of not more than two (2) years. The Board shall act on appointments, reappointments, and revocation of appointments, only after there has been a recommendation from the

Medical Staff Executive Committee, and applicable Advisory Council in the case of the Memorial Regional Hospital Division or Joe DiMaggio Children's Hospital Division, as provided in these Bylaws.

- B. In the event of an unwarranted delay beyond the time limitations specified in Section 5.2, the Board will consider this delay a denial of staff privileges, unless the applicant otherwise agrees to an extension of the time limitation, and will entitle the applicant to the hearing and appeal rights set forth in Article 8 of these Bylaws.
- C. Appointment to the Medical Staff shall allow only those clinical privileges that have been granted by the Board in accordance with these Bylaws.
- D. Every application for staff appointment shall be signed via handwritten or electronic signature by the applicant and shall contain the applicant's agreement, if appointed to the Medical Staff to meet his or her obligations to provide continuous care and supervision to his or her patients; to abide by the Medical Staff Bylaws, Rules and Regulations, and Policies and Procedures; to accept consultation and assignment and to participate in the staffing of the emergency room area, as required by the Medical Staff Bylaws, Rules and Regulations, and Policies and Procedures, and other special care units and to serve on Medical Staff committees. With such application, the practitioner represents and warrants that he or she is qualified to perform the specific procedures or treatments for which he or she is seeking privileges.

ARTICLE 5. PROCEDURE FOR APPOINTMENT AND REAPPOINTMENT

Sect. 5.1 Application for Appointment

- A. All applications for appointment to the Medical Staff must be submitted in writing or via electronic application, signed via handwritten or electronic signature by the applicant, and submitted on a form prescribed by the Board, after consultation with the Executive Committee, and applicable Advisory Council in the case of the Memorial Regional Hospital Division or Joe DiMaggio Children's Hospital Division. All practitioners will go through the same application process for appointment of clinical privileges. The application shall require detailed information concerning the applicant's professional qualifications and mental and health status; shall include a statement that no health problems exist that could affect his or her ability to perform the privileges requested; shall include the name of at least three **(3)** peer references in the same professional discipline who have personal knowledge of the applicant's relevant training, experience, current competence and any effects of health status on privileges being requested; and shall include information as to whether the applicant's membership status and/or clinical privileges have ever been revoked, suspended, reduced, not renewed, or voluntarily relinquished at any other hospital or healthcare facility; as to whether his or her membership in any local, state or national medical societies or his or her license to practice any profession in any jurisdiction has ever been suspended, terminated, limited, or voluntarily relinquished and whether there have been any disciplinary investigations or disciplinary actions taken regarding the practitioner's license, certification, or registration in any jurisdiction. The applicant shall provide to the Hospital all information regarding professional liability claims, judgments and settlements arising from or relating to professional acts or omissions of the applicant. The applicant shall provide the Hospital with all information relating to applicant's professional liability insurance, past and present, including without limitation, whether or not any policy has been canceled or not renewed by a carrier. The applicant shall provide any information regarding arrests, pending criminal cases, and criminal convictions (including misdemeanors, felonies, and pleas of guilty, no contest, *nolo contendere*, or adjudication withheld).

The applicant shall have an affirmative duty to update all information provided on the applicant's initial application and subsequently thereto. Such affirmative duty shall run through the initial application process and throughout the initial appointment term. A practitioner must provide such information as soon as reasonably practical, but no later than thirty (30) days after any such occurrence.

- B. The applicant shall have the burden of producing adequate information for a proper evaluation of his competence, character, physical and mental health status, and ethics and other qualifications, including but not limited to proof of compliance with the requirements set forth in Section 4.2 and the Medical Staff Rules and Regulations and Policies and Procedures, and for resolving any doubts about such qualifications.
- C. By applying for appointment to the Medical Staff, each applicant thereby signifies his or her willingness to appear in person for interviews in regard to his or her application. The applicant authorizes the Hospital to consult with members of the medical staff and administrative officials of other hospitals with which the applicant is or has been associated; insurance carriers; and with others who may have information bearing on his or her competence, character, and ethical qualifications.

The applicant consents to the Hospital's inspection of all records and documents that may be relevant to an evaluation of his or her professional qualifications and competence to carry out the clinical privileges he or she requests as well as his or her moral and ethical qualifications for membership.

The applicant consents to undergo testing, as may be requested by the Medical Staff, to ensure that he or she is free from any mental or physical impairment which would render him or her unable to perform the clinical privileges requested. In the event an impairment exists, the Medical Staff shall follow all applicable laws, rules, and regulations.

The applicant releases from any liability all representatives of the Hospital and its Medical Staff for their acts or omissions in connection with evaluating the applicant and his or her credentials, and releases from any liability all individuals and organizations who provide information to the Hospital concerning the applicant's competence, ethics, and other qualifications for staff appointment and clinical privileges, including otherwise privileged or confidential information.

The applicant further agrees to execute authorizations and releases to accomplish the preceding clauses on the application forms provided by the Hospital.

- D. The Hospital shall query the National Practitioner Data Bank ("NPDB") at the time of initial Medical Staff appointment.
- E. The application form shall include a statement that the applicant has received

and read the bylaws of the Board, as well as the Bylaws, Rules and Regulations, and Policies and Procedures of the Medical Staff, and that he or she agrees to be bound by their terms without regard to whether or not he or she is granted membership and/or clinical privileges in all matters relating to consideration of his or her application.

- F. Current licensure and maintenance of continuing medical education will be verified through the primary source at the time of appointment.
- G. The Hospital will verify that the practitioner requesting approval is the same practitioner identified in the credentialing documents by viewing a valid picture ID issued by a state or federal agency (e.g., driver's license, passport).
- H. Applicants may simultaneously make application for membership and/or privileges to multiple Hospitals. Medical Staff Services will coordinate this information so that the recommendations from all Executive Committees come to the Board together. If there are disparate recommendations relating to membership and/or requested clinical privileges on the same applicant, the District Medical Advisory Committee will meet and attempt to reconcile the disparate recommendations prior to forwarding the recommendation to the Board.

Sect. 5.2

Initial Appointment Process

- A. The application shall not be considered complete until all required materials have been received by the Hospital. At such time, the completed application and all supporting data will be sent to the Chief of the Department involved and the Chairman of the Credentials Committee.

Within ninety (90) days after receipt of the completed application and its supporting material, the Credentials Committee and the Chief of the Department shall make a written report of its investigation to the Executive Committee, or applicable Advisory Council in the case of the Memorial Regional Hospital Division or Joe DiMaggio Children's Hospital Division.

Prior to submitting this report, the Credentials Committee shall examine the evidence relating to the character, professional competence, qualifications, and ethical standing of the practitioner. It shall determine, through information contained in references provided by the practitioner and from other available sources.

The Credentials Committee and the Department shall transmit to the Executive Committee, or applicable Advisory Council in the case of the

Memorial Regional Hospital Division or Joe DiMaggio Children's Hospital Division, their specific written reports and recommendations and the application, along with recommendations that the practitioner either be appointed as a member of the Medical Staff or rejected for Medical Staff membership, or that the application be deferred for further consideration. If deferred, a statement of why shall accompany the recommendation. The Credentials Committee and Department shall also report any dissenting opinions and/or recommendations to the Executive Committee, or applicable Advisory Council in the case of the Memorial Regional Hospital Division or Joe DiMaggio Children's Hospital Division.

The Chief of Staff of the applicable Hospital Division shall promptly forward the recommendation of the Advisory Council for or against initial appointment, together with all supporting documentation, to the Executive Committee.

- B. At its next regular meeting after receipt of the application together with the Credentials Committee's, Department's, and Advisory Council's (if applicable) reports and recommendations, the Executive Committee shall determine whether to recommend to the Board that the practitioner be appointed as a member of the Medical Staff, rejected for staff membership or that the application be deferred for further consideration.

All recommendations for appointment must also include the recommendation of specific clinical privileges. The granting of clinical privileges may be limited and/or qualified by certain conditional circumstances. In the case of AHPs, such recommendation shall be for clinical privileges only as AHPs are not eligible for Medical Staff membership.

- C. If the Executive Committee recommends deferment for further consideration, a subsequent recommendation must be made within thirty (30) days for appointment as a member, rejection for staff membership or for another thirty (30) day deferment. Deferments beyond sixty (60) days from the date the Executive Committee first reviews the applications shall not be permitted without the consent of the applicant.
- D. When the Executive Committee's recommendation is favorable for the practitioner, the Chief of Staff shall promptly forward the recommendation, together with all supporting documentation to the Board for review and final action. When the Board's decision is made, the Administrator shall send appropriate notices to the Chief of Staff and to the practitioner. The practitioner shall receive written Notice of the Board's decision.

- E. When the Executive Committee's recommendation is not favorable for the practitioner, including allied health practitioners as they are included within the definition of "practitioner," the Executive Committee must provide Notice to the applicant in writing, within thirty (30) days of the Executive Committee's recommendation, which shall state:
1. The reason for the recommendation to deny the practitioner's request for appointment or reappointment of Medical Staff membership or granting or renewing of clinical privileges, which shall be consistent with the requirements set forth in Articles 3, 4, and 6;
 2. Allegations of specific acts or omissions or conduct or deficiencies which constitute the grounds for denying the practitioner's request for appointment or reappointment of Medical Staff membership or granting or renewing of clinical privileges;
 3. The source, if known, of the allegations. Where possible, and appropriate, the recommendation to deny the request for appointment or reappointment of Medical Staff membership or granting or renewing of clinical privileges should specifically cite relevant medical records, the practitioner's credentialing file, or other supporting documents;
 4. State that the practitioner has the right to request the Executive Committee of the Medical Staff, along with the applicable Advisory Council in the case of Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division, where the recommendation for denial or granting or reappointing privileges originated to reconsider the practitioner's arguments against the denial of his or her request for granting appointment or reappointment of Medical Staff membership or granting or renewing of clinical privileges in accordance with Section 5.2.G.

All reconsiderations will be performed by the Executive Committee of the applicable Medical Staff, with the exception of Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division where the reconsideration will be performed by the Executive Committee of Memorial Regional Hospital and the applicable Advisory Council of the Hospital Division to which the affected practitioner applied. All references to "Executive Committee" contained in Sections 5.2.E, 5.2.F, and 5.2.G with respect to a reconsideration afforded to an affected practitioner shall

include the applicable Advisory Council in the case of Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division;

5. Advise that if the practitioner does not request a reconsideration by the Executive Committee within thirty (30) days following the date of receipt of this Notice, then failure to make this request within the thirty (30) day time period shall constitute a waiver of his or her rights to a reconsideration of the recommendation to deny appointment or reappointment of Medical Staff membership or granting or renewing of clinical privileges and a waiver of his or her right to hearing and appellate review on the matter under Article 8 of these Bylaws;
 6. State that after receipt of his or her request for reconsideration of the matter by the Executive Committee, the practitioner will be notified of the date, time, and place of the meeting of the Executive Committee at which the matter will be reconsidered; and
 7. A copy of this Section 5.2.
- F. The failure of a practitioner to request reconsideration of the matter by the Executive Committee of the applicable Medical Staff within thirty (30) days of his or her receipt of the written Notice specified in Section 5.2.E above shall be deemed a waiver of his or her right to argue against the recommendation for denial of appointment or reappointment of Medical Staff membership or granting or renewing of clinical privileges before the Executive Committee through the reconsideration process and to the hearing and appellate review that would otherwise have been available under Article 8 of these Bylaws. In the event the practitioner waives his/her right to a reconsideration of the matter by the Executive Committee, the Executive Committee's unfavorable recommendation shall be forwarded to the Board for final action.
- G. If the practitioner requests reconsideration of the recommendation for appointment or reappointment of Medical Staff membership or granting or renewing of clinical privileges by the Executive Committee of the applicable Medical Staff, the Executive Committee shall hold a meeting to reconsider the unfavorable recommendation for denial of appointment or reappointment of Medical Staff membership or granting or renewing of clinical privileges and to consider the practitioner's arguments against the recommendation for denial within sixty (60) days of such a request from the practitioner. The Administrator shall provide the practitioner with Notice of the time, place, and date of the Executive Committee meeting at which

the matter will be reconsidered. The practitioner shall have no right to attend the meeting of the Executive Committee at which the matter is being reconsidered.

In its discretion and prior to the meeting, the Executive Committee may request that the affected practitioner submit a written response and the Executive Committee may specify any formatting or length restrictions in its discretion.

In its discretion, the Executive Committee may hold a second meeting within the sixty (60) day timeframe from the date on which the practitioner requested the reconsideration. At this second meeting of the Executive Committee, the Executive Committee may allow the affected practitioner to make an appearance at said meeting to discuss, explain, or refute the charges upon which the preliminary recommendation was based, but neither party will present written evidence. The affected practitioner shall have no longer than sixty (60) minutes to make his or her presentation to the Executive Committee. The Executive Committee shall have the right to ask additional questions and seek clarification. Neither the affected practitioner nor the Executive Committee shall have the right to have legal counsel present; provided, however, nothing herein shall be construed to limit either party's right to consult and prepare with legal counsel prior to the meeting.

The Executive Committee shall deliberate and make a decision at the conclusion of the Executive Committee's reconsideration meetings. The affected practitioner shall not be permitted to be present when the Executive Committee votes on action regarding whether or not the preliminary recommendation should be changed. The meeting of the Executive Committee pursuant to this section shall not constitute a hearing and none of the rules provided in Article 8 with respect to hearings or appellate review shall apply. The Executive Committee shall make a record of these proceedings through meeting minutes.

Upon reconsideration of the practitioner's request for appointment or reappointment of Medical Staff membership or granting or renewing of clinical privileges, the Executive Committee may recommend, without limitation, appointment or reappointment of Medical Staff membership or granting or renewing of clinical privileges, or denial of appointment or reappointment of Medical Staff membership or granting or renewing of clinical privileges subject to conditional circumstances.

Notice of the reconsidered recommendation of the Executive Committee regarding the practitioner's request for appointment or reappointment of

Medical Staff membership or granting or renewing of clinical privileges shall be sent to the Administrator and practitioner within five (5) days of the meeting at which the recommendation is adopted by the Executive Committee.

- H. If the Executive Committee decides, after reconsideration of the request for appointment or reappointment of Medical Staff membership or granting or renewing of clinical privileges that such requests should be granted, this recommendation shall be forwarded to the Board in accord with Section 5.2.D. The Executive Committee may condition their recommendation for appointment or reappointment of Medical Staff membership or granting or renewing of clinical privileges. Any conditions that constitute an "alternative to corrective action" under Section 7.6.D will not entitle the affected practitioner to a hearing or appellate review under Article 8 of these Bylaws. Any condition involving corrective action would afford the practitioner a right to a hearing or appellate review under Article 8 of these Bylaws.

If the Executive Committee decides on a reconsidered recommendation to the Board to deny the practitioner's request for appointment or reappointment of Medical Staff membership or granting or renewing of clinical privileges, the affected practitioner shall be entitled to a hearing and appellate review in accordance with Article 8 of these Bylaws. The practitioner shall be provided written Notice that he or she has the right to request a hearing, in writing, within thirty (30) days of the practitioner's receipt of the Executive Committee's recommendation following the reconsideration. Failure of the practitioner to request a hearing shall waive the practitioner's rights to the hearing and appellate review that would otherwise have been available under Article 8. In such an event, the recommendation of the Executive Committee shall be forwarded to the Board for final action.

- I. No person shall be denied appointment or clinical privileges on the basis of gender, race, religion, creed, national origin, or sexual orientation.

Sect. 5.3 Reappointment

- A. Each member of the Medical Staff will be evaluated for reappointment no later than every two (2) years. Any member requesting reinstatement from a leave of absence under Section 5.5 shall follow the process for reappointment in this Section 5.3.
- B. The Credentials Committee will review the performance of the individuals in

every setting under the control of the Hospital where the individual practices, and any other information the Credentials Committee deems relevant. The evaluation will include procedures performed, pertinent results of review of operative and other procedures, morbidity and mortality review, medication usage, blood usage, medical record review, utilization review, risk management data, patient safety data, cost of care, and other performance improvement activities as appropriate. The Credentials Committee will review relevant practitioner-specific data compared to aggregate data if such data are available for the practitioner. All practitioners holding clinical privileges have a duty to meaningfully participate in all utilization review activities of Memorial Healthcare System.

Patient care information, credentialing information, risk management information, peer review information, and utilization review information from all facilities of the Memorial Healthcare System, or any other healthcare facility, may be considered in connection with the reappointment process.

- C. The Hospital shall query the NPDB at the time of reappointment.
- D. It will be the member's responsibility to furnish the Credentials Committee with whatever other pertinent information it may need or request to assist them in making such a determination. This information shall include, but not be limited to:
- Continuing medical education activities, in accordance with licensure requirements that relate, at least in part, to the individual's clinical privileges, and/or continuing medical education activities specific to privileging requirements;
 - Professional meetings attended;
 - Physical and mental health status, including a statement that no health problems exist that could affect his or her ability to perform the privileges requested;
 - Board status;
 - Fellowship in specialty organizations;
 - Honors received;
 - Residence address and phone number;
 - Office address and phone number;
 - Professional liability claims, judgments, settlements, and other pertinent insurance information;
 - Current licensure, which shall be verified through the primary source at the time of appointment as well as on expiration, and Drug Enforcement Administration ("DEA") registration;
 - Final orders of a professional license board, board certification agency,

drug enforcement administration agency, or organization of healthcare professionals, or currently pending investigations or disciplinary proceedings by any professional licensure regulatory agency or board, board certification agency, drug enforcement administration agency, or organization of healthcare professionals, or the voluntary relinquishment or restriction of a professional license, certification or registration, board certification, or drug registration or certification;

- Voluntary or involuntary termination or suspension of medical staff membership or voluntary or involuntary limitation, reduction, suspension, or loss of clinical privileges at another hospital or healthcare facility;
- Membership on other hospital staffs and healthcare facilities;
- Two (2) peer recommendations when there is insufficient peer review information available;
- Information related to arrests, pending criminal cases, and criminal convictions (including misdemeanors, felonies, and pleas of guilty, no contest, *nolo contendere*, and an adjudication withheld); and
- If the applicant is requesting reinstatement from a leave of absence, a full report of his or her activities, professional or otherwise, during the period of the leave.

