

MEDICAL STAFF BYLAWS
of
BAYSTATE NOBLE HOSPITAL CORPORATION

As Amended Effective November 13, 2018

**MEDICAL STAFF BYLAWS
BAYSTATE NOBLE HOSPITAL CORPORATION**

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**MEDICAL STAFF BYLAWS
BAYSTATE NOBLE HOSPITAL CORPORATION**

ARTICLE I NAME AND DEFINITIONS

1.1 NAME

The name of this organization is the Medical Staff of Baystate Noble Hospital Corporation.

1.2 DEFINITIONS

The following definitions regardless of capitalization apply to these Medical Staff Bylaws, including all appendices:

Associate Health Professional means an individual other than a physician, dentist, oral surgeon, or podiatrist applying for or exercising delineated clinical privileges on the associate health professional staff at the Hospital.

Board of Trustees means the governing body of Baystate Noble Hospital Corporation, the Board Credentialing Committee, or any other committee or individual authorized by the Board of Trustees of Baystate Noble Hospital Corporation to act on its behalf on certain matters.

Clinical Privileges means the permission granted to an individual to perform at the Hospital those diagnostic, therapeutic, medical, or surgical services specifically delineated to him or her, including the permission granted to perform any specifically delineated diagnostic, therapeutic, medical, or surgical services via telemedicine link.

Ex Officio means service as a member of a body by virtue of office or position held, and, unless otherwise expressly provided, with voting rights.

Hospital means, unless otherwise expressly provided, Baystate Noble Hospital Corporation and, where the context requires, the facilities, services, and other activities established, maintained, and carried on from time to time by Baystate Noble Hospital Corporation

Medical Staff means the Medical Staff of the Hospital, the formal organization of all appointed Members who have clinical privileges to attend patients or to provide other diagnostic, therapeutic, teaching, or research services at the Hospital and, where the context requires, the organizational components of the Medical Staff, including its committees and its departments, divisions, services, and other clinical subunits.

Medical Staff Bylaws means these Medical Staff Bylaws of the Medical Staff of the Hospital, including all appendices.

Member means a physician, dentist, oral surgeon, or podiatrist member in good standing of the Medical Staff.

Office of the CAO means the individual appointed consistent with the bylaws of the Hospital as the president, chief administrative officer, or other senior management officer to act on behalf the Hospital in the overall executive management of the Hospital, or his or her designee.

Physician means an individual with an M.D. or D.O. degree, who is licensed to practice medicine in any state or certain territories of the United States, consistent with the use of the term “physician” as defined in the federal Health Care Quality Improvement Act.

Practitioner means, unless otherwise expressly provided, any physician, dentist, oral surgeon, or podiatrist, applying for or exercising clinical privileges or providing other diagnostic, therapeutic, teaching, or research services at the Hospital.

Special Notice means written notification sent by certified mail, return receipt requested; personal delivery, with signed acknowledgment of receipt; or overnight delivery, requiring written acknowledgment of receipt. [Note: Any other type of notice or written notice, express or implied, given by the Hospital to a practitioner consistent with these Medical Staff Bylaws may be given by any manner of paper or electronic notice, in the discretion of the Hospital.]

1.3 CONSTRUCTION OF TERMS AND HEADINGS

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

ARTICLE II GENERAL PROVISIONS

2.1 PURPOSES

The purposes of the Medical Staff, consistent with the bylaws of the Hospital, shall include the following:

- (a) To provide a mechanism for accountability to the Board of Trustees, through defined components, for the clinical performance and professional and ethical conduct of, and the appropriateness of the patient care services and any teaching and research activities provided by, each individual practitioner and each associate health professional with delineated clinical privileges, to the end that patient care provided at the Hospital is maintained at a level of quality and efficiency consistent with generally recognized standards of care;
- (b) To provide a framework of self-governance within which Medical Staff members can act with a reasonable degree of freedom;
- (c) To provide a means by which members of the Medical Staff can work with the Board of Trustees for the joint solution of medico-administrative problems and can provide recommendations for the Hospital’s policy-making and planning processes;

- (d) To serve as the collegial body through which individual practitioners may obtain membership prerogatives and clinical privileges at the Hospital facilities and through which they fulfill the obligations of Medical Staff membership;
- (e) To provide jointly with the Hospital an appropriate educational setting for graduate and continuing medical education programs for Medical Staff members and, as appropriate, for students, residents, and fellows; and
- (f) To monitor compliance with relevant industry accreditation standards and relevant federal and state laws and regulations concerning Medical Staff and Hospital operations including, but not limited to, the Health Care Quality Improvement Act, the Health Insurance Portability and Accountability Act of 1996 and related regulations, and the Massachusetts Board of Registration in Medicine regulations.

2.2 RESPONSIBILITIES

To effectuate the purposes enumerated above, the responsibilities of the Medical Staff, consistent with the bylaws of the Hospital, shall include the following:

- (a) To participate in the Hospital's continuous quality improvement program by conducting all required and necessary activities for monitoring, evaluating, and improving the quality and efficiency of medical care provided in the Hospital facilities, including the following:
 - (1) To identify important aspects of care to be monitored and evaluated;
 - (2) To use objective, measurable indicators that reflect current knowledge and clinical experience to systematically monitor the identified important aspects of care;
 - (3) To conduct the traditional medical staff review functions, including review of surgical and other invasive procedures, drug usage, blood usage, medical records, and pharmacy and therapeutics;
 - (4) To evaluate the credentials for appointment and reappointment to the Medical Staff of practitioners and for the delineation of clinical privileges that may be exercised by associate health professionals at the Hospital;
 - (5) To promote the appropriate use of the medical and health care resources at the Hospital for meeting patients' medical, social, and emotional needs; and
 - (6) To participate in the Hospital's quality assessment, risk management, utilization review, corporate compliance, and qualified patient care assessment programs;

- (b) To make recommendations to the Board of Trustees concerning practitioners' appointments and reappointments to the Medical Staff, including membership category and department assignments, clinical privileges, and corrective actions, and concerning the delineated clinical privileges of associate health professionals at the Hospital;
- (c) To participate in, conduct, and monitor the Hospital's medical education and training programs;
- (d) To develop Medical Staff Bylaws and rules and regulations that are consistent with sound professional practices, organizational principles, and external requirements and to enforce compliance with them;
- (e) To participate in the Hospital's long range planning activities, to assist in identifying community health needs, and to work jointly with the Board of Trustees in developing and implementing appropriate institutional policies and programs to meet those needs;
- (f) To exercise, through its officers, committees, and other defined organizational components the authority granted by the Medical Staff Bylaws to fulfill these responsibilities in a timely and proper manner; and
- (g) To participate in an organized health care arrangement with the Hospital, a Baystate Health affiliated covered entity, solely for purposes of compliance with the Health Insurance Portability and Accountability Act of 1996 and related privacy regulations.

The activities involved in carrying out these responsibilities are set forth in more detail in Appendix 1, Medical Staff Organization.

2.3 ORGANIZATION OF MEDICAL STAFF

As set forth in the Medical Staff Bylaws, the Medical Staff shall be organized into clinical departments and, as appropriate, divisions, services, and subunits thereof. There shall be general officers of the Medical Staff with individual responsibilities and authority as set forth in the Medical Staff Bylaws. The purposes and responsibilities of the Medical Staff also may be fulfilled through the functioning of committees as set forth in the Medical Staff Bylaws.

2.4 UNIFIED MEDICAL STAFF

2.4.1 Unification

The Medical Staff may be included in a unified and integrated medical staff of hospitals affiliated with Baystate Health, Inc., provided that all of the following requirements are satisfied:

- (a) Provision of written notice to all Medical Staff Members that the Board of Trustees has elected to pursue unification of the medical staffs of two or more hospitals within Baystate Health, Inc.; and
- (b) Approval by a two-thirds majority of all Members of the Medical Staff who hold clinical privileges to practice at the Hospital at any regular or special meeting of the Medical Staff, provided that notice of the proposed unification was mailed or sent electronically to each such Member at the time of notice of the meeting, which must be at least fifteen (15) days prior to the meeting.

For purposes of this Section, as provided in and consistent with the Medicare Conditions of Participation, Members of the Affiliated and Honorary Staffs, Members of the Consulting Staff who do not hold clinical privileges to practice on-site at the Hospital, and Members who hold only telemedicine privileges at the Hospital shall not be eligible to vote and shall not be included for purposes of determining what constitutes a two-thirds majority of Members holding clinical privileges.

2.4.2 Disunification

The Medical Staff shall have the option to separate itself out of any unified medical staff of Baystate Health, Inc. by a two-thirds majority vote of all Members who hold clinical privileges to practice on-site at the Hospital at a meeting called for that purpose upon fifteen (15) days' notice to all such Members. Eligibility to participate in such a vote shall be the same as eligibility to vote to approve inclusion in a unified medical staff.