The applicant shall have an affirmative duty to update all information provided on the applicant's reapplication and subsequently thereto. Such affirmative duty shall run through the reapplication process and throughout the appointment term.

- E. Each active staff member must maintain a sufficient number of patient encounters, as determined by the Medical Staff and set forth in the Medical Staff Policies and Procedures, so as to allow the Credentials Committee adequate information upon which to review the practitioner's provision and quality of patient care and utilization. The review will be conducted at the time of reappointment.

Any practitioner who has Medical Staff membership terminated for failure to meet the patient encounter requirements of this section will not be eligible to regain medical staff membership until the following occurs:

1. Three (3) months must elapse between the date of termination of Medical Staff membership and the date on which the practitioner submits an application for readmission to the Medical Staff.
2. The practitioner must reapply for Medical Staff membership and privileges and meet all applicable requirements, including without limitation, payment

of all application fees.

3. If readmitted to the Medical Staff, the term of readmission is limited to a maximum of one (1) year, at the end of which the practitioner's patient encounters for that period would be re-examined. If the practitioner again fails to meet the patient encounter requirements, the practitioner will not be eligible for Medical Staff membership for a period of one (1) year following the second termination of Medical Staff privileges under this section.

Each practitioner who has Medical Staff membership must maintain sufficient continuing education requirements, as required for purposes of maintaining the practitioner's license, as a condition to appointment and reappointment. Any practitioner who has Medical Staff membership terminated for failure to meet minimum continuing education requirements will not be eligible to regain Medical Staff membership until the following occurs:

1. Three (3) months must elapse between the date of termination of Medical Staff membership and the date on which the practitioner submits an application for readmission to the Medical Staff.

2. The practitioner must reapply for Medical Staff membership and privileges and meet all applicable requirements, including without limitation, payment of all application fees.

3. If readmitted to the Medical Staff, the term of readmission is limited to a maximum of one (1) year, at the end of which the practitioner's continuing medical education credits for that period would be re-examined. If the practitioner again fails to meet minimum continuing education requirements, the practitioner will not be eligible for Medical Staff membership for a period of one (1) year following the second termination of Medical Staff privileges under this section.

F. Each recommendation concerning reappointment and continuation of clinical privileges will be based upon evidence of the member's current ability to perform the privileges requested and clinical judgment in the treatment of patients, his or her ethics, and conduct; his or her participation in Medical Staff affairs; his or her compliance with the Medical Staff's Bylaws, Rules and Regulations, and Policies and Procedures; his or her relations with other practitioners; his or her general attitude toward patients, the Hospital staff, and the public; his or her mental and physical health status; and any other factors deemed pertinent by the Credentials Committee.

"Reappointment With Concern." Alternatively, the Credentials Committee

may recommend that a practitioner be "reappointed with concern" when the practitioner evidences issues with quality, behavior, utilization, or other concerns, as determined by the Credentialing Committee. In these instances, the reappointment recommendation shall not reduce or restrict the practitioner's Medical Staff membership or privileges and shall not be considered "corrective action" so as to afford the practitioner hearing and appeal rights under Article 8 of these Bylaws. However, the recommendation to reappoint the practitioner "with concern" is intended as an encouragement for further improvement, education, and remediation, as deemed necessary by the Credentials Committee. If a practitioner is reappointed "with concern," he or she may not serve as a Medical Staff Officer, Department Chief, or Section Chief.

- G. At least thirty (30) days prior to the expiration of a practitioner's reappointment, the Credentials Committee shall examine the evidence relating to the practitioner's current competence, clinical judgment, ethics, conduct, compliance with the Medical Staff Bylaws, Rules and Regulations and Policies and Procedures, as well as his or her mental and physical health status.

Each Department in which the practitioner seeks reappointment of clinical privileges shall provide the Executive Committee, or applicable Advisory Council in the case of a practitioner seeking reappointment to the Memorial Regional Hospital Division or Joe DiMaggio Children's Hospital Division, with a written recommendation regarding reappointment to the Medical Staff and specific recommendations regarding delineation of privileges.

The Credentials Committee's recommendation will be transmitted to the appropriate Executive Committee, or applicable Advisory Council in the case of a practitioner seeking reappointment to the Memorial Regional Hospital Division or Joe DiMaggio Children's Hospital Division.

The Credentials Committee may recommend reappointment on a month to month basis for further consideration or evaluation of information provided as part of the practitioner's reappointment application. Month to month recommendations for reappointment beyond two (2) consecutive months from the date the Credentials Committee first reviews the reappointment application shall not be permitted.

The Chief of Staff of the Hospital Division shall promptly forward the recommendation of the Advisory Council for or against reappointment, together with all supporting documentation, to the Executive Committee.

If the Executive Committee's recommendation is favorable for the practitioner, the Chief of Staff will promptly forward the recommendation for reappointment, together with all supporting documentation, to the Board for review and final action in accordance with Section 5.2.D.

When the Executive Committee's recommendation is not favorable for the practitioner, he or she shall be entitled to reconsideration in accord with the procedures outlined in Section 5.2.E-H.

Sect. 5.4

Relief of Duties

- A. An active staff member who has (1) completed a minimum of ten (10) years as a member of the Medical Staff, and (2) participated in active emergency room call coverage rotation for ten (10) years is eligible for a relief of duty from the emergency room roster as well as from treating and admitting assigned patients. This section explicitly does not relieve such practitioner from committee assignment or attendance at Medical Staff meetings. The active staff member must request relief, in writing, from the Chief of his or her Department. This will be voted on within his or her Department and a subsequent recommendation made to the Executive Committee, or applicable Advisory Council in the case of the Memorial Regional Hospital Division or Joe DiMaggio Hospital Division. The recommendation of the Advisory Council shall be forwarded to the Executive Committee. The Executive Committee can either accept or reject the Department's recommendation and such rejection shall not be subject to the hearing and appeal rights set forth in Article 8 of these Bylaws. Relief may be rescinded at any time, based on the needs of the Hospital, including without limitation the need for coverage, as determined in part or in whole, by the District Medical Advisory Committee, the Executive Committee or applicable Advisory Council on its own initiative, or by recommendation of the Department when approved by the Executive Committee and applicable Advisory Council and such rescission shall not be subject to the hearing and appeal rights set forth in Article 8 of these Bylaws.

Notwithstanding anything herein to the contrary, staff members who have served their emergency room call coverage duty for a period of ten (10) years and been relieved of that duty because of tenure shall not be required to return to that duty or to serve after attaining the age of sixty (60).

- B. Past Chiefs of Staff are automatically relieved of committee assignment. The status of Past Chief of Staff, however, does not relieve them from any other duties. Past Chiefs of Staff may serve on other committees voluntarily, if they so desire.

Sect. 5.5 Leaves of Absence

- A. A Medical Staff member may apply in writing to his or her Department and the Executive Committee, or applicable Advisory Council in the case of the Memorial Regional Hospital Division or Joe DiMaggio Hospital Division, for a leave of absence. The recommendation of the Advisory Council shall be forwarded to the Executive Committee. Each request shall state the reason the leave is being requested and will be considered individually. Any Medical Staff member may take a leave of absence for military purposes, educational purposes, medical purposes, or personal/family purposes. A Medical Staff member with clinical privileges at more than one Memorial Healthcare System Hospital must apply for a leave of absence from each Hospital at which the Medical Staff member desires to take a leave of absence. A Medical Staff member's request for a leave of absence at one Hospital will not affect the Medical Staff member's clinical privileges at another Hospital where such Medical Staff member holds clinical privileges, unless the written request specifically states that the individual is requesting a leave of absence from that particular Hospital or all Hospitals at which the Medical Staff member has privileges.

Leaves of absence will be limited to a maximum of one (1) year's duration. A longer leave may be granted in those instances where a specific time period is known, such as military service or graduate training. Members granted a leave of absence must pay dues annually in the same amount as are assessed for the member's applicable category and, if not paid, the individual's Medical Staff membership will be automatically terminated. Additionally, members granted a leave of absence must maintain all qualifications for Medical Staff membership outlined in Articles 3 and 4 during such absence, which include, but are not limited to, licensure and competence. A leave of absence will not toll the member's appointment period; meaning, a Medical Staff member on a leave of absence whose appointment period is set to expire during the leave of absence must timely submit an application for reappointment in accordance with Section 5.3. Failure of the member to apply for reappointment will result in automatic termination of Medical Staff membership and be treated as a resignation from the staff in accordance with Section 5.6.D.

At the end of a leave of absence, the Medical Staff member must request reinstatement in accordance with Section 5.5.B below or resign from the Medical Staff. Failure to take any action will result in automatic termination of Medical Staff membership.

- B. A member must apply to the Credentials Committee for reinstatement following a leave of absence. A request for reinstatement from a leave of absence under this Section 5.5 shall be treated as a request for reappointment and shall follow the process for reappointment set forth in Section 5.3 above. In addition, the member may be required to furnish the Credentials Committee with a full report of his or her activities, professional or otherwise, during the period of the leave. In order to apply for reinstatement following a leave of absence, the member must be in good standing; meaning, the member maintained all qualifications for Medical Staff membership outlined in Articles 3 and 4 as stated in Section 5.5.A above. A member who requests a reinstatement following a leave of absence that is not in good standing may only reapply in accordance with Section 5.8 below.
- C. Any time spent on a leave of absence cannot be applied towards relief of duties described in Section 5.4, except for time spent in military service.

Sect. 5.6 Resignation from the Staff

- A. Any practitioner wishing to resign from the Medical Staff shall submit a letter of resignation to the Executive Committee, or applicable Advisory Council in the case of the Memorial Regional Hospital Division or Joe DiMaggio Hospital Division. The recommendation of the Advisory Council shall be forwarded to the Executive Committee. The Executive Committee will forward a recommendation to the Board for final action.
- B. Resignation from the Medical Staff will not relieve a practitioner from any Medical Staff obligations incurred prior to resignation, including without limitation, maintenance of insurance applicable to the period of membership, completion of medical records, and emergency room call responsibilities.
- C. If a practitioner has resigned and wishes to rejoin the Medical Staff, he or she must complete a new application and follow the procedures in Sections 5.1 and 5.2. The practitioner may not be in a higher staff category or awarded more privileges than he or she held at the time of resignation.
- D. A practitioner will be deemed as automatically resigning if he or she fails to timely file a reapplication for membership and/or privileges and such membership and/or privileges shall be automatically terminated as of the last date of the appointment period.

Sect. 5.7 Automatic Termination

- A. If at any time, a practitioner engages in any of the events outlined in Section 7.12, his membership and/or privileges may be automatically terminated.

- B. If the Medical Staff has reason to believe that an event outlined in Section 7.12 has occurred, a Notice shall be sent by the Administrator, in writing, requesting confirmation of the practitioner's compliance with these Bylaws. The Board may, at its sole discretion, terminate said practitioner's Medical Staff membership and/or clinical privileges upon a finding in accord with this section.

Sect. 5.8 Previously Denied or Terminated Applicants

After a period of two (2) years from the date of a final determination, in accord with these Bylaws, denying or terminating privileges or Medical Staff membership, or a voluntary relinquishment of membership and/or privileges of Medical Staff membership while under investigation for corrective action pursuant to Articles 7 or 8, a practitioner may reapply for those privileges or Medical Staff membership. The practitioner must demonstrate that there has been a significant change in circumstances affecting the practitioner's abilities. Such changes in circumstances may include, without limitation, further education on the part of the practitioner, rehabilitation, or recovery from illness, as applicable. The burden of proving such a change in circumstances shall be on the practitioner making a reapplication for privileges or Medical Staff membership.

Notwithstanding any other provisions in these Bylaws, if an application is tendered by an applicant who has been previously denied membership and/or clinical privileges, or who has had membership and/or clinical privileges terminated due to lack of sufficient qualifications required to maintain membership or clinical privileges, or who has lost membership and/or privileges due to corrective action pursuant to Articles 7 or 8, or who has voluntarily relinquished membership and/or privileges while under investigation for corrective action, or whose prior application was deemed incomplete and withdrawn, and it appears that the application is based on substantially the same information as when previously denied, terminated, relinquished or deemed withdrawn, then the application shall be deemed insufficient by the Credentials Committee and returned to the applicant as unacceptable for processing. Such application shall not be processed, and the practitioner shall have no right to the hearing or appellate review procedures under Article 8 of these Bylaws in connection with the return of such application.

ARTICLE 6: CLINICAL PRIVILEGES

Sect. 6.1 Specific Delineation of Clinical Privileges

- A. Every practitioner practicing at the Hospital shall be entitled to exercise only those clinical privileges specifically granted to him or her by the Board, except for temporary or emergency privileges, as provided in Sections 6.2 and 6.3. Clinical privileges granted to dentists, podiatrists, and psychologists shall be in accordance with the applicable Medical Staff Rules and Regulations and Policies and Procedures.
- B. Every practitioner making application for staff appointment must request the specific clinical privileges for which he or she is qualified. The evaluation of such requests shall be based upon competence, references, and other relevant information, including an appraisal by the Department in which these privileges are sought. The applicant shall assume responsibility for documenting his or her qualifications and competency in the clinical privileges he or she requests.
- C. In order to increase or curtail clinical privileges, a determination shall be made, based on direct observation of the care provided, review of records for patients treated in this or other hospitals; and a review of the practitioner's participation in the delivery of medical care.

Requests for additional clinical privileges must be in writing. Such requests must include the clinical privileges desired and the practitioner's relevant training and/or experience. Such requests shall be processed in the same manner as applications for initial privileges.

Specifically, these requests shall be processed by each clinical Department who shall be responsible for deciding what the acceptable minimal criteria for granting the new privilege is, followed by processing through the Credentials Committee, the Executive Committee, and the Board.

- D. The Hospital shall query the NPDB at the time of granting additional privileges.
- E. Current licensure will be verified through the primary source whenever additional privileges are requested.
- F. All practitioners granted clinical privileges shall be required to participate in all utilization review activities as may be required.

Sect. 6.2 Temporary Privileges

Circumstances:

The Hospital Administrator (or designee), based on the recommendation of the Chief of Staff (or designee) may grant Temporary Privileges for up to one-hundred and twenty (120) days. Temporary Privileges may only be granted in the following circumstances, as further outlined in the Medical Staff Policies and Procedures:

- a. When an Applicant for Clinical Privileges that raises no concern is awaiting Executive Committee and/or Board of Commissioners approval and has received a positive recommendation from the Department Chief and the Credentials Committee; or
- b. To fulfill an important patient care, treatment, or service need

Special Requirements:

Special Requirements of consultation and/or reporting may be imposed as part of the granting of Temporary Privileges. Except in unusual circumstances, Temporary Privileges will not be granted unless the practitioner has agreed in writing to abide by the Joint Bylaws, Rules & Regulations, and Policies and Procedures of the Medical Staff, Hospital and Memorial Healthcare System in all matters relating to the Practitioner's Temporary Privileges. Whether or not such written agreement is obtained, these Bylaws, Rules & Regulations, and Policies and Procedures control all matters relating to the exercise of Clinical Privileges.

Termination of Temporary Privileges:

The Hospital Administrator (or designee), after consultation with the Chief of Staff (or designee), may terminate any or all of a Practitioner's Temporary Privileges based upon the discovery of any information, or the occurrence of any event, that is of a nature that raises questions about continuing the Temporary Privileges.

Rights of a Practitioner with Temporary Privileges:

A Practitioner who has only been granted Temporary Privileges is not considered a Member of the Medical or Allied Health Professional Staff. A Practitioner with only Temporary Privileges is not entitled to the procedural rights afforded in Article 8 of these Bylaws in the event that the Practitioner's request for Temporary Privileges is refused or because all or any part of the Practitioner's Temporary Privileges are restricted, terminated or suspended.

Sect. 6.3 Emergency Privileges/Disaster Privileges

In the event of any emergency or disaster, any practitioner, to the degree permitted by his or her license and regardless of staff status, or lack of it, shall be permitted and assisted to do everything possible to prevent serious permanent harm to a patient, using every necessary Hospital facility, including any necessary or

desirable consultations. When the Emergency Management Plan is activated, the Medical Staff shall follow the appropriate Medical Staff policies in awarding emergency and disaster privileges. A removal or reduction of a practitioner's emergency or disaster privileges shall not entitle the practitioner to any hearing or appellate review under Article 8 of these Bylaws.