In the interests of fostering the establishment and operation of, and minimizing disruption to the activities of, the unified medical staff: (a) no vote on the issue of disunification shall occur until a minimum of two (2) years from the date the Medical Staff voted to approve its inclusion in the unified medical staff; and (b) the issue of disunification may be put to a vote no more than once every two (2) years.

2.5 QUALIFICATIONS AND OBLIGATIONS OF MEMBERSHIP

Every practitioner who seeks or enjoys Medical Staff membership must, at the time of application, appointment, and continuously thereafter, satisfy the qualifications for and fulfill the obligations of Medical Staff membership as set forth in the Medical Staff Bylaws.

The Board of Trustees may, after notice to and considering any recommendation from the Medical Staff Executive Committee, waive any individual or category-specific qualification when, in its discretion, such waiver will serve the best interests of patient care.

Any practitioner may be required by the Division Clinical Leader, Department Chief, Credentials Committee, Medical Staff Executive Committee, Board of Trustees, or other Medical Staff or Hospital authorities to provide evidence of clinical performance at his or her other institutional or practice affiliations, in such form as may be required in order to permit an

informed judgment to be made with respect to his or her competence to exercise any or all of the specific clinical privileges requested at the Hospital.

2.6 APPOINTMENT AND REAPPOINTMENT TO MEDICAL STAFF

The credentialing procedures for appointment and reappointment to the Medical Staff are set forth in Appendix 2, Credentialing Procedures, of the Medical Staff Bylaws.

2.7 MEDICAL STAFF YEAR

The Medical Staff year shall be the twelve (12) month period commencing on January 1 of each year and ending on December 31 of the same year.

2.8 DUES

The Medical Staff Executive Committee will establish the amount of and the manner of expenditure of annual dues. Notice of dues will be given to the Medical Staff in November, or otherwise annually. Dues are payable on or before January 31 of each year. If dues are not paid by February 1, a special notice of delinquency will be sent to the practitioner, and he or she will be given until March 1 to make payment. Failure to make payment on or before March 1 shall result, unless excused by the Medical Staff Executive Committee for good cause, in the automatic suspension of such practitioner's Medical Staff membership and clinical privileges effective on such deadline and continuing until the practitioner's dues are paid. In any event, however, any practitioner whose membership and privileges have been automatically suspended for failure to pay dues and who fails to pay such outstanding dues on or before April 1 shall be deemed to have voluntarily resigned effective April 1 and such practitioner's membership and privileges shall be automatically terminated effective April 1.

All new Medical Staff members will be billed pro rata for the current year upon their appointment to the Medical Staff. Special assessments may be approved by the Medical Staff or the Medical Staff Executive Committee, and rules of payment similar to those described above will apply.

The following groups of practitioners are exempt from payment of dues and assessments: Consulting Staff and Honorary Staff members.

2.9 RULES AND REGULATIONS

2.9.1 Medical Staff Rules and Regulations

The Board of Trustees holds the Medical Staff responsible for periodic review of the Medical Staff rules and regulations, consistent with the Medical Staff and Hospital bylaws, policies, and relevant law. Rules and regulations are set standards of practice that are required of each practitioner and have the same force and effect as the Medical Staff Bylaws. The Medical Staff rules and regulations shall be reviewed at least annually. Suggestions for amendments to the Medical Staff rules and regulations shall, in the usual course, be referred to the Medical Staff Executive Committee.

Subject to approval by the Board of Trustees, the Medical Staff Executive Committee shall adopt and amend such Medical Staff rules and regulations on behalf of the Medical Staff as may be necessary to implement more specifically the general principles found in the Medical Staff Bylaws. The Medical Staff Executive Committee may act for the Medical Staff in adopting or amending the Medical Staff rules and regulations, subject to the approval of the Board of Trustees, provided that written notice of any such amendments to the Medical Staff rules and regulations shall be given to each Member as soon as reasonably practicable after the Board of Trustees has approved such amendments. The Medical Staff rules and regulations also may be adopted or amended by the Medical Staff, subject to approval by the Board of Trustees, at a regular or special meeting called for that purpose, provided that a copy of the proposed amendment was mailed or made available to each voting Member at the time of notice of the meeting, which must be at least fifteen (15) days prior to the meeting.

Amendments to the Medical Staff rules and regulations approved by the Medical Staff Executive Committee or the Medical Staff are effective upon the approval of the Board of Trustees, which approval shall not be unreasonably withheld. The effective date of such amendments shall be the date approved by the Board of Trustees or such other date as the Board of Trustees may specify.

The Medical Staff Executive Committee shall have the power to adopt, without Medical Staff or Board of Trustees approval, such amendments to the Medical Staff rules and regulations as are, in the judgment of the Medical Staff Executive Committee, technical or legal modifications or clarifications, reorganization, or renumbering of the rules and regulations, or amendments made necessary because of punctuation, spelling, or other errors of grammar or expression. Such amendments shall be effective immediately, subject to any further action by the Medical Staff and the Board of Trustees, and shall be reported as soon as reasonably practicable to the Medical Staff and to the Board of Trustees.

2.9.2 Departments Rules and Regulations

Each department and its constituent divisions, services, and subunits, if applicable, will formulate written rules and regulations for the conduct of its affairs and the discharge of its responsibilities, all of which shall be consistent with the Medical Staff Bylaws, the Medical Staff rules and regulations, and the bylaws and policies of the Hospital.

ARTICLE III CATEGORIES OF MEDICAL STAFF

3.1 CATEGORIES

The membership of the Medical Staff is divided into five (5) categories: Active Staff, Courtesy Staff, Consulting Staff, Affiliated Staff, and Honorary Staff. Consistent with the Medical Staff Bylaws, each Member shall be a member of one (1) such Medical Staff category.

In addition to the qualifications and obligations set forth in this Article III, every practitioner who seeks or enjoys Medical Staff membership must, at the time of application,

appointment, and continuously thereafter, satisfy the qualifications and fulfill the obligations set forth in Sections 3.1 and 3.2 of Appendix 2, Credentialing Procedures or otherwise in the Medical Staff Bylaws.

3.2 ACTIVE STAFF

The Active Staff shall consist of Members who admit patients, or otherwise provide patient care services, on a regular basis at the Hospital and whose primary hospital affiliation is with the Hospital, consistent with the following:

3.2.1 Qualifications

Qualifications of an Active Staff member shall include the following:

- (a) To be located close enough to the Hospital to provide continuing care to his or her patients and to assure availability within a reasonable time period when patients' conditions require prompt attention; and
- (b) To regularly admit patients to or otherwise be regularly involved in the care of patients in the Hospital facilities or have other substantial involvement in the functions of the Medical Staff.

3.2.2 Obligations

Obligations of an Active Staff member shall include the following:

- (a) To contribute to the organizational, administrative, and medico-administrative activities of the Medical Staff, including the quality assessment, risk management, utilization review, corporate compliance, patient care assessment program, evaluation, monitoring, and performance improvement activities, and including service in the offices of the Medical Staff, departments, or divisions, and on committees of the Hospital, Medical Staff, departments, or divisions, and faithfully performing the duties and responsibilities of any office or position to which elected or appointed;
- (b) To participate equitably in the discharge of the Medical Staff duties, responsibilities, and functions as reasonably assigned by the applicable Department Chief, Medical Staff officer, Office of the CAO, or other Medical Staff or Hospital authorities, including the following:
 - (1) Participating in the on-call service roster and, when assigned to be the designated practitioner on-call, accepting responsibility for providing care to any patient on any unit of the Hospital referred to the service for which he or she is providing on-call coverage, for providing care to patients in the Emergency Department ("ED") in need of such services, and, when a patient's condition so warrants, for providing outpatient follow-up care to the patient for the

specific acute episode of illness or injury for which the patient presented to the ED, consistent with the provisions of Appendix 2, Part Three, Section 3.2(d) of the Bylaws;

- (2) Giving consultation to other Medical Staff members consistent with his or her delineated privileges;
 - (3) Serving as a proctor for or otherwise participating in the review of practitioners during the provisional period; and
 - (4) Fulfilling such other Medical Staff functions as may reasonably be required.
- (c) To pay all Medical Staff dues and assessments as set forth in the Medical Staff Bylaws; and
 - (d) To satisfy all other requirements and obligations of Active Staff members as may be set forth in the Medical Staff Bylaws.

3.2.3 Prerogatives

Prerogatives of an Active Staff member shall include the following:

- (a) To admit patients without limitation, except as otherwise provided in the Medical Staff Bylaws, the Medical Staff rules and regulations, and Hospital admission policies;
- (b) To exercise such clinical privileges as are granted to him or her;
- (c) To participate in medical education and research programs, if applicable;
- (d) Except as provided in Article II, Section 2.4 of the Medical Staff Bylaws, to vote on all matters presented at regular and special meetings of the Medical Staff, to vote in his or her department, division, service, or subunit, if applicable, and to vote on all committees of which he or she is a member; and
- (e) To hold a Medical Staff or department office and to be chair of a committee, provided he or she satisfies the qualifications for the position involved.

3.3 COURTESY STAFF

The Courtesy Staff shall consist of Members who have clinical privileges and admit patients, or otherwise provide patient care services, on an occasional basis at the Hospital, consistent with the following:

3.3.1 Qualifications

Qualifications of a Courtesy Staff member shall include the following:

- (a) To be in the same proximity to the Hospital as Active Staff members or to demonstrate appropriate coverage arrangements with one or more Active Staff members having appropriate clinical privileges to provide coverage for patients for whom the Courtesy Staff member is responsible;
- (b) To admit or otherwise provide services to patients in the Hospital on an occasional basis;
- (c) To demonstrate active participation in the Medical Staff activities at another hospital accredited by The Joint Commission or its equivalent, or to agree to serve on Medical Staff or department committees and to fulfill other Medical Staff membership obligations as may be required by the Department Chief; and
- (d) To provide, at the conclusion of his or her provisional period and at each reappointment, evidence of clinical performance at his or her principal institution in such form as may be required by the Division Clinical Leader, Department Chief, Credentials Committee, Medical Staff Executive Committee, Board of Trustees, or other Medical Staff or Hospital authority in order to allow an appropriate judgment to be made with respect to his or her ability to exercise the clinical privileges requested.

3.3.2 Obligations

Obligations of a Courtesy Staff member shall include the following:

- (a) To participate, if required by his or her Department Chief consistent with such department policies or practices, in the on-call service roster, consistent with the provisions of Appendix 2, Part Three, Section 3.2(d);
- (b) To carry out, if required by the Department Chief or otherwise accepted, service on Medical Staff or department committees, teaching assignments, or other Medical Staff activities and obligations in the same manner as required of an Active Staff member, including satisfying such meeting requirements as are applicable;
- (c) To pay all Medical Staff dues and assessments as set forth in the Medical Staff Bylaws; and
- (d) To satisfy all other requirements and obligations of Courtesy Staff members as may be set forth in the Medical Staff Bylaws.

3.3.3 Prerogatives

Prerogatives of a Courtesy Staff member shall include the following:

- (a) To admit patients consistent with the Medical Staff Bylaws, the Medical Staff rules and regulations, and Hospital admission policies;
- (b) To exercise such clinical privileges as are granted him or her;
- (c) To participate in medical education and research programs;
- (d) Except as provided in Article II, Section 2.4 of the Medical Staff Bylaws, to vote on all matters presented at regular and special meetings of the Medical Staff; to vote in his or her department, division, service, or subunit, if applicable, and to vote on all committees of which he or she is a member; and
- (e) To hold a Medical Staff or department office and to be chair of a committee, provided he or she satisfies the qualifications of the position involved.

3.4 CONSULTING STAFF

The Consulting Staff shall consist of Members who consult on an occasional basis with respect to patient care services at the Hospital, consistent with the following:

3.4.1 Qualifications

Qualifications of a Consulting Staff member shall include the following:

- (a) To possess skills not generally available from other Medical Staff members that are needed at the Hospital on a specific project or on an occasional basis in consultation.

3.4.2 Obligations

Obligations of a Consulting Staff member shall include the following:

- (a) To carry out, if he or she agrees to accept such assignment, a committee or teaching assignment in the same manner as required by an Active Staff member; and
- (b) To satisfy all other requirements and obligations of Consulting Staff members as may be set forth in the Medical Staff Bylaws, provided that Consulting Staff members have no obligation to pay Medical Staff dues and assessments.

3.4.3 Prerogatives

Prerogatives of a Consulting Staff member shall include the following:

- (a) To exercise such clinical privileges as are granted to him or her, but a Consulting Staff member may not be solely responsible for managing a patient at the Hospital;
- (b) To accept committee assignments as may be requested by the Medical Staff President; and
- (c) To accept teaching assignments as may be requested by his or her Department Chief.

Consulting Staff members may not admit patients at the Hospital, may not hold office in the Medical Staff, and, except as provided in Article II, Section 2.4 of the Medical Staff Bylaws, may not vote at the meetings of the Medical Staff, and may not vote at meetings of departments, divisions, or committees, except that a Consulting Staff member may be requested by the Medical Staff President and may agree to serve on a committee and, in that instance, may vote on such committee consistent with such appointment.

3.5 AFFILIATED STAFF

The Affiliated Staff shall consist of Members who do not have clinical privileges and who refer patients for admission at the Hospital by an Active Staff member in such a manner as to facilitate the continuity and quality of care (e.g., Members who use the services of the hospitalist program at the Hospital), consistent with the following:

3.5.1 Qualifications

Qualifications of an Affiliated Staff member shall include the following:

- (a) To refer patients for admission at the Hospital by the hospitalist program or otherwise by an identified Active Staff member who agrees to accept such referrals in such a manner as to facilitate the continuity and quality of care; and
- (b) To have his or her office practice at a location within the primary service area of the Hospital.

3.5.2 Obligations

Obligations of an Affiliated Staff member shall include the following:

- (a) To carry out, if required by the Department Chief or otherwise accepted, service on Medical Staff or department committees, teaching assignments, or other Medical Staff activities and obligations in the same manner as

required of an Active Staff member, including satisfying such meeting requirements as are applicable;

- (b) To pay all Medical Staff dues and assessments as set forth in the Medical Staff Bylaws; and
- (c) To satisfy all other requirements and obligations of Affiliated Staff members as may be set forth in the Medical Staff Bylaws.

3.5.3 Prerogatives

Prerogatives of an Affiliated Staff member shall include the following:

- (a) To participate in medical education and research programs;
- (b) Except as provided in Article II, Section 2.4 of the Medical Staff Bylaws, to vote on all matters presented at regular and special meetings of the Medical Staff; to vote in his or her department, division, service, or subunit, if applicable, and to vote on all committees of which he or she is a member; and
- (c) To hold a Medical Staff or department office and to be chair of a committee, provided he or she satisfies the qualifications of the position involved.

Affiliated Staff members may not hold or exercise clinical privileges and may not admit or otherwise provide services to patients in the Hospital. Furthermore, notwithstanding any other provision of these Medical Staff Bylaws, Affiliated Staff members shall not be permitted to apply for or be appointed to membership in any department, division, service, or subunit of the Medical Staff that is subject to an exclusive contract arrangement with the Medical Staff.

3.6 HONORARY STAFF

The Honorary Staff shall consist of Members who have retired from the practice of medicine and no longer admit patients, or otherwise provide patient care services, at the Hospital, consistent with the following:

3.6.1 Qualifications

Qualifications for Honorary Staff membership include the following:

- (a) To be a former member of the Active Staff and, after retirement from practice, be appointed to this category status by the Board of Trustees upon the recommendation of the Medical Staff Executive Committee in recognition of long-standing service to the Hospital or other noteworthy contributions to the Hospital; and

- (b) To otherwise be a practitioner with outstanding professional attainment appointed to this category status by the Board of Trustees, after consideration of any recommendation of the Medical Staff Executive Committee.

3.6.2 Obligations

Honorary Staff members have no obligation to pay Medical Staff dues and assessments and have no category-specific obligations.

3.6.3 Prerogatives

Prerogatives of an Honorary Staff member shall include the following:

- (a) To accept committee assignments as may be requested by the Medical Staff President.

Honorary Staff members may not admit patients or otherwise provide professional services to patients at the Hospital, may not hold office in the Medical Staff, and may not vote at the meetings of the Medical Staff, departments, divisions, or committees, except that an Honorary Staff member may be requested by the Medical Staff President and may agree to serve on a committee and, in that instance, may vote on such committee consistent with such appointment.

ARTICLE IV OFFICERS OF THE MEDICAL STAFF

4.1 MEDICAL STAFF OFFICERS

The officers of the Medical Staff shall be:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer.

The same individual may serve concurrently as both Secretary and Treasurer of the Medical Staff.

4.2 QUALIFICATIONS

Each officer of the Medical Staff must:

- (a) Have been a member of the Active Staff at the time of nomination and election and remain a Member in good standing during his or her term of office;

- (b) Perform and discharge, willingly and faithfully, the duties and responsibilities and exercise the authority of the office held and work with the other Medical Staff and departmental officers and committee chairs, with the Office of the CAO and other Hospital management representatives and committees, and with the Board of Trustees; and
- (c) Have demonstrated executive abilities in prior Medical Staff service and be willing to undergo Medical Staff officer training.