Sect. 6.4 Modification of Privileges

Upon recommendation of the Credentials Committee, pursuant to the practitioner's request, or on its own, the Executive Committee, or applicable Advisory Council in the case of the Memorial Regional Hospital Division or Joe DiMaggio Hospital Division, may recommend a change in the clinical privileges or Department assignment(s) of a member. The Executive Committee, or applicable Advisory Council, may also recommend that the granting of additional privileges to a current Medical Staff Member be made subject to monitoring in accordance with procedures similar to those outlined in these Bylaws.

A Medical Staff member may request in writing, a modification of clinical privileges or Department assignment. Failure to furnish the information necessary to evaluate the request within thirty (30) days of the date of the letter shall be considered a withdrawal of the request. The member shall not be entitled to any hearing or appellate review under Article 8, when requested privileges are not granted due to the failure of the practitioner to furnish necessary information.

Section 6.5 New/Transpecialty Privileges

Any request for clinical privileges that are either new to the Hospital or that overlap more than one Department shall initially be reviewed in accordance with Medical Staff Policies and Procedures.

Sect. 6.6 Telemedicine Privileges

Practitioners who wish to solely provide clinical services through telemedicine, as defined in these Bylaws, in prescribing, rendering a diagnosis, or otherwise providing clinical treatment to a Hospital patient, without clinical supervision or direction from a Medical Staff Member, shall be required to apply for and be granted clinical privileges for these services as provided in Section 6.1.B of these Bylaws and in accordance with all applicable Medical Staff Policies and Procedures. Telemedicine practitioners are subject to the responsibilities set forth in Section 3.9 of these Bylaws. The Medical Staff shall define in the Policies and Procedures which clinical services are appropriately delivered through a telemedicine medium, according to commonly accepted quality standards. Consideration of appropriate utilization of telemedicine equipment by the telemedicine practitioner shall be encompassed in clinical privileging decisions.

Sect. 6.7 Use of Ancillary Services by Non-Privileged Practitioners

A practitioner who is not a Medical Staff member and who has not been granted clinical privileges may order outpatient ancillary services provided the practitioner complies with all applicable laws, regulations, and Medical Staff and Hospital Policies and Procedures.

Sect. 6.8 History and Physical Requirements

The attending physician shall ensure that a complete medical history and physical examination for each patient is performed and documented no more than thirty (30) days before or twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services. This may be delegated to an Allied Health Professional who is privileged to conduct and document a patient history and physical. In the event the medical history and physical examination are completed within thirty (30) days before admission or registration, an updated examination of the patient, including any change in the patient's condition, must be completed and documented within twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services. All patient history and physicals shall be performed by the attending physician and/or another treating practitioner in accordance with the Medical Staff Bylaws and Rules and Regulations.

ARTICLE 7. CORRECTIVE ACTION

Sect. 7.1 Definition of Corrective Action

“Corrective action” is defined as a (1) reduction, suspension, or revocation of a Practitioner’s clinical privileges; or (2) suspension or revocation of a practitioner’s staff membership. The term “practitioner” includes an appropriately licensed doctor of medicine (M.D.); doctor of osteopathy (D.O.); doctor of dentistry (D.D.S.), oral maxillofacial surgery (D.D.S., D.M.D.); doctor of podiatry (D.P.M.); psychologist (Ph.D. or Psy.D.); or any allied health professional and the provisions of this Article 7 apply to all “practitioners.”

Sect. 7.2 Grounds for Requesting Corrective Action

The following list identifies instances and situations where there is cause to question a practitioner’s acts or there is cause to believe a practitioner failed to act in the best interest of a patient, the Hospital, or the community at large and when a request for corrective action may be made under this Article 7.

- A. When there is cause to question the clinical competence of a staff member;
- B. When there is cause to question the care or treatment of a patient performed by a staff member;
- C. When a Medical Staff member has committed a known or suspected violation of the Medical Staff Bylaws, Rules and Regulations, and/or policies and procedures; the Department Rules and Regulations and/or policies and procedures; and/or the policies and procedures of the Hospital;
- D. When there is cause to question whether a staff member has failed to comply with the ethics of his or her profession;
- E. When there is reason to suspect that a staff member may be subject to a physical or mental impairment which would interfere with his or her ability to render appropriate care;
- F. When there is reason to suspect that a Medical Staff member does not have the ability to work compatibly and efficiently with others; or
- G. When there is reason to suspect that a Medical Staff member has engaged or is engaging in conduct involving moral turpitude.

Sect. 7.3 Initiating a Request for Corrective Action

A request for corrective action may be sent by any officer of the Medical Staff, by the Chief of any Department, by a Chairman of any Medical Staff standing committee, by the Chief Executive Officer, by the Administrator, by the Executive Committee, by the Advisory Council in the case of the Memorial Regional Hospital Division or Joe DiMaggio Hospital Division, or by the Board. Such request shall be sent to the Chief of Staff.

Sect. 7.4 Form of Requests for Corrective Action

Any request for corrective action initiated under this Article 7 shall be in writing, and it shall state:

- A. The reason for the request for corrective action, stating which of the grounds specified under Section 7.2, above gave rise to the request;
- B. Allegations of specific acts, omissions, conduct or deficiencies which constitute grounds for the request for corrective action; and
- C. The source, if known, of the allegations. Where possible, and appropriate, the request for corrective action should specifically cite relevant medical records or other supporting documents.

Sect. 7.5 Appointment of Ad Hoc Committee

Upon receiving a request for corrective action in accordance with Section 7.2, the Chief of Staff shall determine whether the matter warrants investigation, and if so the Chief of Staff shall appoint an ad hoc committee to investigate the matter and shall designate a chairman of the ad hoc committee. The ad hoc committee will be composed of members of the Medical Staff, and may include members who are not members of that particular Department or specialty; provided, however, no voting committee member shall be an economic competitor of the affected practitioner or have a conflict of interest with respect to the affected practitioner or matter under investigation as determined in the judgment of the Chief of Staff. The committee shall have the authority to seek consultation from other members of the Medical Staff, including members from the affected practitioner's Department or specialty, or from outside consultants; provided; however, in the event the committee desires to seek consultation from outside consultants, it must first request permission from the Hospital, which shall confer with the Chief of Staff. All consultants shall be ex-officio members of the ad hoc committee without a vote.

Sect. 7.6 Review of the Request for Corrective Action by the Ad Hoc Committee

- A. The practitioner who is the subject of the request for corrective action shall be provided Notice of the request for corrective action, and shall be apprised of the formation of the ad hoc committee along with a general description of the subject matter being investigated. Such Notice shall be provided to the practitioner by the Administrator within five (5) days of the formation of the ad hoc committee.

- B. The ad hoc committee shall review the matter, and shall allow the practitioner being investigated to appear for an interview before the ad hoc committee. Neither party shall be entitled to have legal counsel present at the interview; however, nothing herein shall be construed as not allowing either party to consult and prepare with legal counsel prior to the interview. This interview shall not constitute a hearing, shall be preliminary in nature, and none of the procedural rules provided in Article 8 of these Bylaws with respect to hearing and appellate procedure shall apply. The practitioner being investigated may submit a written response concerning the request for corrective action. The ad hoc committee may investigate other issues pertaining to the Medical Staff member as they arise or become known.

- C. At the conclusion of a review of the request for corrective action, the ad hoc committee shall submit a written report of its investigation along with its recommendations regarding the request for corrective action, to the Chief of Staff, along with the original request for corrective action. The report and original request for corrective action shall be presented at the next regularly scheduled Executive Committee, or the applicable Advisory Council, in the case of Memorial Regional Hospital and Joe DiMaggio Hospital. Copies shall also be provided to the affected practitioner and the Administrator. If the practitioner under investigation submitted a written response to the ad hoc committee, this shall also be sent to the Executive Committee, applicable Advisory Council, and to the Administrator.

- D. As a result of the investigation and review, the ad hoc committee may make a recommendation in its report that may include "corrective action" as defined in these Bylaws.

The ad hoc committee may also make a recommendation as an "alternative to corrective action." The term "alternative to corrective action" includes, but is not limited to:

- 1. Informal discussions or formal meetings regarding the concerns raised about conduct or performance;

2. Written letters of guidance, reprimand or warning regarding the concerns about conduct or performance;
3. Notification that future conduct or performance shall be closely monitored and notification of expectations for improvement;
4. Suggestions that the individual seek continuing education, consultations, or other assistance in improving performance or interactions with others;
5. Warnings regarding the potential consequences of failure to improve conduct or performance;
6. Recommendations to seek assistance for an impairment, as provided in these Bylaws; the Medical Staff Rules and Regulations, or policies and procedures of the Medical Staff or the Hospital; and
7. Any other appropriate performance improvement plan or recommendation that does not constitute a reduction, termination, or suspension in Medical Staff membership and/or clinical privileges as deemed appropriate by the ad hoc committee.

If the ad hoc committee recommends an alternative to corrective action and the Executive Committee agrees with the recommendations of the ad hoc committee, then the Executive Committee may take the recommended alternative to corrective action, and send documentation of this alternative to corrective action to the Chief of the Department and the Administrator. Any action taken by the Executive Committee and Chief of the Department that constitutes an "alternative to corrective action" under this Section 7.6.D shall not entitle the affected practitioner to any hearing or appellate review under Article 8.

- E. If, as a result of the investigation and review, the ad hoc committee recommends corrective action, then the report of the ad hoc committee is referred to as a "recommendation for corrective action." The Executive Committee, or applicable Advisory Committee, shall then consider the ad hoc committee's recommendation for corrective action. The Executive Committee may adopt, reject, or amend the ad hoc committee's recommendation for corrective action. In the event the Executive Committee determines to recommend "corrective action," the process in Section 7.8 shall be initiated. In the event the Executive Committee rejects the ad hoc committee's recommendation for corrective action and chooses to take no action, the affected practitioner shall be provided with Notice of the Executive Committee's decision within fourteen (14) days. In the event the Executive Committee rejects the ad hoc committee's recommendation for corrective action and chooses to impose an "alternative to corrective action," the process in Section

7.6.D shall be followed.

Sect 7.7 Status of Privileges During Review of a Recommendation for Corrective Action

Except as otherwise provided in this Article 7, the affected practitioner shall retain any privileges which may be the subject of a recommendation for corrective action, pending the hearing and appellate review outlined in Article 8. Nothing in this section precludes a summary suspension of such privileges pursuant to Section 7.14. If a summary suspension is imposed at any time during proceedings under this Article, the procedures specified in Section 7.14 for summary suspension shall take precedence.

Sect. 7.8 Notification of Recommendation of Corrective Action by Executive Committee

Within fourteen (14) days from the date the recommendation for corrective action is adopted by the Executive Committee, written Notice of the recommendation for corrective action by the Executive Committee shall be sent to the affected practitioner by the Administrator, and this Notice shall:

- A. State that a recommendation for corrective action against the practitioner has been adopted by the Executive Committee, and specify the date of the meeting at which the recommendation was adopted;
- B. State the basis for the recommendation for corrective action;
- C. Advise the practitioner to refer to the Medical Staff Bylaws;
- C. Specify at which Hospital the recommendation for action originated;
- E. Specify that the practitioner has the right to request the Executive Committee, along with the applicable Advisory Council in the case of Memorial Regional Hospital Division or Joe DiMaggio Children's Hospital Division, of the Hospital where the recommendation for action originated to reconsider the practitioner's arguments against the recommendation for corrective action in accordance with Section 7.10;
 - 1. All reconsiderations will be performed by the Executive Committee of the applicable Medical Staff, with the exception of Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division where the reconsideration will be performed by the Executive Committee of Memorial Regional Hospital and the applicable Advisory Council of the applicable Hospital. All references to the "Executive Committee" contained in Sections 7.8,

7.9, 7.10, and 7.11 with respect to a reconsideration afforded an affected practitioner shall include the applicable Advisory Council in the case of Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division.

- F. Advise that if the practitioner does not make this request within thirty (30) days following the day of receipt of this Notice, then his or her failure to make this request within the thirty (30) day time period shall constitute a waiver of his or her right to have the Executive Committee reconsider the arguments against the recommendation for corrective action, and a waiver of his or her right to a hearing and appellate review on the matter under Article 8;
- G. State that after receipt of his or her request for reconsideration of his or her arguments against the recommendation for corrective action by the Executive Committee, the practitioner will be notified of the date, time, and place of the meeting of the Executive Committee; and
- H. Contain a copy of this Article 7 of the Medical Staff Bylaws.

Sect. 7.9 Waiver of Rights

The failure of a practitioner to request reconsideration of his or her arguments against the recommendation for corrective action by the Executive Committee of the applicable Medical Staff within thirty (30) days of his or her receipt of the written Notice specified in Section 7.8 above shall be deemed a waiver of his or her right to provide such arguments, and to the hearing and appellate review that would otherwise have been available under Article 8, and the Executive Committee may adopt the recommendation for corrective action and forward the same to the Board, which may take action on the recommendation without further arguments or information submitted by or on behalf of the affected practitioner.

Sect 7.10 Executive Committee Review

If the practitioner requests reconsideration of his or her arguments against the recommendation for corrective action by the Executive Committee, the Executive Committee shall hold a meeting to review the recommendation for corrective action and consider the practitioner's arguments. The purpose and scope of the reconsideration by the Executive Committee is limited and is not intended to serve as an adversarial hearing with the calling of witnesses or a hearing or appellate review under Article 8 of these Bylaws. The Executive Committee's reconsideration and the practitioner's presentation to the Executive Committee shall be limited to only the reconsideration of the recommended corrective action for purposes of determining whether the recommended corrective action is

appropriate assuming all of the facts and circumstances leading up to the recommendation are true. The reconsideration shall not be used as a process to determine whether the facts and circumstances are true. Rather, the reconsideration is to determine whether the recommended corrective action is appropriate in this particular circumstance, i.e. does the recommended punishment fit the alleged basis for corrective action, assuming it is true.

The Administrator shall provide the practitioner with Notice of the time, place, and date of the Executive Committee meeting. The practitioner shall have the right to attend the meeting of the Executive Committee at which the matter is being reconsidered. The practitioner may not present evidence to rebut the truth or accuracy of the facts and circumstances, but may present an oral statement and/or documents to address the recommended corrective action. The practitioner's presentation shall be limited to thirty (30) minutes. The Executive Committee shall have the right to ask the affected practitioner questions and seek clarification. Neither the affected practitioner nor the Executive Committee shall have the right to have legal counsel present; provided, however, nothing herein shall be construed to limit either party's right to consult and prepare with legal counsel prior to the meeting.

At the meeting of the Executive Committee convened pursuant to a practitioner's request for consideration of his or her arguments, the Chairman of the ad hoc committee, or his/her designee, making the recommendation for corrective action shall appear prior to the attendance of the practitioner to discuss the recommendation and the reasons for the recommendation. The affected practitioner may submit a written response to the recommendation for corrective action and the Executive Committee may specify any formatting or length restrictions in its discretion. The Executive Committee may require that any documents and/or a written response to be presented to the Executive Committee by the practitioner be submitted in advance of the Executive Committee meeting.

The Executive Committee shall take action regarding the recommendation for corrective action following the affected practitioner's presentation. The Executive Committee may choose to deliberate and make a decision at the next regularly scheduled Executive Committee meeting in order to provide the Executive Committee adequate time to review any written materials provided by the practitioner. The affected practitioner shall not be permitted to be present when the Executive Committee takes action regarding the recommendation for corrective action. The meeting(s) of the Executive Committee pursuant to this section shall not constitute a hearing under Article 8 and none of the rules provided in these Bylaws with respect to hearings shall apply as the reconsideration phase is limited in scope. The Executive Committee shall make a record of these proceedings through meeting minutes.

In the event the affected practitioner does not appear after requesting a review, the affected practitioner shall be deemed to have waived his/her right to an Executive Committee review and all rights to a hearing and appellate review under Article 8 and the recommendation of the Executive Committee shall be forwarded to the Board for final action.

Sect. 7.11 Executive Committee Decision

- A. If the Executive Committee decides, after reconsideration of the request for corrective action and the practitioner's arguments against it, that no corrective action is warranted, the recommendation for corrective action shall be deemed rejected and the matter concluded without further action by the Board. The Executive Committee may alternatively impose an alternative to corrective action in accordance with Section 7.6.D. When the Executive Committee imposes such alternative to corrective action, it shall be binding on the practitioner without further action by the Board and the affected practitioner shall not be entitled to any hearing or appellate review under Article 8.
- B. If the Executive Committee decides after reconsideration of the request for corrective action and the practitioner's arguments against it that corrective action is warranted, then the affected practitioner is entitled to a hearing under Article 8. The practitioner shall be provided written Notice that he or she has the right to request a hearing, in writing, within thirty (30) days of the practitioner's receipt of the Executive Committee's recommendation following the reconsideration.

Sect. 7.12 Automatic Termination

A practitioner's Medical Staff membership and privileges shall be automatically terminated upon the occurrence of any of the following events. Automatic termination under this Section 7.12 does not entitle a practitioner to a hearing or appellate review under Article 8 of these Bylaws. All instances of automatic termination will be reported to any state or federal regulatory agencies, boards, or licensing authorities if required by any applicable laws, rules, or regulations.

- A. Failure to complete medical records in accordance with the Medical Staff Rules and Regulations and policies and procedures.
- B. Action by the Florida Board of Medicine, revoking or suspending a practitioner's license.

- C. Termination of any privileges or Medical Staff membership at one of the District's Hospitals due to waiver of a practitioner's rights to a hearing and/or appellate review pursuant to Article 8 of these Medical Staff Bylaws, or by a voluntary surrender of medical staff membership or clinical privileges while under investigations for corrective action at any of the District's Hospitals.
- D. Any practitioner who is convicted of or pleads guilty or "no contest" to a felony related to healthcare or who is presently listed by a federal agency as debarred, excluded, or sanctioned by a federally funded healthcare program.
- E. Failure to meet the residence and office location requirements in Section 4.2.G.
- F. The terms of any Medical-Administrative officer's contractual arrangement with the Hospital or District, which may require automatic termination of Medical Staff membership and/or privileges as set forth in Section 3.10.
- G. The terms of any Contract Practitioner's contractual arrangement with the Hospital or District, which may require automatic termination of Medical Staff membership and/or privileges as set forth in Section 3.11.
- H. Failure to take action in accordance with Section 5.5 following a leave of absence.
- I. Failure to meet board certification requirements as outlined in the Medical Staff Rules and Regulations and Policies and Procedures.

Sect. 7.13

Automatic Suspension

A practitioner's Medical Staff membership and/or privileges may be automatically suspended upon the occurrence of any of the following events. Automatic suspension under this Section 7.13 does not entitle a practitioner to a hearing before a hearing panel nor an appeal to the Board set forth in Article 8 or any procedures for a summary suspension set forth in Section 7.14.

- A. Failure to complete medical records in accordance with the Medical Staff Rules and Regulations and policies and procedures.
- B. Failure to attend a mandatory Executive Committee meeting after receipt of prior advanced, written Notice and without failure to state good cause, in accordance with Section 14.7.C.

Sect. 7.14

Summary Suspension

- A. Imposing Summary Suspension: The Chief of Staff, the Administrator, the Chief Executive Officer, the Executive Committee, or the Board shall each have the authority to summarily suspend all or any portion of a practitioner's clinical privileges when such action is, or reasonably appears to be, immediately necessary to prevent an immediate threat to the well-being of patients and/or personnel of the Hospital.

Summary suspension shall become effective immediately, when given verbally or in writing to the affected practitioner. The summary suspension shall remain effective until modified or terminated in accord with this Section 7.14.

Once summary suspension is imposed, the Chief of Staff or the Chief of the practitioner's Department shall have immediate responsibility for providing alternate medical coverage for the practitioner's patients still in the Hospital at the time of the suspension. The wishes of the patients shall be considered in the selection of alternate practitioners.

- B. Notification: The practitioner must be provided written Notice of the suspension, which shall:
1. state that a summary suspension has been imposed upon the practitioner. If only a portion of the practitioner's privileges have been suspended, the Notice shall specify which privileges have been suspended;
 2. state the general grounds for such action;
 3. advise the practitioner to refer to the Medical Staff Bylaws;
 4. specify at which Hospital the disciplinary action originated;
 5. advise that the suspension is effective at all Memorial Healthcare System Hospitals;
 6. specify that the practitioner has the right to request the Executive Committee, and applicable Advisory Council in the case of Memorial Regional Hospital and Joe DiMaggio Children's Hospital, to convene and review the matter.

All reviews under this Section 7.14 will be performed by the Executive Committee of the applicable Medical Staff, with the exception of Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division where the review will be performed by the Executive Committee of Memorial Regional Hospital and the applicable Advisory Council of the applicable Hospital. All references to the "Executive Committee" contained in this Section 7.14 with respect to a review afforded an affected practitioner shall include the applicable Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division;

7. advise that if the practitioner does not make this request within thirty (30) days following the date of receipt of this Notice, then his or her failure to make this request within the thirty (30) day time period shall constitute a waiver of rights to a review by the Executive Committee, and a waiver of his right to a hearing and appellate review on the matter as outlined in Article 8; and
8. state that after receipt of his or her request for review of the matter by the Executive Committee, the practitioner will be notified of the date, time and place of the meeting of the Executive Committee.

- C. Waiver of Rights: The failure of a practitioner to request review of the matter by the Executive Committee within thirty (30) days of his or her receipt of the written Notice specified in Section 7.14.B above shall be deemed a waiver of his or her right to said review and to the hearing and appellate review that would otherwise have been available under Article 8.

Effective on the date of such waiver, the portion of the practitioner's Medical Staff privileges that were summarily suspended shall be automatically revoked at all South Broward Hospital District Hospitals without further action by the Board. If all the practitioner's Medical Staff privileges were summarily suspended, then, effective on the date of the waiver, the practitioner's membership on the Medical Staffs of all South Broward Hospital District Hospitals shall be automatically terminated without further action by the Board.

- D. Executive Committee Review: If the practitioner requests reconsideration of his or her arguments against the summary suspension by the Executive Committee, the Executive Committee shall hold a meeting to review the summary suspension as soon as reasonably possible, but not later than fourteen (14) days after receipt of a request for review from a practitioner

who has been summarily suspended. The purpose and scope of the reconsideration of the summary suspension by the Executive Committee is limited and is not intended to serve as an adversarial hearing with the calling of witnesses or a hearing or appellate review under Article 8 of these Bylaws. The Executive Committee's reconsideration and the practitioner's presentation to the Executive Committee shall be limited to only the reconsideration of the summary suspension for purposes of determining whether the summary suspension is appropriate assuming all of the facts and circumstances upon which it is based are true. The reconsideration shall not be used as a process to determine whether the facts and circumstances are true. Rather, the reconsideration is to determine whether the summary suspension is appropriate in this particular circumstance, i.e. does it appear appropriate under the facts assuming they are true.

The Administrator shall provide the practitioner with Notice of the time, place, and date of the Executive Committee meeting. The practitioner shall have the right to attend the meeting of the Executive Committee at which the matter is being reconsidered. The practitioner may not present evidence, to rebut the truth or accuracy of the facts and circumstances, but may present an oral statement and/or documents to address the summary suspension. The practitioner's presentation shall be limited to thirty (30) minutes. The Executive Committee shall have the right to ask the affected practitioner questions and seek clarification. Neither the affected practitioner nor the Executive Committee shall have the right to have legal counsel present; provided, however, nothing herein shall be construed to limit either party's right to consult and prepare with legal counsel prior to the meeting.

At the meeting of the Executive Committee convened pursuant to a practitioner's request for consideration of his or her arguments, the individual or representative of the body that imposed the summary suspension, or their designee, shall appear prior to the attendance of the practitioner to discuss the reasons for the summary suspension. The individual shall remain present while the affected practitioner makes his or her presentation. The affected practitioner may submit a written response and the Executive Committee may specify any formatting or length restrictions in its discretion. The Executive Committee may require that any documents and/or written response to be presented to the Executive Committee by the practitioner be submitted in advance of the Executive Committee meeting.

The Executive Committee shall deliberate and make a decision during its current meeting or as soon thereafter as is reasonably possible if the Executive Committee determines it will need additional time to review any

written materials provided by the practitioner. The affected practitioner shall not be permitted to be present when the Executive Committee votes on action regarding the recommendation regarding the summary suspension. The meeting of the Executive Committee pursuant to this section shall not constitute a hearing under Article 8 and none of the rules provided in these Bylaws with respect to hearings shall apply as the reconsideration phase is limited in scope. The Executive Committee shall make a record of these proceedings through meeting minutes.

In issuing its decision following its review under this section, the Executive Committee shall follow the procedures set forth in Section 7.11. In the event the event the Executive Committee should determine that a summary suspension of privileges is not currently necessary, the Executive Committee may nevertheless decide to appoint an ad hoc committee to further investigate matters regarding this practitioner and make recommendations to the Executive Committee pursuant to this Article 7, or the Executive Committee may decide to impose alternatives to corrective action in accordance with Sections 7.6.D and 7.11.A of these Bylaws.

In the event the affected practitioner does not appear after requesting a review, the affected practitioner shall be deemed to have waived his or her right to an Executive Committee review and all rights to a hearing and appellate review under Article 8 regarding their loss of clinical privileges which are the subject of the summary suspension and the recommendation of the Executive Committee shall be forwarded to the Board for final action.

ARTICLE 8. HEARING AND APPELLATE PROCEDURES

Sect. 8.1 Request for a Hearing

If a recommendation of the Executive Committee is adverse to the affected practitioner, including allied health practitioners as they are included within the definition of "practitioner," pursuant to Section 5.2.H (unfavorable appointment decision), Section 7.11.B (Executive Committee decision to enforce corrective action), or Section 7.14.D (Executive Committee review of summary suspension), then the practitioner shall be provided written Notice that he or she has the right to request a hearing, in writing, within thirty (30) days of the practitioner's receipt of the Executive Committee's recommendation. These actions shall collectively be referred to herein as an "adverse action" or an "adverse recommendation."

A practitioner who fails to request a hearing within the timeframes set forth in this Section 8.1 waives any right to such a hearing and to any appellate review to which he or she might otherwise have been entitled.

All references to the "Executive Committee" contained in this Article 8 with respect to the reviews performed and recommendations made by the Executive Committee of the applicable Medical Staff shall include the Executive Committee of the appropriate Hospital as well as the applicable Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division.

Sect. 8.2 Appointment of a Hearing Panel and Hearing Officer

If an affected practitioner timely requests a hearing, a hearing panel shall be appointed by the Administrator, or his or designee. The hearing panel shall be composed of not less than three (3) members. The affected practitioner must be provided written Notice of the hearing panel members in accordance with Section 8.3 below. The Administrator, in his or her discretion, may also appoint alternate hearing panel members.

The panel members will be individuals who are not: (a) in direct economic competition with the practitioner whose privileges or membership is under consideration; (b) individuals having a present or prior relationship with the affected practitioner of shared medical practice, including without limitation, partnership, employment or compensation arrangement; (c) relatives of the affected practitioner; (d) individuals exhibiting racial, religious, ethnic, or other prohibited prejudice as demonstrated by reasonable evidence as determined by the Executive Committee, or the Advisory Council in the case of the Memorial Regional Hospital Division or Joe DiMaggio Children's Hospital Division; (e)

individuals who are creditors or debtors of the affected practitioner; (f) members of the Executive Committee; (g) members of the Advisory Council of Memorial Regional Hospital Division or Joe DiMaggio Children's Hospital; (h) members of the Credentials Committee; (i) any other individual who previously considered the matter; or (j) individuals who demonstrate any conflict of interest, which could adversely affect such individual's ability to fairly and objectively review the matter under consideration, as determined in the judgment of the Chief of Staff. The affected practitioner shall have ten (10) days to challenge the appointment of any hearing panel member due to a conflict of interest, as defined below. All challenges shall be submitted to the Chief of Staff and determined by the Chief of Staff, or his or her designee, in his or her sole discretion.

At any time prior to the commencement of the hearing, the Administrator may appoint additional or replacement panel members. Panel members may include without limitation, practitioners or laymen not associated with the Hospital. Knowledge of the matter involved shall not preclude any person from serving as a member of the hearing panel. Such appointment by the Administrator shall include designation of the Chairman or Presiding Officer of the hearing panel, unless a hearing officer is appointed. If a hearing officer is appointed, he or she shall serve as the Presiding Officer. The purpose of the Presiding Officer is to set procedural deadlines, hear objections and legal arguments, and make procedural and evidentiary determinations.

The Administrator may choose to appoint a hearing officer at any time prior to or during the hearing. The Chief of Staff shall choose the hearing officer in consultation with the Administrator and/or the Office of General Counsel. A hearing officer may or may not be an attorney at law, but must be experienced in matters concerning medical staff hearings and/or legal proceedings. The hearing officer shall be free of all conflicts of interest. If a hearing officer is appointed, the affected practitioner shall be provided Notice within five (5) days after the appointment, and any challenges to the appointment of the hearing officer must be presented in writing to the Administrator within five (5) days of the affected practitioner's receipt of the Notice, or shall be waived. In the event a hearing officer is not appointed, the Chairman of the hearing panel shall serve as the Presiding Officer of the hearing panel and may consult with the Office of the General Counsel on any pre-hearing or procedural matter in the absence of a hearing officer.

Sect. 8.3 Scheduling and Notice of Hearing

The Administrator shall schedule the hearing. The Administrator shall send written Notice to the practitioner stating the time, place and date of the hearing. The hearing shall commence no sooner than thirty (30) days nor more than sixty (60) days after receipt of the Notice of hearing unless an earlier or later hearing date has

been specifically agreed to in writing by the parties, or the Presiding Officer determines in his or her discretion and upon a determination of good cause that a later hearing date is necessary. However, in the case of a practitioner subject to a summary suspension, the hearing shall be scheduled to commence within thirty (30) days of the affected practitioner's receipt of the Notice of hearing, unless otherwise requested in writing by the practitioner.

As part of, or together with, the Notice of hearing, the Administrator shall state in writing, in concise language, the acts or omissions with which the practitioner is charged, the names of the hearing panel appointees, the names and addresses of witnesses who are expected to give testimony or present evidence at the hearing in support of the Executive Committee's recommendation, which witness list may be supplemented if additional witnesses become known, and a list of the medical records, if any, in question. The Notice shall also state that failure, without good cause, of the practitioner to appear at the hearing before the hearing panel shall be deemed a waiver of the practitioner's right to a hearing and appeal and the recommendation shall be forwarded to the Board for final action.

Sect. 8.4 Failure to Appear

Failure, without good cause (good cause shall be solely determined by the hearing panel), of the practitioner requesting the hearing to appear at such hearing, shall be deemed to constitute voluntary waiver of his or her right to a hearing before a panel and a waiver of his or her right to an appeal to the Board and the recommendation of the Executive Committee will stand and be forwarded to the Board for final action.

Sect. 8.5 Pre-Hearing Procedures

- A. There is no right to take depositions or to conduct discovery in connection with the hearing.
- B. Identification of witnesses:
 - 1. At least ten (10) days prior to the hearing, unless another date is mutually agreed upon in writing by the parties, or unless otherwise ordered by the Presiding Officer, the practitioner shall provide a written list of witnesses expected to testify at the hearing. This list shall include the names and addresses of each witness along with a description of the subject matter of the witness' intended testimony.
 - 2. At least ten (10) days prior to the hearing, unless another date is mutually agreed upon in writing by the parties, or unless otherwise

ordered by the Presiding Officer, the Executive Committee's representative shall provide a description of the subject matter of the intended testimony of each of its witnesses.

3. The witness list of either party may, at the discretion of the Presiding Officer, be supplemented for good cause shown prior to the hearing, provided that notice of any additional witness is given to the other party, along with a showing of good cause of why the witness was not previously disclosed.

C. Documentary evidence and exhibits:

1. The practitioner requesting the hearing shall, upon written request, be permitted to inspect copies of patient medical records which are expected to be used at the hearing, or be entitled to obtain a copy of these records upon payment to the Hospital of customary copying expenses. This right to inspect and obtain copies of patient records must be in compliance with, and subject to, any applicable laws and regulations concerning patient privacy and confidentiality.
2. At least ten (10) days prior to the hearing, or on a date mutually agreed upon in writing by the parties, unless otherwise ordered by the Presiding Officer, each party shall provide the other party with a written list identifying proposed exhibits intended to be presented at the hearing. Each party shall be entitled to inspect a copy of the other parties' exhibits upon written request directed to the other party.

- D. Confidentiality: Any documents and information disclosed or provided by the Hospital or on behalf of its peer review committees are confidential. All such documents and information are for use by the affected practitioner and/or his or her legal counsel only in preparation for, and use at, the hearing, and appeal pursuant to these Bylaws, and are not to be used for any other purpose. The affected practitioner and his or her counsel may be required to sign a confidentiality agreement recognizing that all information provided in conjunction with the requested hearing and all documents inspected or provided to the practitioner or his or her legal counsel shall be maintained as strictly confidential for use by the practitioner, his or her attorney, and their consulting experts, if applicable, only in conjunction with the pending peer review proceeding. In the event that protected health information is to be disclosed to the practitioner's legal counsel, the practitioner's legal counsel shall provide to the Hospital a copy of an appropriately executed HIPAA Business Associate Agreement between the practitioner and their legal counsel.

- E. All objections to documents or witnesses shall be submitted to the Presiding Officer and the opposing party in writing within five (5) days after the disclosure provided by this Bylaws section, unless a different time period is provided by the Presiding Officer or agreed to in writing by the parties. The Presiding Officer shall not entertain subsequent objections unless the party offering the objection demonstrates good cause.
- F. At least five (5) days prior to the hearing, or on dates set by the Presiding Officer, unless another date is mutually agreed upon in writing by the parties, the parties shall, upon specific request, provide to each other copies of any expert reports for experts intended to be called at the hearing.
- G. Neither the practitioner, nor his or her legal counsel, nor any other person on behalf of the practitioner, shall contact Hospital employees appearing on the Executive Committee's witness list, or any individuals who serve or served on any committees, concerning the subject matter of the hearing, unless specifically agreed upon by counsel for the Hospital or counsel for the Executive Committee.
- H. Pre-hearing Conference: The Presiding Officer may require the practitioner or his/her counsel and the Executive Committee's representative to participate in a pre-hearing conference for purposes of resolving procedural questions in advance of the hearing. If a party fails to raise any procedural objections or questions in the pre-hearing conference or prior to the calling of the first witness at the hearing such objection or question will be waived by the party.

Sect. 8.6 Hearing Procedure

- A. The Presiding Officer of the hearing panel shall act to ensure that all participants in the hearing have a reasonable opportunity to be heard and to present all oral and documentary evidence, and that decorum is maintained throughout the hearing. The Presiding Officer of the hearing panel shall be entitled to determine the order of procedure throughout the hearing. The Presiding Officer shall have the authority and discretion, to make rulings on all questions which pertain to matters of procedure.
- B. Postponement of hearings beyond the time limit stated in these Bylaws may be granted with the approval of the Presiding Officer when good cause is shown, or may be agreed to by a written agreement of the affected practitioner or his/her legal counsel and the Executive Committee's representative.
- C. The practitioner is entitled to be accompanied to a hearing or represented in conjunction with the hearing by legal counsel or other person of the practitioner's choice.