4.3 TERM OF OFFICE

The term of office for Medical Staff officers is two (2) Medical Staff years. Officers assume office on the first day of January following their election, except that an officer elected or appointed to fill a vacancy assumes office immediately upon election or appointment. Each officer serves until the end of his or her term and until a successor is elected or appointed, unless he or she sooner resigns or is removed from office.

A Medical Staff officer is eligible to succeed himself or herself in the same office but not for more than a total of two (2) consecutive full two-year elected terms.

4.4 PRESIDENT

The responsibilities and authority of the President of the Medical Staff, who is the Medical Staff's chief administrative officer and the Medical Staff's representative in its relationships to others, shall include the following:

- (a) To transmit to the Board of Trustees, to appropriate committees of the Hospital, and to the Office of the CAO the views and recommendations of the Medical Staff, the Medical Staff Executive Committee, and other Medical Staff committees as appropriate on matters of Hospital policy, planning, operations, governance, and relationships with external agencies, and transmit the views and decisions of the Board of Trustees and the Office of the CAO to the Medical Staff Executive Committee, the Medical Staff membership, and other Medical Staff committees as appropriate;
- (b) To serve as an ex officio member of the Board of Trustees;
- (c) To oversee in conjunction with the Medical Staff Office and others as appropriate, compliance by the Medical Staff with regard to the procedural safeguards and rights of individual Medical Staff members in all stages of the Hospital's credentialing processes;
- (d) To direct the operation and organization of the administrative policy-making and representative aspects of the Medical Staff, assist the Office of the CAO in coordinating these with administration, nursing, support, and other personnel and services, enforce compliance with the provisions of the bylaws, policies, procedures, standards, rules and regulations of the Medical Staff and the Hospital

related to these matters and with regulatory and accrediting agency requirements, and periodically evaluate the effectiveness of the organization;

- (e) To preside at and be responsible for the agenda of all regular and special meetings of the Medical Staff and of the Medical Staff Executive Committee;
- (f) To appoint, unless expressly provided otherwise in the bylaws of the Hospital or Medical Staff, the chairs of Medical Staff committees, which shall be reported to the Medical Staff Executive Committee;
- (g) To serve as chair of the Medical Staff Executive Committee and perform such other committee chair and committee service responsibilities as may be set forth in Appendix 1, Medical Staff Organization, and serve as an ex officio member of all other standing and special Medical Staff committees, all as consistent with Appendix 1, Medical Staff Organization; and
- (h) To review and enforce compliance with standards of ethical conduct and professional demeanor among the members of the Medical Staff in their relations with each other, the Board of Trustees, Hospital management, other professional and support staff, and the community the Hospital serves.

4.5 VICE PRESIDENT

The responsibilities and authority of the Vice President, the second ranking Medical Staff officer, shall include the following:

- (a) To assume the duties and responsibilities and exercise all of the authority of the President of the Medical Staff when the latter is unavailable, temporarily or permanently, or refuses to accomplish the same;
- (b) To serve as a member of the Medical Staff Executive Committee and perform such other committee chair and committee service responsibilities as may be set forth in Appendix 1, Medical Staff Organization, and serve as an ex officio member, without vote, of all other standing and special Medical Staff committees, all as consistent with Appendix 1, Medical Staff Organization; and
- (c) To perform such additional duties as may be assigned by the Medical Staff President, the Medical Staff Executive Committee, the Board of Trustees, or as may be set forth in Appendix 1, Medical Staff Organization.

4.6 SECRETARY

The responsibilities and authority of the Secretary shall include the following:

- (a) To serve as a member of the Medical Staff Executive Committee and of such other committees as may be set forth in Appendix 1, Medical Staff Organization;

- (b) To be responsible for preparation of minutes of meetings of the Medical Staff and such other committees as may be set forth in Appendix 1, Medical Staff Organization;
- (c) To give proper notice of all Medical Staff meetings on order of the President of the Medical Staff and of all such other committee meetings as may be set forth in Appendix 1, Medical Staff Organization;
- (d) To assume, in the temporary absence of both the President and Vice President of the Medical Staff, the responsibilities and authority of the Medical Staff President; and
- (e) To perform such additional duties as may be assigned by the President of the Medical Staff, the Medical Staff Executive Committee, the Board of Trustees, or such other individuals or committees as may be set forth in Appendix 1, Medical Staff Organization.

4.7 TREASURER

The responsibilities and authority of the Treasurer shall include the following:

- (a) To serve as a member of the Medical Staff Executive Committee and of such other committees as may be set forth in Appendix 1, Medical Staff Organization;
- (b) To supervise the collection of and accounting for any funds that may be collected in the form of dues, assessments, or otherwise, and disperse these funds as directed by the Medical Staff Executive Committee;
- (c) To prepare, if funds are collected from dues, assessments, or otherwise, an annual financial report for transmittal to the Medical Staff at its annual meeting and to the Office of the CAO and any other interim reports that may be requested by the Medical Staff President, the Office of the CAO, or the Medical Staff Executive Committee; and
- (d) To perform such additional duties as may be assigned by the Medical Staff President, the Medical Staff Executive Committee, the Board of Trustees, or as otherwise set forth in Appendix 1, Medical Staff Organization.

4.8 NOMINATION OF OFFICERS

The Medical Staff President shall appoint an ad hoc committee consisting of Members of the Active Staff to convene in or about September of each even-numbered year for the purpose of nominating one or more qualified candidates for each of the Medical Staff offices. Promptly thereafter, written notice of this slate of candidates shall be delivered or mailed to all voting Members and presented for election consistent with Section 4.9 below. Additional nominations of officers may be made from the floor at the annual meeting of the Medical Staff consistent with Section 4.9 below.

4.9 ELECTION OF OFFICERS

Medical Staff officers are elected by the Medical Staff, subject to approval by the Board of Trustees, at the annual meeting of the Medical Staff in each even-numbered year, provided that a quorum is present. If no candidate for a given office receives a majority vote, a runoff election is held by successive balloting such that the name of the nominee receiving the fewest votes is omitted from each successive slate until a majority vote is obtained by one (1) nominee.

4.10 RESIGNATION OF OFFICERS

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

4.11 REMOVAL OF OFFICERS

(a) *Action Required:*

A Medical Staff officer may be removed by a two-thirds majority vote of those Members present in person and voting at a special meeting of the Medical Staff called for that purpose, provided that a quorum is present. In addition, the Board of Trustees may initiate the removal of an officer. In such case, the matter will be referred to a special combined committee of the Board of Trustees and the Medical Staff composed of no more than seven (7) members, five (5) of whom shall be Members of the Active Staff, and two (2) of whom shall be from the Board of Trustees. The Board of Trustees and the Medical Staff representatives are appointed respectively by the Chair of the Board of Trustees and by the highest ranking Medical Staff officer not the subject of the removal action. The special committee may remove the officer by majority vote, provided that at least three (3) of the committee members voting in favor of removal are Members of the Medical Staff (regardless of their status as Board-appointed or Medical Staff-appointed committee members). The special committee's determination shall be the final decision in the matter and shall be reported to the Board of Trustees. The special committee may, at any time, suspend the officer from his or her duties pending its final decision.

(b) *Grounds:*

Permissible bases of removal of a Medical Staff officer include the following:

- (1) Failure to perform the duties of the position held in a timely and appropriate manner;
- (2) Failure to continuously satisfy the qualifications for the position; and
- (3) Failure to maintain himself or herself in good standing as a member of the Medical Staff.

(c) *Automatic Removal:*

Notwithstanding the above or any other provision of these Medical Staff Bylaws to the contrary, the following shall constitute grounds for the imposition of immediate action concerning a practitioner's status as a Medical Staff officer:

- (1) Whenever a practitioner's Medical Staff membership and clinical privileges are automatically terminated for any reason, including, but not limited to, revocation, non-renewal, resignation, or surrender of the practitioner's license to practice in the Commonwealth of Massachusetts, the practitioner is immediately and automatically removed from his or her position as a Medical Staff officer.
- (2) Whenever a practitioner's license to practice is suspended, or whenever a practitioner is placed on probation by or enters into a voluntary agreement not to practice with his or her licensing authority, his or her office holding prerogatives are immediately and automatically suspended and he or she is immediately and automatically removed from his or her position as a Medical Staff officer.

4.12 VACANCY

A vacancy in the office of Medical Staff President is filled by succession of the Medical Staff Vice President, who serves the remainder of the unexpired term.

A vacancy in the office of Medical Staff Vice President, Secretary or Treasurer is filled for the remainder of the unexpired term by appointment by the Medical Staff Executive Committee, subject to approval by the Board of Trustees.