- D. The hearing need not be conducted in strict accordance with rules of the law pertaining to examination of witnesses and/or presentation of evidence. Any relevant matter upon which responsible persons customarily rely in the conduct of serious affairs shall be considered, regardless of any existing common law or statutory rule which might make evidence inadmissible over objection in civil or criminal law. During the hearing, the practitioner shall be entitled to submit evidence concerning any issue of procedure or fact, and such information shall be made a part of the hearing record.
- E. The Chief of Staff shall appoint legal counsel, or a member of the Medical Staff, as the Executive Committee's representative in conjunction with the hearing to present facts supporting the Executive Committee's recommendation and to examine witnesses. The Executive Committee shall first present facts and evidence to show the basis of the Executive Committee's recommendation.
- F. The affected practitioner shall thereafter be responsible for supporting his or her challenge to the adverse recommendation through an appropriate demonstration that the charges or grounds involved lack any factual basis, or that the recommendation of the Executive Committee based on the allegations is either arbitrary or capricious. "Arbitrary" is defined as not supported by facts or logic. "Capricious" is defined as irrational or without thought or reason. The affected practitioner shall bear the burden of proof to show that the recommendation was arbitrary or capricious or lacks any factual basis by a preponderance of the evidence. "Preponderance of the evidence" is defined as the greater weight of the evidence is in favor of the affected practitioner. In other words, the evidence as a whole is stronger in favor of the affected practitioner, however slight the edge may be.
- G. The practitioner, or his or her representative, and the Executive Committee representative shall have the following rights:
 - (1) To call and examine witnesses;
 - (2) To introduce evidence;
 - (3) To cross examine any witness on any matter relevant to issue of the hearing;
 - (4) To challenge any witness;
 - (5) To rebut any evidence; and
 - (6) To submit a written statement at the close of hearing.
- H. The hearing panel may order that oral evidence be taken under oath or affirmation and administered by a Notary Public of the State of Florida.

- I. The hearing panel members must be present throughout the hearing and deliberations. If a panel member is absent from any part of the proceedings, he or she shall be immediately excused from the panel. The hearing panel may recess the hearing and reconvene with written or verbal notice to the interested parties. Upon conclusion of the presentation of oral and written evidence, the hearing shall be closed. The hearing panel shall hereupon conduct its deliberations with only the hearing panel members and hearing officer present, if one is appointed. In the event a hearing officer is appointed, he or she shall not have a vote and shall act in an advisory role. In the event a hearing officer is not appointed, the Presiding Officer shall be the Chairperson of the hearing panel, and he or she shall have a vote. Upon conclusion of its deliberations, the hearing panel shall be declared finally adjourned.
- J. A witness will not be sequestered if he or she is necessary for the proper function of the hearing. Without limitation of the foregoing, the following Hospital District representatives shall have the right to be present throughout the course of the hearing: General Counsel, Chief Medical Officer, Administrator, System Chief Medical Officer, and/or their designees. The Office of the General Counsel, and/or its designees, has the right to participate in all pre-hearing activities and at the hearing.

Sect. 8.7 Record of Hearing

The hearing panel shall maintain a record of the hearing by having a court reporter present to make a record of the hearing through an electronic recording, or a stenographic record of the proceedings. The cost of such court reporter shall be borne by the Hospital.

Sect. 8.8 Personal Appearance Required

The personal appearance of the practitioner for whom the hearing has been scheduled is required. Failure of the affected practitioner to personally appear will result in a waiver of the practitioner's hearing and appeal rights under this Article 8 and the recommendation of the Executive Committee shall be forwarded to the Board for final action.

Sect. 8.9 Hearing Panel Report

The hearing panel shall make a written report and recommendation. The recommendation of the hearing panel shall be determined by majority vote of its voting members and shall be based on the evidence presented at the hearing. If a hearing officer is appointed, he or she may assist the hearing panel in preparing its

written report and recommendation at the request of a majority of the hearing panel members. The report of the hearing panel shall contain:

- (1) a statement of the hearing panel's recommendations; and
- (2) a statement of relevant findings of fact which support the hearing panel's recommendations.

The hearing panel's recommendation and written report shall be forwarded to the members of the Executive Committee, the Executive Committee's representative, and the affected practitioner or his/her legal counsel within thirty (30) days after final adjournment of the hearing. The report may recommend any appropriate action with respect to the practitioner's privileges, based on its findings at the hearing, including without limitation, accepting or rejecting the recommendation for corrective action in whole or in part, or recommending implementation of different corrective action and/or alternatives to corrective action.

Sect. 8.10 Executive Committee Review of Hearing Panel Report

Within thirty (30) days from the time the Executive Committee has received the hearing panel's report, the Executive Committee, along with at least one (1) member of the hearing panel, shall convene and review the hearing panel's findings and recommendations. The Executive Committee shall have available to it the record of the hearing, including exhibits which are part of the record from the hearing. The affected practitioner or his/her legal counsel shall be provided written Notice of the date of the Executive Committee's meeting at least ten (10) days prior to the meeting, unless a shorter period of time is agreed to in writing by the practitioner or his/her legal counsel. The affected practitioner or his/her legal counsel and the Executive Committee's representative may submit written objections, if any, to the hearing panel's report. Any such objections must be received by the Chief of Staff and the opposing party at least five (5) days before the Executive Committee's meeting.

The Executive Committee shall take an action on the hearing panel's report and recommend action to the Board which the Executive Committee deems appropriate, which may include, without limitation, adopting or rejecting the hearing panel's recommendation, in whole or in part, or making a different recommendation based on the hearing panel's findings. Members of the Executive Committee who are in direct economic competition with the practitioner, or who otherwise have a conflict of interest, as defined in Section 8.2, shall not participate in decision making under this section.

Neither the affected practitioner nor anyone representing the affected practitioner

will be allowed to attend this meeting of the Executive Committee. Evidence will not be presented at this meeting of the Executive Committee. The action taken by the Executive Committee with respect to the hearing panel's report shall be the final action taken by the Executive Committee on the matter and shall not be subject to further review or appeal, except as set forth below.

Sect. 8.11 Executive Committee Recommendation

The recommendation of the Executive Committee, based on its review of the report of the hearing panel, shall be adopted by a majority of votes within fifteen (15) days of the date the Executive Committee convened and reviewed the hearing panel's report in Section 8.10. The recommendation of the Executive Committee shall be in writing, signed by the Chief of Staff, or his or her designee, and state:

- (1) The portions of the hearing panel report with which the Executive Committee agrees.
- (2) The portions of the hearing panel report with which the Executive Committee disagrees and the basis for such disagreement, from the record.
- (3) The action which the Executive Committee recommends to the Board.
- (4) The basis for the recommendations of the Executive Committee.

Sect. 8.12 Rejecting the Recommendation for Corrective Action After Reconsideration

If the Executive Committee decision is favorable to the practitioner, the original recommendation of the Executive Committee shall be deemed rejected and the matter concluded without further action by the Board. The Executive Committee may alternatively impose any alternative to corrective action in accordance with Section 7.6.D. When the Executive Committee imposes such alternative corrective action, it shall be binding on the practitioner without further action by the Board, and the affected practitioner shall not be entitled to appellate review of such corrective action by the Board. The affected practitioner or his/her legal counsel shall be provided a written copy of the Executive Committee's final recommendation.

Sect. 8.13 Notice of Right to Appellate Review

If, after review of the hearing panel's report, the recommendation of the Executive Committee to the Board imposes "corrective action" upon the affected practitioner by imposing a (1) reduction, suspension, or revocation of a Practitioner's clinical privileges; or (2) suspension or revocation of a practitioner's staff membership, the

practitioner shall be provided written Notice advising him or her of their right to request appellate review by the Board regarding the matter within thirty (30) days of the date on which the affected practitioner or his/her legal counsel received the written recommendation of the Executive Committee. Such Notice shall include:

- (1) A copy of the Executive Committee's recommendation to the Board; and
- (2) A statement that the failure of the practitioner to request appellate review by the Board within thirty (30) days of his or her receipt of the Notice, or his or her failure to appear, without good cause, at any scheduled appellate review hearing shall be deemed a waiver of the practitioner's right to appellate review.

Sect.8.14 Waiver of Right to Appellate Review

If the practitioner does not request appellate review by the Board within thirty (30) days from his or her receipt of the Notice, his or her right to such appellate review shall be waived and the Board shall take final action on the Executive Committee's recommendation.

Sect. 8.15 Scheduling of Appellate Review

The Administrator shall, within fifteen (15) days after receiving a timely request for appellate review from the practitioner, schedule a date for appellate review. The Administrator shall send written Notice to the practitioner specifying the date, time, and place of the appellate review hearing. The date of the appellate review hearing shall be not less than ten (10) days or more than thirty (30) days from the date the request for the review is received by the Administrator. When appellate review is waived, the Board shall take final action on the reconsidered recommendation of the Executive Committee without regard to any deadlines.

Sect. 8.16 Procedure for Appellate Review

- A. When requested by the affected practitioner, the Board shall conduct the appellate review and a quorum of its members must be present. At the discretion of the Chairman of the Board, a committee of no less than four (4) Board members may be appointed to conduct the appellate review hearing. In the event the Chairman of the Board appoints a committee, a majority vote of the committee shall be required for any action taken by the committee. If the decision of the committee is unanimous, it shall be the final action of the Board and the procedures set forth in Section 8.19 shall be followed. If the decision of the committee is not unanimous, the committee's final recommended action must be ratified by the Board to constitute final action by the Board and the procedures set forth in Section 8.19 shall be followed.

The committee members, including the appellate review hearing panel chairperson, shall be appointed by the Chairman of the Board. All references to the "Chairman of the Board" contained in this Section 8.16 shall pertain to any appellate review hearing panel chairperson appointed by the Chairman of the Board hereunder.

- B. The practitioner shall have access to the report and the record (and transcription, if any) of the hearing, as well as all other material, favorable or unfavorable, that was considered in making the adverse reconsidered recommendation of the Executive Committee.
- C. An accurate record of the appellate review hearing must be maintained through an accurate recording or summary of the proceedings. The cost of the record shall be borne by the Hospital.
- D. Postponement of the appellate review hearing beyond the time limit stated in these Bylaws for appellate review may be done only with the approval of the Chairman of the Board, at his or her sole discretion, and only when good cause is shown (good cause shall be solely determined by the Chairman of the Board).
- E. The practitioner shall be entitled to be accompanied to the appellate review hearing, and/or represented, by a member of the Medical Staff in good standing and/or by legal counsel.
- F. The Chairman of the Board shall preside over the appellate review hearing, determine the order of procedure during the appellate review hearing, assure that all participants in the appellate review hearing have a reasonable opportunity to present relevant arguments based on the record, and maintain decorum. The Chairman of the Board may receive advice on such matters by legal counsel for the Hospital District.
- G. The appellate review hearing need not be conducted in strict accordance with the rules of appellate procedure. Only the record to date shall be considered. Prior to or during the appellate review hearing, the practitioner shall be entitled to submit a written statement concerning an issue of procedure or fact, and such information shall be made a part of the appellate review hearing record.
- H. The Chief of Staff shall appoint one of the members of the Executive committee or another member of the Medical Staff and/or legal counsel as its representative at the appellate review hearing to present relevant portions of the record supporting the adverse recommendation of the Executive

Committee. The affected practitioner shall thereafter be responsible for supporting from the record his or her challenge to the adverse recommendation of the Executive Committee with an appropriate demonstration that the charges or grounds involved lack any factual basis, or that the recommendations based on the findings of fact are either arbitrary or capricious.

- I. The practitioner or his or her representative and the Executive Committee's representative shall have the following rights:
 - (1) To make arguments based on the record, but not the right to submit additional evidence, except for good cause shown (good cause shall be solely determined by the Chairman of the Board); and
 - (2) To submit a written statement at the close of the appellate review hearing.

The appellate review hearing panel may impose reasonable restrictions or requirements on written statements to be submitted to the appellate review hearing panel or oral arguments made before the appellate review hearing panel.

Sect. 8.17 Personal Appearance Required

The personal presence of the practitioner for whom the appellate review hearing has been scheduled shall be required. A practitioner, who, without good cause (good cause shall be solely determined by the appellate review hearing panel), fails to appear and proceed with the appellate review hearing, shall be deemed to have waived his or her rights to appellate review of the matter and the recommendation of the Executive Committee shall be final.

Sect. 8.18 Effect of Waiver of Right to Appellate Review

When the practitioner waives his or her rights to appellate review, either by failure to request appellate review within the time specified in these Bylaws, or by his or her failure to appear without good cause, the Board shall act on the recommendations of the Executive Committee without regard to deadlines, and may take any action regarding the practitioner's privileges without being required to consider any arguments or information submitted by, or on behalf of, the practitioner.

Sect 8.19 Board Action on the Matter

- A. Within thirty (30) days after the conclusion of the appellate review, the Board shall render its final decision in the matter in writing, which may include adopting, rejecting, or modifying the recommendation of the Executive Committee, and shall send written Notice thereof to the practitioner, to the Chief Executive Officer, the Chief of Staff, Administrator, and to the Executive Committee. Neither the affected practitioner nor anyone representing the affected practitioner will be allowed to attend any meetings or deliberations of the Board regarding its final decision. The action taken by the Board with respect to the appellate review hearing shall be the final action taken by the Board on behalf of the District and shall not be subject to further review or appeal under these Bylaws.

- B. Final action by the Board shall affect the practitioner's privileges at all District Hospitals.

ARTICLE 9: IMPAIRED AND DISRUPTIVE PRACTITIONERS

Sect. 9.1 Actions Involving Impaired Practitioners with Clinical Privileges

- A. It is the policy of the Medical Staff to be sensitive to a practitioner's health or condition and to assist the practitioner in retaining or regaining optimal professional function, in order to provide quality patient care.
- B. The goal of the Medical Staff is, when appropriate, to assist with rehabilitation, rather than the imposition of corrective action, and to aid practitioners in retaining and regaining optimal professional functioning consistent with protection of patients.
- C. In order to assist practitioners with health issues, the Medical Staff will follow all applicable Medical Staff, Hospital, and System Policies and Procedures regarding impaired practitioners.

Sect. 9.2 Disruptive Practitioners

- A. It is the policy of the Medical Staff that all individuals within the Hospital be treated courteously, respectfully, and with dignity as such conduct is defined in all District, Hospital, and Medical Staff policies. To that end, all practitioners who are granted clinical privileges must conduct themselves in a professional and cooperative manner and in accordance with all District, Hospital, and Medical Staff Policies and Procedures while in any of the Hospitals.
- B. The Medical Staff will implement corrective action with respect to disruptive practitioners in accordance with these Bylaws and all applicable Medical Staff Policies and Procedures.

ARTICLE 10: OFFICERS

Sect. 10.1 Officers of the Medical Staff of each Hospital and each Hospital Division

The officers of the Medical Staff shall be the Chief of Staff, Vice Chief of Staff, and the Secretary-Treasurer. Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division shall each have a Chief of Staff, Vice Chief of Staff, and Secretary-Treasurer.

The President of the Medical Staff of Memorial Regional Hospital shall be the Chief of Staff of the Memorial Hospital Division in odd years and the Chief of Staff of Joe DiMaggio Children's Hospital Division in even years. Such change shall occur as of the first day of the medical staff year, May 1st. For example, if the first day of the medical staff year is an odd year, the President of the Medical Staff of Memorial Regional Hospital shall be the Chief of the Memorial Hospital Division through April 30th of the following year. Then, the Chief of Staff of Joe DiMaggio Children's Hospital Division shall be the President of the Memorial Regional Hospital Medical Staff beginning on May 1st of the even year through April 30th of the following year.

The Vice President of the Medical Staff of Memorial Regional Hospital shall be the Chief of Staff of Joe DiMaggio Children's Hospital in odd years and the Chief of Staff of Memorial Hospital Division in even years. Such change shall occur as of the first day of the medical staff year, May 1st and as described above.

Sect. 10.2 Qualification of Officers

Officers must be active Medical Staff members for greater than four (4) years at the time of their nomination and election, and must remain members in good standing, including full reappointment without concern, during their term of office. Officers must meet all requirements set forth by the Board and follow all Board policies. Failure to maintain such status shall create an immediate vacancy in that particular office.

The nominees for officers of the Medical Staff shall have demonstrated an interest in the Hospital and a commitment to its mission and they shall have served as a member of an Executive Committee or Advisory Council in the Memorial Healthcare System.

The nominees for officers of the Medical Staff shall be free of any and all conflicts of interest in relation to the Memorial Healthcare System. This shall include:

- a. They shall not serve on an Executive Committee of any other Hospital or

Advisory Council of any other Hospital Division within the Memorial Healthcare System while serving as an officer of the Medical Staff;

- b. They shall not serve on the governing board or occupy an administrative position at any other hospital or medical facility in Broward or Miami-Dade Counties;
- c. They shall not have any conflicts of interest as defined by the Board's Conflict of Interest Policy; and
- d. A practitioner whose practice is owned by a competing medical facility does not qualify to serve as an officer of the Medical Staff.

Sect. 10.3 Election of Officers

A. Prior to, or at the January Executive Committee meeting, the Chief of Staff will appoint a nominating committee, which shall consist of the following:

- a. For Memorial Regional Hospital Division: The Nominating Committee shall consist of two (2) past Chiefs of Staff and three (3) members chosen by the Memorial Regional Hospital Advisory Council as a whole upon the recommendation of the Chief of Staff, with the Chairman appointed by the Chief of Staff.
- b. For Joe DiMaggio Children's Hospital Division: The Nominating Committee shall consist of two (2) past Chiefs of Staff and three (3) members chosen by the Joe DiMaggio Children's Hospital Advisory Council as a whole upon the recommendation of the Chief of Staff, with the Chairman appointed by the Chief of Staff.
- c. For Memorial Hospital Pembroke: The Nominating Committee shall consist of two (2) past Chiefs of Staff and three (3) members chosen by the Executive Committee as a whole upon the recommendation of the Chief of Staff, with the Chairman appointed by the Chief of Staff.
- d. For Memorial Hospital Miramar: The Nominating Committee shall consist of two (2) past Chiefs of Staff and three (3) members chosen by the Executive Committee as a whole upon the recommendation of the Chief of Staff, with the Chairman appointed by the Chief of Staff.
- e. For Memorial Hospital West: The Nominating Committee shall consist of two (2) past Chiefs of Staff and three (3) members chosen by the Executive Committee as a whole upon the recommendation of the Chief of Staff, with the Chairman appointed by the Chief of Staff.

They shall propose a slate of nominees for the officers of Chief of Staff, Vice Chief, and Secretary-Treasurer. These will be presented to the Executive Committee, or the Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division, for approval at its February meeting.

B. This slate will then be presented to the Medical Staff of each Hospital or Hospital Division in March via mail and/or email. For thirty (30) days following the nominating committee's presentation of the slate of nominees to the active members of the Medical Staff, the Medical Staff members may nominate additional nominees. At the end of this thirty (30) day time period, nominees receiving a nomination from at least fifteen percent (15%) of the active staff membership will be added to the slate. Nominations will be closed after the thirty (30) day timeframe.

C. The election will be held in April either by written ballot or at a general staff meeting at the discretion of the outgoing Chief of Staff. In the event additional nominees are not added to the slate and/or the nominees on the slate are unopposed, the proposed slate shall be deemed to be automatically elected by the Medical Staff without the necessity for a formal written ballot or election at the general staff meeting.

D. The winners of each office shall be those members who receive the highest number of votes for that position.

Sect. 10.4 Term of Office

Officers shall take office on the first day of the medical staff year, May 1st, and shall serve a two (2) year term. Officers may serve additional terms if so elected.

Sect. 10.5 Vacancies in Office

In the event that an officer position is vacated and not filled by automatic succession as specified in these Bylaws, then a person selected by a nominating committee and appointed by the Chief of Staff will fill such position. Said selection must be ratified by a majority vote of the Executive Committee or the Advisory Council in the case of the Memorial Regional Hospital Division or Joe DiMaggio Children's Hospital Division.

Sect. 10.6 Duties of Officers

A. The Chief of Staff shall serve as the chief administrative officer of the Medical Staff to:

- (1) Work with the Administrator in coordination and cooperation of all matters of mutual concern to the Hospital;
- (2) Call, preside at, and be responsible for the agenda of all general and special meetings of the Medical Staff;
- (3) Serve as chairman of the Executive Committee, and the Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division;
- (4) Call, preside at, and be responsible for the agenda of all general and special meetings of the Executive Committee, or the Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division;
- (5) Be a member of the District Medical Advisory Committee;
- (6) Serve as an ex-officio member, with vote, on all other Medical Staff committees of the Hospital or Hospital Division, as applicable;
- (7) Be responsible for the enforcement of the Medical Staff Bylaws, Rules and Regulations, and policies and procedure; for implementation of sanctions where these are indicated; and for the Medical Staff's compliance with procedural safeguards in all instances where corrective action has been requested against a practitioner;
- (8) Represent the views, policies, needs, and grievances of the Medical Staff to the Administrator, System Chief Medical Officer, and the Board;
- (9) Receive and interpret for the Medical Staff, the Board's policies; report to the Board on the performance and maintenance of quality for the Medical Staff's delegated responsibility to provide medical care;
- (10) Be responsible for the educational activities of the Medical Staff; and
- (11) Be the spokesman for the Medical Staff in its external professional and public relations.
- (12) Appoint all Medical Staff members serving on Medical Staff committees, unless otherwise more specifically stated in these Bylaws or the Medical Staff Rules and Regulations or policies and procedures.

- B. The Vice Chief of Staff shall, in the absence of the Chief of Staff assume the duties and have the same authority of the Chief of Staff. The Vice Chiefs of Staff of Memorial Hospital Pembroke, Memorial Hospital Miramar, and Memorial Hospital West shall each be a member of the respective Hospital's Executive Committee. The Vice Chief of Staff of the Memorial Regional Hospital Division shall be a member of the Memorial Regional Hospital Division Advisory Council and Chairman of the Quality Care and Patient Safety Council. The Vice Chief of Staff of the Joe DiMaggio Children's Hospital Division shall be a member of the Advisory Council of the Joe DiMaggio Children's Hospital Division and the Joe DiMaggio Children's Hospital Division representative to the Quality Care and Patient Safety Council.

The Vice Chief of Staff shall automatically succeed the Chief of Staff if the latter fails to serve for any reason.

- C. The Secretary-Treasurer shall be a member of the Executive Committee, or the Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division, and shall serve as a co-chairman of the Healthcare System Credentials Committee. As Treasurer, he or she shall collect and disburse all medical staff funds and shall be accountable for them. He or she shall submit a quarterly summary report on the Medical Staff's funds. He or she shall automatically succeed the Vice Chief of Staff, if the latter fails to serve for any reason.

Sect. 10.7 Removal of Staff Officers

- A. Officers of the Medical Staff may be removed from office upon the recommendation of a two-third (2/3rd) vote of the Executive Committee, or the Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division, after the Executive Committee or Advisory Council has received a petition from one-third (1/3rd) of the active Medical Staff and following receipt of the report of a special ad hoc committee appointed by the Executive Committee or Advisory Council to investigate the reasons for the petition. Reasons for removal of an officer of the Medical Staff may include, but are not limited to, the inability to perform the duties of office.
- B. Officers shall be automatically removed, without petition from the Medical Staff and recommendation of the Executive Committee, or the Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division, in the event of (a) a recommendation for corrective action by the Executive Committee after an investigation is performed by an ad hoc committee pursuant to Article 7; provided, however,

in the event the officer initiates a hearing process pursuant to Article 8 after the recommendation for corrective action under Article 7 and the final recommendation as a result of such hearing is favorable to the officer, the officer shall be entitled to complete the remainder of his or her term of office; (b) a majority vote of the Executive Committee, or applicable Advisory Council, when any other healthcare entity or regulatory body imposes disciplinary action; (c) a summary suspension by any other healthcare entity or regulatory body; (d) loss of Medical Staff membership, change in staff status, or a leave of absence; (e) implementation of automatic termination under Section 7.12 or summary suspension under Section 7.14; (f) the officer fails to meet the officer qualifications set forth in Section 10.2; or (g) the officer is reappointed with concern.

ARTICLE 11. DEPARTMENTS

Sect. 11.1 Organization of the Departments

- A. Each Hospital shall have clinical Departments, which shall be organized as a separate part of each respective Medical Staff and will have a Chief who will be responsible for the overall supervision of the work within the Department. Each Hospital's respective Departments shall be listed in the Medical Staff Rules and Regulations. Each Department shall have all the rights and obligations assigned to it in these Bylaws and all applicable Medical Staff Rules and Regulations and policies and procedures, with the exception of any Podiatry Department, which shall be subject to oversight of its respective Executive Committee, or any Committee or Department to which the Executive Committee, or applicable Advisory Council in the case of Memorial Regional Hospital Division or Joe DiMaggio Children's Hospital Division, delegates such oversight responsibility.

- B. Each approved and authorized clinical Section shall perform the functions assigned to it by the Department Chief. Such functions may include, without limitation, the continuous monitoring of patient care practices, continuing medical education programs, and credentials review and privileges delineation. The Section shall transmit regular reports to the Department Chief on the conduct of its assigned functions.

Sect. 11.2 Qualifications, Selection, and Tenure of Department Chiefs and Vice Chiefs

- A. Each Department Chief and Vice Chief shall be an active Medical Staff member for at least two (2) years at the time of their nomination and election, in good standing, including full reappointment without concern, who is best qualified for the position by his or her training, experience, and demonstrated ability. Each Chief and Vice Chief of a Department shall be board certified in his or her specialty or subspecialty. Each Chief and Vice Chief shall meet all requirements set forth by the Board and follow all Board policies.

Each Department Chief and Vice Chief shall have demonstrated an interest in the Hospital and a commitment to its mission. The Chief and Vice Chief of a Department shall be free of any and all conflicts of interest in relation to the Memorial Healthcare System. This shall include:

- a. They shall not serve on an Executive Committee of any other Hospital or Advisory Council of any other Hospital Division within the Memorial Healthcare System or the Credentials Committee (except as outlined in the Medical Staff Policies and Procedures) while also serving as a Department

Chief or Vice Chief;

b. They shall not serve on the governing board or occupy an administrative position at any other hospital or medical facility in Broward or Miami-Dade Counties;

c. They shall not have any conflicts of interest as defined by the Board's Conflict of Interest Policy; and

d. A practitioner whose practice is owned by a competing medical facility does not qualify to serve as a Department Chief or Vice Chief.

B. In the event of a resignation or failure of a Chief to serve his or her term, the Vice Chief of the Department shall take over the position as Chief for the unexpired term. The Vice Chief shall be an active Medical Staff member. The Vice Chief position will be filled by a person nominated by a nominating committee of the Department appointed by the Department Chief.

Sect. 11.3 Election of Chief and Vice Chief

A. Prior to or in January, the Chief of the Department shall appoint a nominating committee of three (3) active members of the Department. The nominating committee shall propose a slate of nominees for the position of Chief of the Department and a separate slate of nominees for the position of Vice Chief of the Department.

B. The slates of nominees will be presented to the Department in February via mail and/or email. For thirty (30) days following the nominating committee's presentation of the slates of nominees to the Department, the active Department members may nominate additional nominees. At the end of this thirty (30) day time period, nominees receiving a nomination from at least fifteen percent (15%) of the active Department membership will be added to the applicable slate. Nominations will be closed after the thirty (30) day timeframe

C. Elections will be held in April. The final slates of nominees will be sent to the Department members via mail and/or email. The nominee who receives the highest number of votes will ascend to the position of Chief or Vice Chief, as appropriate.

D. In case of any Department where the services are provided through an exclusive arrangement, each Chief will be appointed by the Board, with the approval of the Executive Committee, or the Advisory Council in the case of

the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division, and will contract with the Board regarding the duties, responsibilities, and remuneration, if any, for the Department. In such a case, the Chief, as well as the members of the Department, must all be members of the Medical Staff. They must meet the same requirements and proceed through the same appointment process, as do all other members of the Medical Staff.

Sect. 11.4 Term of Office

Department Chiefs and Vice Chiefs shall take office on the first day of the medical staff year, May 1st, and shall serve a two (2) year term. Department Chiefs and Vice Chiefs may serve additional terms if so elected.

Sect. 11.5 Vacancies in Office

In the event of a resignation or failure of a Chief to serve his or her term, the Vice Chief of the Department shall take over the position as Chief for the unexpired term. The Vice Chief shall be an active Medical Staff member. The Vice Chief position will be filled by a person nominated by a nominating committee of the Department appointed by the Department Chief.

Sect. 11.6 Function of Department Chiefs

The responsibilities of each Department Chief shall include the following;

1. Establish, together with the Medical Staff and Administration, the type and scope of services, the number of qualified persons, and space and resources required to meet the needs of the patients and the Hospital;
2. Serve as a member of the Executive Committee or the Advisory Council in the case of Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division;
3. Be accountable for all clinical related activities and administratively related activities of the Department;
4. Be responsible for the integration of the Department into the primary functions of the Hospital;
5. Develop and implement policies and procedures that guide and support the provision of services and quality control programs as appropriate;
6. Coordinate interdepartmental and intradepartmental services;

7. Orient and provide continuing medical education for members of the Department;
8. Maintain continuing surveillance of the professional performance of all individuals who possess delineated clinical privileges in the Department;
9. Recommend to the Medical Staff the criteria for clinical privileges in the Department and make recommendations regarding clinical privileges for each member of the Department to the Credentials Committee;
10. Continually assess and make recommendations for improving the quality and safety of care and services provided and work towards addressing all national patient safety goals;
11. Assess and recommend to Administration the off-site sources for needed patient care, treatment, and services not provided by the Department and/or Hospital; and
12. Determine the qualifications and competence of Department personnel who are not licensed independent practitioners and who provide patient care, treatment, and services.

Sect. 11.7 Removal of Department Officer

- A. Department officers may be removed from office upon the recommendation of a two-thirds (2/3rd) vote of the Executive Committee, or the Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division, after the Executive Committee or Advisory Council has received a petition from one-third (1/3rd) of the Department members and following receipt of the report of a special ad hoc committee appointed by the Executive Committee or Advisory Council to investigate the reasons for the Department's petition. Reasons for removal of a Department officer may include, but are not limited to, the inability to perform the duties of office.
- B. Department officers shall be automatically removed, without petition from the Department and recommendation of the Executive Committee, or the Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division, in the event of (a) a recommendation for corrective action by the Executive Committee after an investigation is performed by an ad hoc committee pursuant to Article 7; provided, however, in the event the officer initiates a hearing process pursuant to Article 8 after the recommendation for corrective action under Article 7

and the final recommendation as a result of such hearing is favorable to the officer, the officer shall be entitled to complete the remainder of his or her term of office; (b) a majority vote of the Executive Committee, or applicable Advisory Council, when any other healthcare entity or regulatory body imposes disciplinary action; (c) a summary suspension by any other healthcare entity or regulatory body; (d) loss of Medical Staff membership, change in staff status, or a leave of absence; (e) implementation of automatic termination under Section 7.12 or summary suspension under Section 7.14; (f) the officer fails to meet the officer qualifications set forth in Section 10.2; or (g) the officer is reappointed with concern.

Sect. 11.8 Functions of Departments

- A. Each Department shall establish its own criteria consistent with the policies of the Medical Staff for granting clinical privileges and for holding office other than that of the Chief or Vice Chief of the Department.
- B. Each of the Departments will submit rules and regulations governing their Department to the Executive Committee, or the Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division, which must be approved by the Executive Committee or Advisory Council. In no case shall the Department's rules and regulations supersede or counteract the Medical Staff's Bylaws or Rules and Regulations or Medical Staff policies. Changes in any Department's rules and regulations must be submitted to the Executive Committee or Advisory Council for approval.
- C. Each Department shall participate in the ongoing review of its care and submit quarterly reports to the Quality Care and Patient Safety Council.
- D. Each Department shall conduct ongoing monitoring to analyze, review and evaluate the quality and efficiency of care within the Department based on objective criteria reflecting current knowledge and clinical experience. This activity shall include without limitation, identification of the important aspects of care for the Department, identification of the indicators used to monitor the quality and appropriateness of care and actions to be taken to resolve identified problems. Written reports should be submitted to the Executive Committee, or the Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division, on a regularly scheduled basis.
- E. Establish criteria for granting clinical privileges in the Department and submit the recommendations regarding the specific privileges to be granted to each

applicant.

- F. Conduct or participate in, and recommend continuing education programs pertinent to changes in the state-of-the-art and to findings of review and evaluation activities.
- G. Monitor, on a continuing and concurrent basis, adherence within the Department to: (a) the Medical Staff Bylaws, Rules and Regulations, and policies and procedures; (b) requirements for alternate coverage and consultations; (c) sound principles of clinical practice; and (d) fire and other regulations designed to promote patient safety.
- H. Coordinate the patient care provided by the Department's members with nursing and ancillary services and administrative support services.
- I. Foster an atmosphere of professional decorum within the Department appropriate to the healing arts.
- J. Meet at least quarterly each year to receive, review and consider patient care audit findings and the results of the Department's other monitoring, evaluation and education activities and to perform or receive reports on other Department and staff functions.
- K. Establish and describe such committees or other mechanisms as are necessary to perform properly the functions assigned to it.

Sect. 11.9 Formation of New Departments

New Departments may be formed in accordance with all applicable Medical Staff Rules and Regulations and policies and procedures.

Sect. 11.10 Formation of Sections

Nothing in these Bylaws prohibits the formation of specialty or subspecialty Sections within a Department, as long as it is expressly understood that such Section will remain subsidiary to that Department. A Section may be formed in accordance with all applicable Medical Staff Rules and Regulations and policies and procedures.

Sect. 11.11 Memorial Healthcare System-Wide Departments

Any Medical Staff Department, Section, or their committees may be consolidated with any combination of the Departments, Sections, or their committees of any

other Memorial Healthcare System Medical Staff, when approved by the mutual acceptance of all the affected Departments, Sections, or their committees and all the Executive Committees, or the Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division, having authority over the affected Medical Staff Departments, Sections, or their committees. This consolidation may be for limited or general purposes, and for such duration as is determined by the approving affected Departments, Sections, or their committees and Executive Committees or Advisory Councils. Any Sections consolidated under this provision shall remain subject to the primary authority of their Department, and any Department or Section committees consolidated under this provision shall remain subject to the primary authority of their Section or Department.