ARTICLE V DEPARTMENTS AND DIVISIONS

5.1 DESIGNATION OF DEPARTMENTS

The current departments of the Medical Staff, which reflect major clinical areas, are:

- (a) Department of Medicine;
- (b) Department of Hospital Medicine;
- (c) Department of Surgery;
- (d) Department of Emergency Medicine;
- (e) Department of Diagnostic Imaging;
- (f) Department of Pathology; and
- (g) Department of Anesthesiology.

Additions, deletions, or combinations in the above list of departments may be made by the Board of Trustees, after considering recommendations from the Medical Staff Executive Committee and such other appropriate committees as may be designated in Appendix 1, Medical Staff Organization.

5.2 DESIGNATION OF DIVISIONS, SERVICES, OR SUBUNITS WITHIN A DEPARTMENT

Each Department Chief will determine, after consulting with appropriate members of the department, and subject to the approval of the Medical Staff Executive Committee and Board of Trustees, what, if any, divisions, services, or subunits will exist as distinct organizational components within the department. A current listing of said divisions, services, and subunits will be maintained by the Department Chief and the Medical Staff Office.

5.3 REQUIREMENTS FOR DEPARTMENT AFFILIATION

Each department is a separate clinical, organizational component of the Medical Staff, and every Medical Staff member must have a primary affiliation with and membership in the department which most closely reflects his or her professional training, experience, and current practice. A practitioner may be granted membership or clinical privileges in one or more of the other departments. As appropriate or necessary for the organization and efficient functioning of each department, the Department Chief assigns the members of the department to the clinical division, service, or other subunit appropriate to their respective training and practice. A practitioner's exercise of clinical privileges within the jurisdiction of any department, or any division, service, or subunit thereof, is subject to the rules and regulations of that department and the authority of the Department Chief.

5.4 FUNCTIONS OF DEPARTMENTS

5.4.1 Generally

The departments of the Medical Staff fulfill certain clinical, administrative, quality assessment, utilization review, collegial, and educational functions consistent with the Medical Staff Bylaws. These functions are performed on a multidisciplinary, Medical Staff, and Hospital basis through Members affiliated with each department participating on Medical Staff committees and serving as Medical Staff officers. Each department or its divisions, services, or subunits must meet as required by the Medical Staff Bylaws for the purpose of receiving reports on the findings of review and evaluation of the quality and efficiency of care provided to patients served by the department and for such other purposes as may be necessary to carry out the functions required in the Medical Staff Bylaws.

5.4.2 Clinical Functions

The clinical functions of each department shall include the following:

- (a) To establish clinical policies, procedures, standards, rules and regulations relevant to the various clinical disciplines under its jurisdiction;

- (b) To provide an inter-specialty and inter-department forum for matters of clinical concern and for resolving clinical issues arising out of the interface between its members' activities and the activities of other patient care and administrative services;
- (c) To develop consistency in the patient care data, policies, procedures, standards, rules and regulations within the department and across any of its constituent divisions, services, or subunits;
- (d) To develop, with assistance from the various specialists and subspecialists, criteria for use in making credentials recommendations on initial appointments, reappointments, grants of clinical privileges, concluding the provisional period, and other credentialing matters concerning practitioners and concerning the applications for and exercise of delineated clinical privileges by associate health professionals within such department; and
- (e) To recommend and define criteria for delineating clinical privileges for practitioners and associate health professionals within such department, including the recommendation of and criteria for any clinical privileges that may be granted to be performed via telemedicine link, in compliance with Medical Staff and Hospital bylaws, policies, procedures, standards, rules, and regulations, standards of The Joint Commission, and relevant law.

5.4.3 Administrative Functions

The administrative functions of each department shall include the following:

- (a) To provide a forum for its members to contribute their professional views and insights to the formation of the departmental, Medical Staff, and Hospital policies and plans;
- (b) To communicate, through its Chief, formulated policies and plans back to its members for implementation;
- (c) To coordinate, through its Chief, the professional services of its members with those of other departments and with the Hospital and Medical Staff support services;
- (d) To facilitate participation by the department and its members in the corporate compliance program at the Hospital, including by requiring attendance at or completion of education and training programs; and
- (e) To make recommendations, through its Chief, to the Medical Staff Executive Committee, the Office of the CAO, and such other individuals and committees as appropriate or otherwise set forth in Appendix 1, Medical Staff Organization, concerning the short-term and long-term

allocation and acquisition of resources to and provision of services by the Hospital and department.

5.4.4 Quality Assessment and Utilization Review Functions

The quality assessment and utilization review functions of each department shall include the following:

- (a) To review quality assessment, risk management, utilization review, evaluation, and monitoring data and findings pertinent to the department and make recommendations to take action as appropriate;
- (b) To conduct special studies of inputs, processes, and outcomes of care, perform specified monitoring activities, and otherwise participate as required in the Hospital's and Medical Staff's quality assessment and improvement activities;
- (c) To have in place mechanisms to identify certain aspects of care provided by the department, identify indicators to be used to monitor the quality of care, and evaluate the care provided; and
- (d) To report findings, conclusions, recommendations, and actions taken relative to the activities performed pursuant to this section to appropriate members of the department and such other performance improvement or other appropriate committees as may be set forth in Appendix 1, Medical Staff Organization.

5.4.5 Collegial and Educational Functions

The collegial and educational functions of each department shall include the following:

- (a) To provide clinical support between and among peers;
- (b) To teach, to promote and to engage in continuing education activities, and to share new knowledge relevant to the practice of the department members; and
- (c) To provide consultative advice to members of other departments.

5.5 FUNCTIONS OF DIVISIONS

Divisions, services, and other subunits designated within a department will perform the same type of clinical, administrative, quality assessment, utilization review, collegial, and educational functions as provided above for departments as are assigned by the Department Chief.

5.6 MEETINGS OF DEPARTMENTS

5.6.1 Regular Meetings

Departments and any divisions, services, or other subunits may, by resolution, provide the time for holding regular meetings, and no notice other than such resolution is then required. A department and any of its constituent divisions, services, and subunits, must meet regularly. In any event, each department must meet as a whole at least on a quarterly basis.

5.6.2 Special Meetings

A special meeting of any department, division, service, or subunit may be called by the Department Chief or Division Clinical Leader and must be called by the Department Chief or Division Clinical Leader at the written request of the Board of Trustees, the Medical Staff Executive Committee, the Medical Staff President, one-fourth, but at least two (2), of the group's current Members in good standing, or otherwise as may be set forth in department rules and regulations.

5.6.3 Notice

Reminder notices of regularly scheduled meetings of any department, division, service, or subunit may be provided through appropriate bulletins, newsletters, e-mails, or other reasonable means. Notice of any special meeting of a department, division, service, or subunit must be given orally in person or in writing by personal delivery or by mail at least five (5) business days prior to such special meeting. No business shall be transacted at any special meeting except that stated in the meeting notice.

5.6.4 Quorum

Ten percent (10%), but at least two (2), of the voting Members present in person at a department, division, service, or other subunit meeting constitutes a quorum.

5.6.5 Minutes

Minutes of all meetings of departments, divisions, services, and subunits will be maintained.

5.6.6 Other Procedures

Any individual who, by virtue of position, attends a department meeting in more than one capacity shall be entitled to only one (1) vote.

Meetings of the departments, divisions, services, or subunits, will be conducted according to the current edition of Robert's Rules of Order, provided that failure to comply with any such provisions therein at any meeting shall not be grounds for invalidating any action taken at such meeting after the meeting is adjourned. In the event

of conflict between said Rules and any provision of the Medical Staff Bylaws, the latter are controlling.

ARTICLE VI DEPARTMENT CHIEFS AND DIVISION CLINICAL LEADERS

6.1 DESIGNATION OF DEPARTMENT OFFICERS

Consistent with Article V, Section 5.2 of the Medical Staff Bylaws, the officer positions in the departments are:

- (a) Department Chief;
- (b) Division Clinical Leader; and
- (c) Service or other subunit Director.

6.2 QUALIFICATIONS

Each officer designated in a department must:

- (a) Be a member in good standing of the Active Staff and of the department or division, service, or subunit, as applicable, he or she is to head and remain in good standing throughout his or her term;
- (b) Be recognized for his or her current clinical ability in the clinical area covered by the department, division, service, or subunit;
- (c) Have demonstrated executive and administrative abilities through training or experience;
- (d) Perform and discharge, willingly and faithfully, the duties and responsibilities and exercise the authority of the office held and work with the other Medical Staff and departmental officers and committee chairs, with the Office of the CAO and other Hospital management representatives and committees, and the Board of Trustees; and
- (e) Be board certified in the appropriate specialty or have established and documented equivalent credentials demonstrating comparable competence in the appropriate specialty.