Sec. 11.12 Qualifications, Selection, and Tenure of Section Chiefs

- A. Each Chief of a Section shall be an active Medical Staff member for at least two (2) years at the time of their nomination and election, in good standing, including full reappointment without concern, who is best qualified for the position by his or her training, experience, and demonstrated ability. Section Chiefs must meet all requirements set forth by the Board and follow all Board policies.

Each Chief of a Section shall have demonstrated an interest in the Hospital and a commitment to its mission. The Chief of a Section shall be free of any and all conflicts of interest in relation to the Memorial Healthcare System. This shall include:

- a. They shall not serve on an Executive Committee of any other Hospital or Advisory Council of any other Hospital Division within the Memorial Healthcare System or the Credentials Committee (except as outlined in the Medical Staff Policies and Procedures) while serving as Section Chief;
- b. They shall not serve on the governing board or occupy an administrative position at any other competing hospital or medical facility in Broward or Miami-Dade Counties;
- c. They shall not have any conflicts of interest as defined by the Board's Conflict of Interest Policy; and
- d. A practitioner whose practice is owned by a competing medical facility does not qualify to serve as a Section Chief.

Sect. 11.13 Election of Section Chief

- A. Prior to or in January, the Chief of the Section shall appoint a nominating committee of three (3) active members of the Section. The nominating committee shall propose a slate of nominees for the position of Chief of the Section.
- B. The slate of nominees will be presented to the Section in February via mail and/or email. For thirty (30) days following the nominating committee's presentation of the slate of nominees to the Section, the active Section members may nominate additional nominees. At the end of this thirty (30) day time period, nominees receiving a nomination from at least fifteen percent (15%) of the active Section membership will be added to the slate. Nominations will be closed after the thirty (30) day timeframe.
- C. Elections will be held in April. The final slate of nominees will be sent to the Section members via mail and/or email. The nominee who receives the highest number of votes will become Section Chief. In the event additional nominees are not added to the slate or the nominee on the slate is unopposed, the proposed slate shall be deemed to be automatically elected by the Section members without the necessity for a formal written ballot.
- D. In case of any Section where the services are provided through an exclusive arrangement, each Chief will be appointed by the Board, with the approval of the Executive Committee, or the Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division, and will contract with the Board regarding the duties, responsibilities, and remuneration for the Department. In such a case, the Chief, as well as the members of the Section, must all be members of the Medical Staff. They must meet the same requirements and proceed through the same appointment process, as do all other members of the Medical Staff.

Sect. 11.14 Term of Office

Section Chiefs shall take office on the first day of the Medical Staff year, May 1st, and shall serve a two (2) year term. Section Chiefs may serve additional terms if so elected.

Sect. 11.15 Vacancies in Office

In the event of a resignation or failure of a Chief to serve his or her term, the Section will elect a replacement in accordance with Section 11.13.

Sect. 11.16 Removal of Section Chief

- A. Section Chiefs may be removed from office upon the recommendation of a two-thirds (2/3rd) vote of the Executive Committee, or the Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division, after the Executive Committee or Advisory Council has received a petition from one-third (1/3rd) of the Section members and following receipt of the report of a special ad hoc committee appointed by the Executive Committee or Advisory Council to investigate the reasons for the Section's petition. Reasons for removal of a Section Chief may include, but are not limited to, the inability to perform the duties of office.

- B. Section Chiefs shall be automatically removed, without petition from the Section and recommendation of the Executive Committee, or the Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division, in the event of (a) a recommendation for corrective action by the Executive Committee after an investigation is performed by an ad hoc committee pursuant to Article 7; provided, however, in the event the officer initiates a hearing process pursuant to Article 8 after the recommendation for corrective action under Article 7 and the final recommendation as a result of such hearing is favorable to the officer, the officer shall be entitled to complete the remainder of his or her term of office; (b) a majority vote of the Executive Committee, or applicable Advisory Council, when any other healthcare entity or regulatory body imposes disciplinary action; (c) a summary suspension by any other healthcare entity or regulatory body; (d) loss of Medical Staff membership, change in staff status, or a leave of absence; (e) implementation of automatic termination under Section 7.12 or summary suspension under Section 7.14; (f) the officer fails to meet the officer qualifications set forth in Section 10.2; or (g) the officer is reappointed with concern.

ARTICLE 12: COMMITTEES

Sect. 12.1 Qualifications of Committee Chairs and Members

- A. All committee chairs and members shall be active Medical Staff members, in good standing, without reappointment with concern, and qualified for the position by his or her training, experience, and demonstrated ability. Committee chairs must be active Medical Staff members for at least two (2) years at the time of their appointment to the committee. There is no requirement for committee members to have a minimum active staff requirement; however, any committee member without at least two (2) years of active Medical Staff membership at one (1) or more Memorial Healthcare System Hospitals at the time of appointment shall be an ex-officio committee member without a vote until such committee member achieves at least two (2) years of active Medical Staff membership at one (1) or more Memorial Healthcare System Hospitals.

Each committee chair and member shall have demonstrated an interest in the Hospital and a commitment to its mission. All committee chairs and members shall be free of any and all conflicts of interest in relation to the Memorial Healthcare System. This shall include:

- a. Medical Staff members may concurrently serve on other Medical Staff committees; provided, however, the committee member must recuse himself or herself from any committee vote where the committee member previously voted on the matter by virtue of serving on another committee or in any other capacity;
- b. They shall not serve on the governing board or occupy an administrative position at any other competing hospital or medical facility in Broward or Miami-Dade Counties;
- c. They shall not have any conflicts of interest as defined by the Board's Conflict of Interest Policy; and
- d. A practitioner whose practice is owned by a competing medical facility does not qualify to serve as a committee chair or committee member.

Sect. 12.2 Contract Practitioners

In the event any committee is to be chaired by or consist of practitioners who are

“Contract Practitioners,” as defined in Section 3.11, the committee chairperson and any committee members, as applicable, will be appointed by the Board, with the approval of the Executive Committee, or the Advisory Council in the case of the Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division, and will contract with the Board regarding the duties, responsibilities, and remuneration, if any, for such services. In such a case, the committee chairperson, as well as any appointed members, must all be members of the Medical Staff. They must meet the same requirements and proceed through the same appointment process, as do all other members of the Medical Staff.

Section 12.3 Standing Committees

The Medical Staffs shall have the following standing committees:

- A. Advisory Council – Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division
- B. Bylaws Committee
- C. Cancer Committee
- D. Credentials Committee
- E. Critical Care Committee
- F. District Medical Advisory Committee
- G. Emergency Preparedness Committee
- H. Ethics Committee
- I. Executive Committee
- J. Formulary Committee
- K. Hardship Liaison Committee
- L. Institutional Review Board
- M. Laboratory Formulary Committee
- N. Medical Informatics Committee
- O. Pediatric Cancer Committee
- P. Pharmacy & Therapeutics Committee
- Q. Physician Advisory Committee – Memorial Regional Hospital South
- R. Graduate Medical Education Committee (GMEC)
- S. Quality Care and Patient Safety Council
- T. Transfusion Committee
- U. Utilization Review Committee
- V. Multi-Disciplinary Peer Review Committee

Standing committees shall consist of such chairpersons and members and discharge such duties and functions as defined in each standing committee's respective Medical Staff policy, unless specifically set forth in these Bylaws or the Rules and Regulations.

Additional standing committees may be made at any time by amendments to these Bylaws in accordance with Article 17.

Sect. 12.4 Executive Committee

The organized Medical Staffs delegate the authority to the respective Executive Committees to act on their behalf by electing representatives to sit on the Executive Committee as outlined in Sections 10.2 and 10.3 and Sections 11.2, 11.3, 11.12 and 11.13. Such authority may be removed by following the procedures outlined in Section 10.7, Section 11.7 and 11.16.

- A. Each Hospital will have its own separate and distinct Executive Committee with the exception of Memorial Regional Hospital Division, Memorial Regional Hospital South, and Joe DiMaggio Children's Hospital Division, which is one unified Medical Staff with one unified Executive Committee. The functions, duties, procedures and criteria specified in this section apply equally to the Executive Committees of each Hospital, except as specifically stated otherwise.
- B. Each Executive Committee shall consist of the following members of the respective Hospital's Medical Staff. Members of the Executive Committee shall be licensed doctors of medicine or doctors of osteopathic medicine actively practicing in the Hospital.

(1) The Chief of Staff, Vice Chief of Staff, and the Secretary-Treasurer of the Medical Staff, each elected by the Medical Staff with the procedures described in Section 10.3.

For Memorial Regional Hospital, the Executive Committee members shall consist of the three (3) officers of each of the Advisory Councils for Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division. Each officer shall have one (1) vote.

- (2) With the exception of the Memorial Regional Hospital Executive Committee, the elected Chiefs of the Departments as stated below. Each May, the number of active staff members in each Department will be recalculated to ensure proper representation at the Executive Committee. For purposes of counting members, physicians who are in multiple Departments must designate one Department as their primary Department. Hospital-based Departments and Sections will only be entitled to one (1) vote as stated in subsection (4) below.

For Memorial Hospital Pembroke, each Chief of a Department with 1 to 20 active members shall be entitled to one (1) vote, and those of Departments with 21 to 40 active members shall be entitled to two (2) votes. No Chief of

a Department will be entitled to more than two (2) votes on the Executive Committee. The Physician Advisory Committee shall have one (1) vote on the Executive Committee of Memorial Regional Hospital.

For those Departments with 41 to 60 and 61 to 80 active members, the Vice Chief of Staff of that Department will serve on the Executive Committee and cast one (1) or two (2) votes, respectively. When Departments have over 80 active members, similar increments shall continue in the same ratio and the remaining votes shall be distributed based on seniority.

For Memorial Hospital Miramar and Memorial Hospital West, each Chief of a Department with 1 to 40 active members shall be entitled to one (1) vote, and those of Departments with 41 to 80 active members shall be entitled to two (2) votes. No Chief of a Department will be entitled to more than two (2) votes on the Executive Committee.

For those Departments with 21 to 40 and 41 to 60 active members, the Vice Chief of Staff of that Department will serve on the Executive Committee and cast one (1) or two (2) votes, respectively. When Departments have over 60 active members, similar increments shall continue in the same ratio and the remaining votes shall be distributed based on seniority.

(3) The Chiefs of any hospital-based Department (Anesthesiology, Radiology, Pathology, or Emergency Medicine), shall only be entitled to one (1) vote.

The Chiefs of any hospital-based Section (Anesthesiology, Radiology, Pathology, or Emergency Medicine), shall only be entitled to one (1) vote.

(3) The following administrators shall sit on the Executive Committees and shall be ex-officio members without a vote:

For Memorial Regional Hospital, the Administrators of the Memorial Regional Hospital Division and the Joe DiMaggio Children's Hospital Division, the Chief Medical Officer, the Chief Medical Officers of the Memorial Regional Hospital Division and the Joe DiMaggio Children's Hospital Division, and other administrative staff as deemed appropriate.

For Memorial Hospital Pembroke, the Administrator, the Chief Medical Officer, the Chief Medical Officer of Memorial Hospital Pembroke, the immediate past Chief of Staff, Chief Nursing Officer, and other administrative staff as deemed appropriate.

For Memorial Hospital Miramar, the Administrator, the Chief Medical Officer, the Chief Medical Officer of Memorial Hospital Miramar, the immediate past Chief of Staff, the Chief Operating Officer/Chief Nursing Officer, and other administrative staff as deemed appropriate.

For Memorial Hospital West, the Administrator, the Chief Medical Officer, the Chief Medical Officer of Memorial Hospital West, the immediate past Chief of Staff, the Chief Nursing Officer, the Chief Financial Officer and other administrative staff as deemed appropriate, a Hospitalist, the Medical Director of Critical Care, the Medical Director for the Memorial Cancer Institute at Memorial Hospital West, and other administrative staff as deemed appropriate.

(4) Members of other Memorial Healthcare System Executive Committees may sit on an Executive Committee, other than Officers, Department Chiefs, and Vice Chiefs, and shall also be ex-officio members without a vote. Members shall be limited to sit on a maximum of two (2) Advisory Councils or Executive Committees.

(5) Specially invited guests are permitted to attend Executive Committee meetings upon the request of the Chief of Staff.

(6) At large members on the Executive Committee or an Advisory Council Advisory Council of the Memorial Regional Hospital Division or Joe DiMaggio Children's Hospital Division who represent Departments shall be elected by the active members of the Department in accordance with the procedures set forth in Section 11.3. If a vacancy occurs within a position on the Executive Committee or an Advisory Council to be filled by an at large member, the Chief of the Department shall appoint an at large member who will serve the remainder of the term.

C. The duties of the Executive Committee shall be as follows:

(1) To represent and act on behalf of the Medical Staff, subject to those limitations set forth in these Bylaws;

(2) To coordinate the activities and general policies of the different services;

(3) To receive and act on reports of Medical Staff committees, Departments, and other assigned activity groups;

(4) To implement those Medical Staff policies for which the Departments are not responsible;

- (5) To provide a liaison mechanism between the Medical Staff, the Administrator, and ultimately the Board;
- (6) To make recommendations to the Board, through the Administrator, on Hospital-management matters;
- (7) To fulfill the Medical Staff's responsibility to the Board by accounting for the medical care rendered to each Hospital's patients;
- (8) To ensure that the Medical Staff is kept abreast of the Joint Commission standards and to inform the staff of the Hospital's accreditation status;
- (9) To provide for the preparation of all staff meeting programs, either directly or by delegating this responsibility to a program committee or some other individual;
- (10) To review the credentials of all applicants and to make subsequent recommendations regarding staff membership, assignment to Departments and delineation of clinical privileges to the Board;
- (11) To periodically review all available information regarding the performance and clinical competence of staff members and other practitioner's clinical privileges for making subsequent recommendations regarding reappointments and renewal of changes in clinical privileges;
- (12) To take all reasonable steps for ensuring competent clinical performance and professionally ethical conduct by all members of the Medical Staff, including the initiation of and/or participation in warranted corrective or review measures for the Medical Staff;
- (13) To provide each member of the Medical Staff with information regarding significant Executive Committee actions;
- (14) Review and recommend amendments to the Bylaws;
- (15) To make recommendations regarding the mechanism to review credentials and delineated individual clinical privileges to the Board;
- (16) To organize the Medical Staff performance improvement activities and establish a mechanism designed to conduct, evaluate, and revise such activities;

(17) To develop the mechanism by which Medical Staff membership may be terminated;

(18) To create the mechanism for hearing procedures outlined in Article 8; and

(19) To make recommendations regarding the organized Medical Staff's structure.

- D. The Executive Committee shall meet at least ten (10) times per year, preceding the regular monthly Board meeting, unless specifically changed by the Chief of Staff. A permanent record of the proceedings and actions taken at these meetings shall be maintained and are available for review by members of the Medical Staff.

Fifty percent (50%) of the duly-elected voting members or their substitutes, as specified in Section 12.4.B will constitute a quorum.

Only members of the Executive Committee and specially invited guests are permitted to attend these meetings.

- E. Significant actions taken by the Executive Committee, as recorded in its minutes, shall be sent to the members of the Medical Staff within twenty (20) days after each meeting. These will be considered automatically ratified and approved by the Medical Staff on the fourteenth (14th) day after they are sent, unless a staff member files a written objection with the Chief of Staff prior to that date (any staff member so objecting may also request to appear at the Executive Committee's next meeting).

If the Executive Committee has considered a staff member's objection and has rejected it, then the staff member may, in writing to the Chief of Staff, request that the matter be presented at the next regular medical staff meeting or at any special meeting called to consider the matter. Through this procedure any decision may be overruled at the next Medical Staff meeting, by a two-thirds (2/3rds) majority vote of the members present and voting provided there is a quorum.

- F. A member of the Medical Staff who receives Notice, in writing, by the Chief of Staff, the Administrator, or their designee to appear at an Executive Committee meeting must appear at the time and place requested, unless excused by the Chief of Staff for good cause. Failure to appear may result in corrective action.

- G. The following shall be considered additional conflicts of interest on the part of members of the Executive Committee, requiring exclusion from participation in any and all proceedings under Article 8 of the Bylaws: Executive Committee members who are: (a) individuals having a present or prior relationship with the affected practitioner of shared medical practice, including without limitation, partnership, employment, or compensation arrangement; (b) relatives of the affected practitioner; (c) individuals exhibiting racial, religion, ethnic, or other prohibited prejudice as demonstrated by reasonable evidence as determined by the Executive Committee; (d) individuals who are creditors or debtors of the affected practitioner; and (e) individuals who demonstrate any conflict of interest, which could adversely affect such individual's ability to fairly and objectively review the matter under consideration, as determined in the judgment of the Executive Committee.

Sect. 12.5 Utilization Review Committee

- A. There shall be a separate and distinct Utilization Review Committee for each Hospital, with the exception of Memorial Regional Hospital and Joe DiMaggio Children's Hospital, which shall be combined. The utilization review committee shall consist of a chairman and at least four (4) other members, appointed by the Chief of the Medical Staff.

For Memorial Regional Hospital and Joe DiMaggio Children's Hospital, three (3) of which are active staff members practicing at Memorial Regional Hospital and appointed by the Chief of Staff of Memorial Regional Hospital, and one (1) of which is an active staff member practicing at Joe DiMaggio Children's Hospital and appointed by the Chief of Staff of Joe DiMaggio Children's Hospital.

The Medical Director of Clinical Effectiveness for the District and Medical Director of each Hospital and Hospital Division shall be ex-officio members without vote, as may also be such suitable Hospital personnel as the Administrator may appoint.

- B. The Utilization Review Committee will be responsible for oversight of all utilization, clinical resource, length of stay, and appropriateness of care issues.
- C. The Utilization Review Committee shall meet as often as necessary at the call of the chairman. The committee shall maintain a record of its proceedings and make timely reports to the Executive Committee.

Sect. 12.6 Ad Hoc Committees

The Chief of Staff may, at any time, appoint an ad hoc committee for a specified purpose. An ad hoc committee ceases to exist at the completion of its specific tasks or at the end of the Medical Staff year, whichever comes first, but may be reinstated the following year by the Chief of Staff, as he or she deems necessary.

ARTICLE 13. GENERAL MEDICAL STAFF MEETINGS

Sect. 13.1 Annual Meeting

A general staff meeting shall be held as necessary. Written or printed notices, indicating the time and place of the meeting shall be mailed and/or emailed by the Director of Medical Staff Services to each member of the Medical Staff not less than seven (7) days or more than twenty-one (21) days before the meeting date.

Sect. 13.2 Special Meetings

- A. The Chief of Staff or the Executive Committee may call a special meeting of the Medical Staff at any time.

The Chief of Staff shall call a special meeting within fifteen (15) days after he or she receives a written request for such, signed by not less than one-fourth (1/4) of the active staff and stating the purpose for the meeting.

The Executive Committee shall designate the time and place for any special meeting.

- B. Written or printed notices, indicating the time, place and purpose of the special meeting shall be mailed and/or emailed by the Director of Medical Staff Services to each member of the medical staff not less than seven (7) days nor more than fourteen (14) days before the date of such meeting via regular or electronic mail.
- C. No business shall be transacted at any special meeting except that stated in the notice calling the meeting.

Sect.13.3 Quorum

A quorum will be comprised of the voting members present, but not less than five percent (5%) of the active Medical Staff membership.

Sect. 13.4 Robert's Rules of Order

The Medical Staff President shall determine the parliamentary procedures to be utilized in running all Medical Staff meetings and shall use best efforts to incorporate Robert's Rules of Order to the extent possible and so long as they are not in conflict with these Bylaws.

ARTICLE 14: COMMITTEE AND DEPARTMENT MEETINGS

Sect 14.1 Regular Meetings

Committees shall meet as often as stated in these Bylaws or applicable Medical Staff policies and procedures, the time and place to be determined by the respective Chairman or Chief.

Each Department of the Medical Staff will meet at least quarterly.

Sect. 14.2 Special Meetings

At the request of any Chairman or Chief, a special meeting of any committee or Department may be called. A special meeting may also be called at the request of the Chief of Staff or by one-third (1/3rd) of the group's membership.

Sect. 14.3 Notice of Meetings

Written or verbal notice stating the time and place of any special or regular meeting shall be given to each member of the committee or Department, by the person or persons calling the meeting, not less than seven (7) days prior to the meeting.

Sect 14.4 Quorum

A quorum will be comprised of the voting Medical Staff members present, but not less than two (2) members of the active Medical Staff of a committee or Department in attendance at the meeting.

Individuals serving under these Bylaws as non-voting, or ex-officio members of a committee shall not be included when determining whether or not a quorum exists.

Sect 14.5 Manner of Action

- A. The action of a majority of the members present at a meeting when a quorum exists shall be the action of the committee or Department; a minority report may be submitted to the Executive Committee.
- B. By unanimous consent, action may be taken without a meeting, as long as the action taken is stated in writing and signed by each member eligible to vote.

Sect. 14.6 Minutes

Minutes of each regular and special meeting of a committee or Department shall be prepared and will include a record of the member's attendance and the vote taken on each matter.

The presiding officer shall sign the minutes with copies forwarded to the Executive Committee. For each of their meetings, each committee or Department shall maintain a permanent file of their minutes.

Sect. 14.7 Attendance Requirements

- A. Each member of the active Medical Staff is encouraged to attend Department and committee meetings.
- B. A practitioner whose patient's clinical course is scheduled for discussion at a regular Department meeting, ad hoc committee, or clinical conference shall be provided written Notice by the Chief of the Department, Chief of Staff, chairperson of the ad hoc committee, or Administrator and shall be expected to attend the meeting.

Whenever apparent or suspected deviation from standard clinical practice is involved, the practitioner shall be provided written Notice. The Notice shall include a statement that his or her attendance at the meeting at which the alleged deviation is to be discussed is mandatory.

- C. A practitioner's failure to attend any such meeting when he or she was notified that attendance was mandatory, unless excused by the Executive Committee after showing good cause, shall result in automatic suspension of all or such portion of the practitioner's clinical privileges as the Executive Committee may direct, such suspension shall remain in effect until the matter is resolved through any mechanism that may be appropriate, including corrective action, if necessary.

In all other cases, should the practitioner request postponement after showing good cause that his or her absence will be unavoidable, the presentation may be postponed by the Chief of Staff.

The postponement shall not be any longer than the next regular Department or ad hoc committee meeting. Otherwise, the pertinent clinical information shall be presented and discussed as scheduled.

Sect. 14.8 Robert's Rules of Order

The chairperson of the Department or committee shall determine the parliamentary procedures to be utilized in running all meetings and shall use best efforts to incorporate Robert's Rules of Order to the extent possible and so long as they are not in conflict with these Bylaws.

ARTICLE 15: CONFIDENTIALITY, IMMUNITY FROM LIABILITY, AND RELEASE

Sect. 15.1 The following shall be express conditions to any practitioner's application for, or exercise of, clinical privileges at any Hospital:

- A. The applicant and all practitioners holding Medical Staff membership and/or clinical privileges release from any liability all representatives of the Hospital and its Medical Staff for their acts or omissions in connection with evaluating the applicant or practitioner and his or her credentials, and releases from any liability all individuals and organizations who provide information to the Hospital concerning the applicant's or practitioner's competence, ethics, and other qualifications for staff membership and/or clinical privileges including otherwise privileged or confidential information.
- B. The applicant further agrees to execute authorizations and releases to accomplish the preceding clauses on the application forms provided by the Hospital, and such other forms as may be necessary to promote the essential functions of the Hospital with respect to the Medical Staff.
- C. That any act, communication, report, recommendation or disclosure, with respect to any applicant or practitioner holding Medical Staff membership and/or clinical privileges, performed or made in good faith and without malice and at the request of an authorized representative of the Hospital, the Hospital's Medical Staff, any other health care facility, or organization of health care professionals, for the purpose of achieving or maintaining the essential functions of the Hospital or any other health care facility, shall be confidential, privileged, protected from discovery to the fullest extent permitted by law, and immune from liability for damages and other relief to the fullest extent permitted by law. This privilege and immunity from liability shall extend to any representative of the Hospital or Medical Staff. Such representatives shall include the Board, and all of its members, the Chief Executive Officer and his/her designees, the Hospital Administrator and his/her designees, and the Medical Staff organization and any practitioner holding Medical Staff membership and/or clinical privileges, officer, Medical Staff committee, peer review committee, committee member, and their authorized agents or representatives.
- D. That such confidentiality, privilege and immunity from liability shall extend to third parties, who supply information authorized to receive, release or act upon the information.

For the purpose of this Article 15, the term "third party" means both

individuals and organizations from which information has been requested by an authorized representative of the Board or of the Medical Staff.

- E. That there shall be, to the fullest extent permitted by law, absolute immunity from civil liability arising from or related to any act, communication, report, recommendation or disclosure arising from or related to the purpose of achieving and maintaining the essential functions of the Hospital or any other health care facility.

Inasmuch as effective professional practice evaluation, peer review, credentialing and quality assurance/performance improvement activities must be based on free and candid discussions, any breach of confidentiality of the discussions, deliberations, or records of any Medical Staff meeting, department, or committee is outside appropriate standards of conduct for this Medical Staff and shall be deemed disruptive to the operation of the Hospital and as having an adverse impact on the quality of patient care. Such breach or threatened breach shall subject the individual responsible for a breach of confidentiality to disciplinary action under the Medical Staff Bylaws, Rules and Regulations, and are applicable Hospital policies and procedures.

- F. That such immunity shall apply to all acts, communications, reports, recommendations, or disclosures performed or made in connection with this or any other health care institution's activities related but not limited to:

- (1) Applications for appointment or clinical privileges;
- (2) Periodic re-appraisals for reappointment or clinical privileges;
- (3) Corrective action, including summary suspension;
- (4) Hearings or appellate reviews;
- (5) Medical care evaluations;
- (6) Utilization reviews; and
- (7) Other Hospital departmental, clinical department, or committee activities related to quality care and inter-professional conduct.

- G. That acts, communications, reports, recommendations and disclosures referred to in this Article 15 may relate to practitioner's professional qualifications, clinical competency, character, mental or emotional stability, physical condition, ethics or any other matter that might directly or indirectly have an effect on patient care or the essential functions of the Hospital.

- H. That in furtherance of the foregoing, each practitioner shall, upon request of the Hospital, execute releases in accordance with the tenor and import of this Article 15 in favor of the individuals and organizations specified in Section 15.1.C, subject to such requirements, including those of good faith, absence of malice and the exercise of a reasonable effort to ascertain truthfulness, as may be applicable under the laws of this State.
- I. In the event any provision of these Bylaws are found to be legally invalid or unenforceable for any reason, the remaining provisions of the Bylaws shall remain in full force and effect provided the fundamental rights and obligations remain reasonably unaffected.
- J. The privileges and immunities provided in this Article shall not be exclusive of any other rights to which those who may be entitled to the benefit of such privileges and immunities may be entitled under any statute, law, rule, regulation, bylaw, agreement, vote of members or otherwise, and shall inure to the benefit of the heirs and legal representatives of such persons.

ARTICLE 16 RULES AND REGULATIONS AND POLICIES AND PROCEDURES

The organized Medical Staffs shall adopt and amend such Rules and Regulations as may be necessary to implement more specifically the general principles found within these Bylaws. These shall relate to the proper conduct of Medical Staff organization activities, as well as embody the level of practice that is to be required of each practitioner in the Hospital. Each Department may adopt rules and regulations as necessary to more specifically implement the general principles found within these Bylaws, within their Department. In no case may the rules and regulations of the Department supersede or counteract the Medical Staff Bylaws, Rules and Regulations, or policies and procedures.

In cases of a documented need for an urgent amendment to the Rules and Regulations (i.e. complying with a law or regulation,) the organized Medical Staff delegates authority to the Executive Committee to provisionally adopt an urgent amendment. In such cases, the organized Medical Staff will be immediately notified by the Executive Committee. Actions by the Executive Committee taken under this Article 16 may be submitted for approval directly and immediately to the Chief Medical Officers of each Hospital and Hospital Division and the Chief Medical Officer of the System. The recommendations of the Executive Committee shall be considered the decisions of the organized Medical Staff unless a written objection is received and reconsidered in accordance with Section 12.4.E.

The Medical Staff Rules and Regulations shall be approved by the Executive Committee, then submitted to the Chief Medical Officers of each Hospital and Hospital Division and the Chief Medical Officer of the System. Such amendments to the Rules and Regulations shall become effective when approved by the Chief Medical Officers of each Hospital and Hospital Division as well as the Chief Medical Officer of the System. The Rules and Regulations shall be reviewed and revised as necessary.

Neither the organized Medical Staff nor the Board or any Hospital or Hospital Division may unilaterally amend the Rules and Regulations.

The organized Medical Staff shall adopt and amend such policies and procedures as may be necessary to implement more specifically the general principles found within these Bylaws or the Rules and Regulations. Any policy or procedure shall be approved by the Executive Committees of the organized Medical Staffs and shall be effective when approved by the Chief Medical Officers of each Hospital and Hospital Division as well as the Chief Medical Officer of the System.

The Medical Staffs have delegated their authority to adopt and amend Rules and Regulations and Policies and Procedures to the Executive Committees consistent with process set forth in this Article 16. The Board, in its discretion, may delegate its authority in these Bylaws consistent with all applicable laws, rules, and regulations. The Board has delegated its authority to approve the Rules and Regulations and Policies and Procedures to the Chief Medical Officers of each Hospital and Hospital Division and the Chief Medical Officer of the System and may revoke or amend its

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delegation in its discretion. All references in these Bylaws to the adoption and approval of the Medical Staff Rules and Regulations and Policies and Procedures shall follow the process and procedures set forth in this Article 16.

ARTICLE 17. AMENDMENTS

1. An amendment to these Bylaws may be proposed in one of the following ways:
 - a. Any Memorial Healthcare System (MHS) Medical Executive Committee (MEC) may propose an amendment to the Bylaws Committee.
 - b. The Bylaws Committee, itself, may propose an amendment:
 - i. As part of its annual review of the Medical Staff documents, as described below;
 - ii. To respond to a regulatory mandate; or
 - iii. To address a defect in the Bylaws.
 - c. Any Medical Staff member who is eligible to vote under Article 3 may propose an amendment to his/her respective MEC. Should the MEC decline to forward the proposed amendment to the Bylaws Committee, the amendment may be forwarded directly to the Bylaws Committee with the written support of at least 10% of the eligible voting members of the aggregate MHS Medical Staff.
2. The Bylaws Committee shall promptly consider all properly routed amendment proposals, developing the specific language for the draft amendment, ensuring that the draft amendment does not conflict with regulatory requirements, the Corporate and Medical Staff Bylaws, the Rules and Regulations, and Policies and Procedures; and shall forward the draft amendment to all MHS MECs.
3. Except when a draft amendment is proposed in accordance with item 1.c, above, within sixty (60) days, each MEC shall review the draft amendment and notify the Bylaws Committee of (a) its support for the amendment as drafted; (b) any proposed revisions; (c) and/or any objections. If any MEC requests a revision or has an objection, the Bylaws Committee shall attempt to rework the draft to address the concern(s) and then submit the reworked draft amendment to the MECs. This process will continue until all concerns have been satisfactorily addressed and all MECs confirm support for the amendment. If the MECs do not all agree to support the draft amendment, the Bylaws Committee shall work directly with the MECs to attempt to achieve consensus.
4. In accordance with item 1.c, above, an amendment proposed directly to the Bylaws Committee by members of the Medical Staff does not require MEC support to proceed.

5. Once the MECs have all confirmed support for the draft amendment, or an amendment is proposed directly to the Bylaws Committee by members of the Medical Staff, it shall be presented to the members of the Medical Staff eligible to vote under Article 3 for a period of thirty (30) days for their consideration.
 - a. The draft amendment shall be posted on the MHS intranet and distributed to each member's MHS email address with instructions on how to respond.
 - b. Objections to the draft amendment must be submitted by email from an MHS email address to the MHS Department of Medical Staff Services within the 30-day consideration period.
 - c. At the end of the 30-day consideration period, all objections to the draft amendment shall be tallied. If no more than one-third (1/3) of the aggregate members of the MHS Medical Staff eligible to vote under Article 3 have objected to the draft amendment, it shall be deemed approved by the Medical Staff.
 - d. Proxy voting is prohibited.
6. If approved by the Medical Staff, the draft amendment shall then be forwarded to the Board of Commissioners for consideration. The amendment shall become effective when approved by the Board of Commissioners.
7. Neither the Medical Staff nor the Board of Commissioners may unilaterally amend the Medical Staff Bylaws.
8. The Medical Staff Bylaws shall be reviewed no less than annually and revised as necessary to reflect current staff practices. This review will be conducted by the Bylaws Committee and will consist of comparing the Medical Staff Bylaws to the standards of the Joint Commission and other accrediting bodies, the Centers for Medicare and Medicaid Services Conditions of Participation, and state and federal law.

ARTICLE 18: ADOPTION

Adoption or amendment of the Medical Staff Bylaws will not be delegated and shall be governed by the organized Medical Staff.

These Bylaws, together with the appended rules and regulations shall be adopted by the organized Medical Staff on the thirtieth (30th) day after they have been sent to the Medical Staff in accord with Article 12.4.E of these Medical Staff Bylaws, and they shall replace any previous bylaws, rules and regulations and shall become effective when approved by the Board of Commissioners, or its delegate.

These Bylaws are adopted by the Medical Staff of Memorial Regional Hospital Division and Joe DiMaggio Children's Hospital Division at its meeting of June 15, 2022 held at Memorial Regional Hospital.

Juan C. Martinez, MD
President of the Medical Staff of
Memorial Regional Hospital and Joe DiMaggio Children's Hospital

These Bylaws are adopted by the Medical Staff of Memorial Hospital Pembroke at its meeting of May 12th, 2022 held at Memorial Hospital Pembroke.

Blane Shatkin, MD
Chief of Staff, Memorial Hospital Pembroke

These Bylaws are adopted by the Medical Staff of Memorial Hospital Miramar at its meeting of June 8, 2022 held at Memorial Hospital Miramar.

Juan F. Villegas, MD
Chief of Staff, Memorial Hospital Miramar

These Bylaws are adopted by the Medical Staff of Memorial Hospital West at its meeting of June 13th, 2022 held at Memorial Hospital West.

Fausto A. De La Cruz, MD
Chief of Staff, Memorial Hospital West

These Bylaws are approved by the Board of Commissioners of the South Broward Hospital District

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at its meeting of July 27, 2022.

Mr. Douglas Harrison
Chairman, Board of Commissioners
South Broward Hospital District

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