6.3 SELECTION

The chief of each department shall be appointed by the Board of Trustees. Nominations for department chiefs are made by the chair of the relevant Baystate Health, Inc. department, in consultation with the Chief Medical Officer of the Baystate Health Western Region, after the Chief Medical Officer has received input from the members of the department, the Medical Staff Executive Committee, and Hospital administration. The Department Chief will appoint the individual to head any division, service, or subunit within such department.

6.4 TERM OF OFFICE

The term of office of a Department Chief shall be two (2) years and may be renewed an unlimited number of times, after consultation at the end of each term among the chair of the relevant Baystate Health, Inc. department, the Chief Medical Officer of the Baystate Health Western Region, the Medical Staff Executive Committee, and Hospital administration, and subject to approval by the Board of Trustees. The term of office of a Division Clinical Leader and of a service or other subunit director is determined by the Department Chief.

6.5 RESIGNATION

A Department Chief may resign by giving written notice to the Office of the CAO and the Medical Staff Executive Committee. A Division Clinical Leader or service or other subunit director may resign by giving written notice to the Department Chief, the Medical Staff Executive Committee, and the Office of the CAO. The resignation of a department officer may or may not be made contingent on formal acceptance and takes effect on the date of receipt or acceptance, as the case may be, or at any later time specified in it.

6.6 REMOVAL

- (a) *Department Chief:* Removal of a Department Chief may be effected: (1) by the Board of Trustees, after consulting, as deemed appropriate by it under the circumstances, with the Medical Staff Executive Committee, and representatives of the department; or (2) by the Medical Staff Executive Committee if ratified by the Board of Trustees; or (3) by the chair of the relevant Baystate Health, Inc. department, after consultation with the Chief Medical Officer of the Baystate Health Western Region, the Medical Staff Executive Committee, and Hospital Administration, if approved by the Board of Trustees. Permissible bases for removal of a Department Chief include failure to perform the duties of the position held in a timely and appropriate manner, failure to satisfy continuously the qualifications for the position, and physical or mental impairment, including alcohol or substance abuse, that renders the Department Chief incapable of fulfilling the duties of his or her office; and
- (b) *Division Clinical Leader:* Removal of a Division Clinical Leader or of any service or subunit director may be effected by the Department Chief. Permissible bases for removal of a Division Clinical Leader or director include the same as those for removal of a Department Chief.

6.7 VACANCY

A vacancy in the office of a Department Chief shall be filled by the chair of the relevant Baystate Health, Inc. department after consultation with the Chief Medical Officer of the Baystate Health Western Region, the Medical Staff Executive Committee, and Hospital administration, subject to Board of Trustees approval. An individual appointed to fill a vacancy in such office shall serve for the remainder of the unexpired term. A vacancy in the office of Division Clinical Leader or director of any service or subunit within a department shall be filled by the Department Chief.

6.8 DEPARTMENT CHIEFS

A Department Chief has the responsibility and authority, subject to the oversight of the chair of the relevant Baystate Health, Inc. department and the Chief Medical Officer of the Baystate Health Western Region, to carry out the functions delegated to him or her and to the department by the Board of Trustees, by the Medical Staff Executive Committee or such other committee as may be designated in Appendix 1, Medical Staff Organization, in the Medical Staff Bylaws, and, where applicable, by contract or employment arrangement with the Hospital, including the following:

- (a) To manage and oversee all clinical and related activities of the department;
- (b) To manage and oversee all administrative activities of the department, including (1) to establish and appoint individual positions or department committees as necessary to perform the functions of the department and designate a chair of each committee created, unless otherwise provided in the Medical Staff Bylaws; (2) to establish divisions, services, and other subunits within the department and appoint Division Clinical Leaders and directors of any services or other subunits as appropriate and consistent with the Medical Staff Bylaws; and (3) to preside over and prepare the agenda for all department meetings;
- (c) To be responsible for the continuing surveillance of the professional performance of all individuals who have delineated privileges in the department and, to that end, to maintain continuing review of patient care and the professional performance of practitioners and associate health professionals exercising clinical privileges or performing specified services in the department and present written reports concerning patterns or situations affecting patient care to the Medical Staff Executive Committee or such other Medical Staff or Hospital committees as may be appropriate, requested, or required;
- (d) To prepare and make recommendations to the Medical Staff concerning the criteria for clinical privileges that are relevant to the care provided in the department and concerning inquiries, investigations, and actions with respect to practitioners or associate health professionals exercising privileges or providing services in the department;
- (e) To prepare and make recommendations to the Medical Staff concerning appointment, reappointment, and clinical privileges concerning each practitioner and associate health professional exercising clinical privileges or performing services in the department;
- (f) To assess and make recommendations to the Medical Staff and the Medical Center concerning needed patient care, treatment, and services not provided directly by the department or the Hospital (e.g., through a contract with a third party);
- (g) To facilitate, on a continuing basis, the integration of the department into the primary functions of the Hospital and the coordination and integration of

interdepartmental and intradepartmental services through cooperation and coordination with the nursing and other patient care services and Hospital management on all matters affecting patient care;

- (h) To participate in the development and implementation of policies and procedures that guide and support the provision of care, treatment, and services, including by serving as a member of such committees as may be designated in Appendix 1, Medical Staff Organization, by giving guidance on medical policies related to his or her department, and by making specific recommendations and suggestions regarding the department to the Medical Staff Executive Committee and such other committees as may be designated in Appendix 1, Medical Staff Organization, the Office of the CAO, and the Board of Trustees;
- (i) To assess and make recommendations, as may be appropriate from time to time, to Hospital and Medical Staff authorities and committees, including but not limited to the Medical Staff Executive Committee, concerning resources, such as personnel and space, for needed patient care, treatment, and services;
- (j) To participate in the determination of and provide oversight concerning the qualifications and competence of department or service personnel who are not Members of the Medical Staff or Associate Professional Staff who provide patient care, treatment, and services;
- (k) To be responsible for the continuous assessment and improvement of the quality of care, treatment, and services in the department and, to that end, to assist in developing, implementing, and supervising departmental quality assessment, control, and improvement initiatives and other Medical Staff quality assessment, risk management, utilization review, evaluation, and monitoring activities as required in the Medical Staff Bylaws, including but not limited to the elements of focused professional practice evaluation and ongoing professional practice evaluation consistent with The Joint Commission credentialing standards, in cooperation with the Medical Staff President and Vice President, the Medical Staff Executive Committee, and such other committees as may be designated in Appendix 1, Medical Staff Organization, and the Board of Trustees;
- (l) To be responsible for the establishment, implementation, and effectiveness of orientation, continuing education, and training for all practitioners, associate health professionals, and others exercising clinical privileges or providing services in his or her department;
- (m) To be responsible for the general oversight of research programs in his or her department;
- (n) To participate, as required by the Office of the CAO, in the preparation of annual reports, and in planning with respect to the department's personnel, equipment, facilities, services, and budget;

- (o) To enforce the Hospital and Medical Staff bylaws, policies, procedures, standards, rules, and regulations within the department, including initiating inquiries, investigations, and actions of clinical performance and recommending consultations to be provided or sought when necessary;
- (p) To communicate and implement within the department actions taken by the Medical Staff Executive Committee, the Board of Trustees, and other Medical Staff and Hospital committees and authorities; and
- (q) To perform such other duties commensurate with the office as are set forth in the Medical Staff Bylaws, consistent with standards of accrediting entities, and, where applicable, set forth in a contract or employment arrangement with the Hospital and as may, from time to time, be reasonably requested by the Medical Staff President, Medical Staff Executive Committee, or such other committees as may be designated in Appendix 1, Medical Staff Organization, the Office of the CAO, or the Board of Trustees.

Each Department Chief must appoint a qualified temporary Acting Chief, in consultation with the chair of the relevant Baystate Health, Inc. department, to exercise all the responsibility and authority of the Department Chief in his or her temporary absence.

6.9 DIVISION CLINICAL LEADERS

A Division Clinical Leader has the responsibility and authority to carry out the functions delegated to him or her and to the division by the Board of Trustees, by the Medical Staff, by the Medical Staff Executive Committee, by the Department Chief or by any executive committee within such department, in the Medical Staff Bylaws, and, where applicable, by contract or employment arrangement with the Hospital, including the following:

- (a) To implement and supervise, in cooperation with the Department Chief and other appropriate officials and committees of the Medical Staff and Hospital, systems to carry out the quality assessment and review functions assigned to the division;
- (b) To assist the Department Chief in planning with respect to the division's personnel, equipment, facilities, and services;
- (c) To communicate and implement within the division, in cooperation with the Department Chief, actions taken by the Medical Staff Executive Committee, the Board of Trustees, and other Medical Staff and Hospital committees and authorities;
- (d) To maintain continuing review of patient care and of the professional performance of practitioners and associate health professionals exercising clinical privileges or performing specified services in the division and report to the Department Chief on patterns or situations affecting patient care;
- (e) To conduct investigations and submit reports and recommendations as required by the Medical Staff Bylaws or other relevant protocols regarding appointment,

reappointment, delineation of and criteria for clinical privileges, and inquiries, investigations, and actions with respect to practitioners or associate health professionals exercising privileges or providing services in the division;

- (f) To enforce the Hospital and Medical Staff bylaws, policies, procedures, standards, rules and regulations within the division, including initiating inquiries, investigations, and actions of clinical performance and recommending consultations to be provided or sought when necessary;
- (g) To preside over and prepare the agenda for division meetings;
- (h) To plan and implement, as appropriate to the division, educational and research programs; and
- (i) To perform such other duties commensurate with the office, as are set forth in the Medical Staff Bylaws, consistent with standards of accrediting entities, or as may, from time to time, be reasonably requested by the Department Chief.

Each Division Clinical Leader will appoint a qualified temporary Acting Clinical Leader, in consultation with the Department Chief, to exercise all of his or her responsibility and authority in his or her temporary absence.

The directors of any services or other subunits within a department shall have the same responsibility and authority with respect to such service or subunit as Division Clinical Leaders have with respect to their divisions.

ARTICLE VII COMMITTEES

7.1 GENERALLY

Consistent with the Medical Staff Bylaws, the purposes and responsibilities of the Medical Staff may be fulfilled by the functioning of standing committees of the Medical Staff as may be specified and described in Appendix 1, Medical Staff Organization, such other Medical Staff committees as may be established from time to time consistent with the Medical Staff Bylaws, and appropriate Hospital committees that may be established from time to time consistent with the Hospital bylaws.

7.2 COMMITTEES

There shall be a Medical Staff Executive Committee, a Credentials Committee, and such other standing committees of the Medical Staff as specified and described in Appendix 1, Medical Staff Organization, and such other standing and special committees as may be established from time to time consistent with the Medical Staff Bylaws.

The Medical Staff President has the authority: (a) to create special committees of the Medical Staff, which shall be reported to the Medical Staff Executive Committee, and (b) to create standing committees of the Medical Staff subject to the approval of the Medical Staff Executive Committee.

7.3 SUBCOMMITTEES

Any Medical Staff committee may elect to perform any of its specifically designated functions by constituting a subcommittee for that purpose and reporting such action to the Medical Staff Executive Committee in writing. Any such subcommittee may include individuals in addition to or other than members of the standing committee. Such additional members are appointed by the Committee Chair after consultation with the President of the Medical Staff or the appropriate Department Chief in the case of Medical Staff appointees and with the approval of the Office of the CAO when administrative staff appointments are to be made.

7.4 APPOINTMENT OF COMMITTEE MEMBERS AND COMMITTEE CHAIRS

7.4.1 Medical Staff Committees

Unless expressly provided otherwise in the bylaws of the Hospital or Medical Staff: (i) the Medical Staff President shall appoint the chairs of Medical Staff committees, which shall be reported to the Medical Staff Executive Committee, and (ii) each Medical Staff committee chair, in consultation with the Medical Staff President, shall appoint the members of the respective Medical Staff committee, which shall be reported to the Medical Staff Executive Committee. Non-Medical Staff appointees to Medical Staff committees are subject to the approval of the Office of the CAO. Where necessary to accomplish a function or task assigned to a committee, the committee chair may call on special advisors from clinical specialties or administrative or patient care departments with expertise in the subject matter involved, after consultation with the Medical Staff President and with the Office of the CAO when Hospital administrative or other departments are involved. Each committee chair may appoint a vice chair of such committee, who shall preside at any meetings from which the chair must be absent.

7.4.2 Hospital Committees

To the extent that Medical Staff members may serve on Hospital committees, the appointment of Medical Staff members to any Hospital committees shall be made by the Medical Staff President, in consultation with the Office of the CAO and with Department Chiefs as appropriate. The Medical Staff will be represented and participate in Hospital deliberations affecting the discharge of Medical Staff responsibilities.

7.5 EX OFFICIO MEMBERS

The Office of the CAO and the Medical Staff President are ex officio members of all standing and special Medical Staff committees, with voting rights, unless expressly provided otherwise in Appendix 1, Medical Staff Organization. The Medical Staff Vice President is an ex officio member of all standing and special Medical Staff Committees, without vote, unless expressly provided otherwise in Appendix 1, Medical Staff Organization.

7.6 TERM, RESIGNATION, REMOVAL, AND VACANCY

- (a) *Term:* Except as may be otherwise expressly provided in the Medical Staff Bylaws, each appointed member of a Medical Staff committee serves for a one (1)

year term, unless he or she sooner resigns or is removed from the committee or the Medical Staff, and may be reappointed to the committee for an unlimited number of terms. Except as may be otherwise expressly provided in the Medical Staff Bylaws, each chair of a Medical Staff committee serves for a one (1) year term and may be reappointed thereafter for up to five (5) additional, consecutive terms.

- (b) *Resignation:* A member of a Medical Staff committee may resign by giving written notice to the committee chair and the Medical Staff President. Such resignation may or may not be made contingent on formal acceptance and shall take effect on the date of receipt or acceptance, as the case may be, or at any later time specified in it.
- (c) *Removal:* A member or chair of a Medical Staff committee, except one serving ex officio, may be removed from the committee by the Medical Staff Executive Committee or the Board of Trustees, in consultation with the Medical Staff Executive Committee, on any of the following grounds: (1) failure to perform the duties of the position held in a timely and appropriate manner; (2) failure to continuously satisfy the qualifications of the position; and (3) failure to maintain himself or herself in good standing as a member of the Medical Staff.
- (d) *Vacancy:* A vacancy in any Medical Staff committee is filled for the unexpired portion of the term in the same manner through which original appointment is made.

7.7 MEETINGS OF COMMITTEES

Any standing or special committee of the Medical Staff shall meet at the call of the chair and otherwise consistent with requirements as may be set forth in Appendix 1, Medical Staff Organization.

7.7.1 Notice

Notices of committee meetings may be provided through appropriate bulletins, newsletters, e-mails, or other reasonable means.

7.7.2 Quorum

One-fourth, but at least two (2), of the voting members present in person at a committee meeting constitutes a quorum, unless otherwise specified in the Medical Staff Bylaws.

7.7.3 Minutes

Minutes of all committee or subcommittee meetings will be maintained.

7.7.4 Other Procedures

Any individual who, by virtue of position, attends a committee meeting in more than one capacity shall be entitled to only one (1) vote.

Members of Medical Staff committees are expected to participate in person in the meetings of such committees. Upon a showing of good cause that a committee member is unable to be present at a particular meeting, the committee chair, in his or her discretion, may permit the member to participate in the meeting by teleconference.

Meetings of Medical Staff committees will be conducted according to the current edition of Robert's Rules of Order, provided that failure to comply with any such provisions therein at any meeting shall not be grounds for invalidating any action taken at such meeting after the meeting is adjourned. In the event of conflict between said Rules and any provision of the Medical Staff Bylaws, the latter are controlling.

ARTICLE VIII MEETINGS OF THE MEDICAL STAFF

8.1 MEETINGS OF THE MEDICAL STAFF

8.1.1 Regular Meetings

Regular meetings of the Medical Staff shall be held at least twice a year, in the spring and in the fall, unless an alternate time is announced by the Medical Staff President, subject to the approval of the Medical Staff Executive Committee. The annual meeting of the Medical Staff is the last regular meeting in the calendar year. The Medical Staff Executive Committee may authorize the holding of additional regular Medical Staff meetings by resolution.

8.1.2 Special Meetings

A special meeting of the Medical Staff may be called by the Medical Staff President and must be called by the Medical Staff President at the written request of the Board of Trustees, the Medical Staff Executive Committee, or such other committee as may be so designated in Appendix 1, Medical Staff Organization, or ten (10) percent of the members of the Active Staff in good standing.

8.2 NOTICE

Notice of any regular or special meeting of the Medical Staff shall be sent, by mail or by email, to each individual entitled to be present thereat at least five (5) business days before the date of such meeting. No business shall be transacted at any special meeting of the Medical Staff except that stated in such meeting notice.

8.3 ATTENDANCE

Records of attendance at Medical Staff meetings shall be maintained. Attendance at Medical Staff meetings, including any failure without good cause to attend such meetings, may

be considered during any evaluation of the Member, including reappointment, consistent with the Medical Staff rules and regulations.

8.4 QUORUM

Ten percent (10%) of the voting Members present, either present in person or voting by absentee ballot as set forth in Section 8.5 below, at any regular or special meeting of the Medical Staff constitutes a quorum.

8.5 ACTION, VOTING, AND ABSENTEE BALLOT VOTING

When a quorum exists for any question brought before a Medical Staff meeting, the affirmative vote of a majority of the voting Members present, either present in person or voting by absentee ballot, and voting on the question shall decide any such question, except where a larger vote is required by the Medical Staff Bylaws.

Members may be deemed present and may vote by absentee ballot (paper or electronic), provided that one (1) absentee voting ballot with instructions for submitting such ballot prior to the call of such meeting is included with the notice of such meeting to each voting Member.

8.6 MINUTES

Minutes of all meetings shall be maintained and shall include a record of attendance, of the recommendations made, and of the votes taken on each matter. Copies of said minutes shall be approved at the next regular or special Medical Staff meeting and forwarded to the Office of the CAO.

8.7 OTHER PROCEDURES

The President of the Medical Staff, or in his or her absence the Vice President, or another designee, shall preside at all Medical Staff meetings.

Any individual who, by virtue of position, attends a Medical Staff meeting in more than one capacity shall be entitled to only one (1) vote.

Meetings of the Medical Staff will be conducted according to the current edition of Robert's Rules of Order, provided that failure to comply with any such provisions therein at any meeting shall not be grounds for invalidating any action taken at such meeting after the meeting is adjourned. In the event of conflict between said Rules and any provision of the Medical Staff Bylaws, the latter are controlling.

ARTICLE IX CORRECTIVE ACTIONS AND FAIR HEARINGS

Procedures governing corrective action and related proceedings, including corrective action requests, summary suspensions, automatic suspensions, automatic terminations, other automatic corrective actions, fair hearings, and appellate reviews concerning practitioners are set forth in Appendix 3, Corrective Actions and Fair Hearings.

ARTICLE X IMMUNITY AND RELEASES

10.1 SPECIAL DEFINITIONS

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

Activity means the following:

- (a) Applications for appointment of Medical Staff membership and clinical privileges;
- (b) Applications for reappointment of Medical Staff membership and clinical privileges;
- (c) Request for modifications of Medical Staff membership or clinical privileges;
- (d) Corrective action or other disciplinary action;
- (e) Hearings and appellate reviews;
- (f) Quality improvement and patient care assessment program activities;
- (g) Utilization review and management activities;
- (h) Claims reviews;
- (i) Profiles and profile analysis;
- (j) Malpractice loss prevention;
- (k) Corporate compliance program activities; and
- (l) Other Hospital, Medical Staff, department, division, service, or other subunit or committee activities related to monitoring and maintaining quality and efficient patient care and appropriate professional conduct, and such other activities as set forth in the Medical Staff Bylaws.

Information means any record of proceedings, minutes, interviews, records, reports, forms, memoranda, statements, investigations, examinations, hearings, meetings, recommendations, findings, evaluations, opinions, conclusions, actions, data, and other disclosures or communications, whether in written or oral form, relating to any activity specified in this Article; such information may relate to a practitioner's professional licensure or certification, education, training, clinical ability, judgment, utilization practices, character, physical or mental health, including alcohol or substance abuse, emotional stability, professional ethics, or any other matter that might, directly or indirectly, affect the quality or efficiency of patient care provided in the Hospital or the practitioner's ability to exercise clinical privileges or to fulfill patient care or Medical Staff obligations.

Representative means the Hospital and any member, parent, or affiliated entity; the Board of Trustees and any member or committee thereof; the Office of the CAO and his or her designees; the Medical Staff and any Member, officer, administrative personnel, clinical department, division, service, subunit, or committee thereof; and any individual authorized by any of the foregoing to perform specific information gathering, analysis, use, or disseminating functions.

Third Party means any individual or organization providing or receiving any information to or from any representative.

10.2 GENERALLY

A practitioner, among other things set forth in the Medical Staff Bylaws:

- (a) Authorizes representatives to solicit, provide to third parties, and act upon information bearing on his or her professional ability, utilization practices, and other qualifications;
- (b) Agrees to be bound by the provisions of this Article and to waive all legal claims against any representative who acts in accordance with the provisions of this Article; and
- (c) Acknowledges that the provisions of this Article are express conditions to his or her application for or acceptance of Medical Staff membership and the continuation of such membership and to his or her exercise of clinical privileges at the Hospital.

10.3 IMMUNITY FROM LIABILITY

No representative shall be liable to a practitioner arising out of or otherwise concerning any activity or any information provided or received in the course of or otherwise concerning any activity.

10.4 RELEASES

Each practitioner shall, upon request of the Hospital, execute general and specific releases in accordance with the tenor and import of this Article, subject to such requirements as may be applicable under relevant law. Execution of such releases is not a prerequisite to the effectiveness of this Article. Releases, and provisions of the Medical Staff Bylaws and provisions of application forms relating to authorizations, immunity from liability, and releases, are in addition to other protections provided by relevant law and not in limitation thereof.

ARTICLE XI ASSOCIATE PROFESSIONAL STAFF

11.1 GENERALLY

There may be established an Associate Professional Staff, composed of categories of health care professionals other than Members.

11.2 RULES AND REGULATIONS

The Associate Professional Staff shall be organized and governed in accordance with Associate Professional Staff rules and regulations adopted in accordance with the provisions of this section. The Associate Professional Staff rules and regulations shall be promulgated as are necessary, for example, to define criteria for appointment to the Associate Professional Staff and for the delineation of clinical privileges of Associate Professional Staff members and to set forth the process for credentialing and privileging Associate Professional Staff members, which shall be consistent with the Medical Staff process. The Associate Professional Staff rules and regulations shall be reviewed at least annually. The Medical Staff Executive Committee shall adopt and amend such Associate Professional Staff rules and regulations, which shall become effective when approved by the Board of Trustees.

ARTICLE XII AMENDMENT

12.1 GENERALLY

The Board of Trustees holds the Medical Staff responsible for the periodic review of the Medical Staff Bylaws, consistent with Hospital bylaws, policies, and relevant law. The Medical Staff Bylaws shall be reviewed at least annually. Suggestions for amendments to the Medical Staff Bylaws shall, in the usual course, be referred to the Medical Staff committee responsible for the Medical Staff Bylaws review function as may be designated in Appendix 1, Medical Staff Organization, which committee shall present its recommendations in a timely fashion to the Medical Staff Executive Committee for review and report to the Medical Staff.

12.2 MEDICAL STAFF APPROVAL

The Medical Staff may approve by a two-thirds majority vote any proposed amendment to the Medical Staff Bylaws at any regular or special meeting of the Medical Staff, provided that a copy of the proposed amendment was mailed, sent electronically, or otherwise made available to each voting Member at the time of notice of the meeting, which must be at least fifteen (15) days prior to the meeting. Any amendments approved by the Medical Staff shall be forwarded to the Board of Trustees for its approval.

12.3 BOARD OF TRUSTEES APPROVAL

Amendments to the Medical Staff Bylaws approved by the Medical Staff are effective upon the approval of the Board of Trustees, which approval shall not be unreasonably withheld. The effective date of such amendments shall be the date approved by the Board of Trustees or such other date as the Board of Trustees may specify.

In the event a conflict arises between the Medical Staff and the Board of Trustees concerning amendments to the Medical Staff Bylaws, the matter shall be submitted to an advisory committee for review and report to the Board of Trustees before the Board of Trustees takes final action. The size of any such advisory committee shall be decided jointly by the Chair of the Board of Trustees and the President of the Medical Staff, each of whom shall appoint the same number of members to the advisory committee from the Board of Trustees and from the Medical Staff Executive Committee or the Medical Staff, respectively.

12.4 TECHNICAL AND EDITORIAL AMENDMENTS

The Medical Staff Executive Committee shall have the power to adopt, without Medical Staff or Board of Trustees approval, such amendments to the Medical Staff Bylaws as are, in the judgment of the Medical Staff Executive Committee, technical or legal modifications or clarifications, reorganization, or renumbering of the Medical Staff Bylaws, or amendments made necessary because of punctuation, spelling, or other errors of grammar or expression. Such amendments shall be reported as soon as reasonably practicable to the Medical Staff and to the Board of Trustees (but in no event later than thirty (30) days to the Office of the Clerk of the Hospital on behalf of the Board of Trustees) and shall become effective ninety (90) days after their adoption by the Medical Staff Executive Committee unless the Board of Trustees disapproves of the amendments within the ninety (90)-day period.

ARTICLE XIII APPENDICES

The following Appendices shall be attached hereto and incorporated in and as a part of the Medical Staff Bylaws: Appendix 1 - Medical Staff Organization; Appendix 2 - Credentialing Procedures; and Appendix 3 - Corrective Actions and Fair Hearings.

November 13, 2018