

THE NEW YORK EYE AND EAR INFIRMARY



PROFESSIONAL STAFF BYLAWS

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BYLAWS
OF THE PROFESSIONAL STAFF
OF
THE NEW YORK EYE AND EAR INFIRMARY

"PREAMBLE"

Recognizing that the medical staff of The New York Eye and Ear Infirmary (the "Hospital") is responsible for the quality of all medical care provided to patients of the Hospital including its clinics, for the ethical conduct and professional practice of its members and for the quality of medical education and recognizing that the fulfillment of this responsibility requires concerted effort, the physicians and dentists practicing in the Hospital hereby organize themselves in conformity with the Bylaws hereinafter stated.

ARTICLE I

The official name of the organization shall be THE PROFESSIONAL STAFF OF THE NEW YORK EYE AND EAR INFIRMARY (the "Professional Staff").

ARTICLE II

PURPOSE

The purposes of the Professional Staff shall be:

- (1) To ensure that all patients admitted to the Hospital or treated in its outpatient clinics receive the best possible care, treatment and services.
- (2) To provide a means whereby problems of a medical-administrative nature may be discussed among members of the Professional Staff, the Board of Directors of the Hospital (the "Board of Directors") and the administrative staff of the Hospital ("Administration").
- (3) To initiate and maintain rules and regulations for the professional conduct of members of the Professional Staff.
- (4) To promote a high level of professional performance and ethical conduct of all members of the Professional Staff through delineation of criteria and standards for membership on the Professional Staff and ongoing review of each member's credentials and performance.

- (5) To ensure the development and maintenance of appropriate standards of patient care, medical education, research and preventative medicine.
- (6) To assist and participate in such measures and programs designed to meet the Hospital's obligations to and maintain the Hospital's relationships with the community.
- (7) To coordinate medical-administrative activities undertaken jointly by the Hospital and other organizations, including such affiliation arrangements as may from time to time be in effect.

ARTICLE III

MEMBERSHIP

SECTION 1 - NATURE OF PROFESSIONAL STAFF MEMBERSHIP

Membership on the Professional Staff and/or the exercise of Temporary Privileges is a privilege which shall be extended only to those professionally competent practitioners who continuously meet the qualifications, standards and requirements set forth in or referenced in these Bylaws. Appointment to and membership on the Professional Staff shall confer upon the appointee or member only such clinical privileges as have been granted by the Board of Directors in accordance with these Bylaws and the Bylaws of the Hospital. No practitioner shall admit or provide services to patients in the Hospital, including clinic patients, unless that practitioner is a member of the Professional Staff or has been granted Temporary Privileges in accordance with these Bylaws.

SECTION 2 - QUALIFICATIONS

Subsection 1 - Every applicant for Professional Staff membership shall be a graduate of an approved or recognized medical, osteopathic or dental school and shall be legally licensed and duly registered to practice medicine or dentistry in the State of New York. Only those practitioners who document their experience, background, training, demonstrated current competence and ability, physical health status, mental health status, ability to work cooperatively with others, and willingness and ability to discharge Professional Staff responsibilities with sufficient adequacy to demonstrate to the Professional Staff and the Board of Directors that any patient treated or examined by them will receive care of the generally recognized level of professional quality, shall be considered qualified to apply for Professional Staff membership.

Other qualifications for Professional Staff membership shall include :

- current registration by the Drug Enforcement Agency (DEA) and the State to prescribe medication consistent with clinical privileges held or applied for;

- contributing time to hospital activities;
- practicing only within the scope of delineated privileges;
- cooperating in any review of credentials, qualifications, or compliance with these Bylaws;
- working to meet the Hospital's quality improvement and utilization management guidelines;
- maintaining the confidentiality of patient information;
- complying with these Bylaws;
- carrying out assigned patient care and staff responsibilities;
- completing required patient care records in a thorough, professional, accurate and timely fashion;
- providing accurate, current, and thorough information as required; and
- utilizing the Hospital's facilities to an extent sufficient to enable the Department Chair to evaluate his qualifications for continued Professional Staff membership.

Except in extraordinary circumstances, upon recommendation by the Chair of the Department and approval by the Medical Board and the Board of Directors, no candidate shall be appointed if he is subject to an action by a governmental professional licensing agency which imposes a penalty, stays a penalty, and/or imposes probation, and such action limits the candidate's professional practice rights, including, without limitation, by imposing practice monitoring or by limiting the candidate's ability to perform particular actions or procedures. No practitioner shall be automatically entitled to membership on the Professional Staff or to the exercise of particular clinical privileges merely because of licensure to practice in this or any other state or jurisdiction, or because of membership in any professional organization, or because of certification by any clinical board or because of any past or present Professional Staff membership or clinical privileges at this Hospital or at any other health care facility or in another practice setting.

Subsection 2 - Every applicant for Professional Staff membership shall agree to provide clinical services for such periods and at such times as are designated by the Department Executive Committee of his Department in order to further the work of the Hospital in teaching and/or patient care.

Subsection 3 - The qualifications to be met by applicants for Professional Staff membership shall also apply to all applicants for reappointment to the Professional Staff and/or promotions within the Professional Staff. In reviewing applications for reappointment, the Professional Staff and Board of Directors shall query the National Practitioners Data Bank and shall consider the applicant's demonstrated willingness and ability to fulfill obligations for the provision of clinical services, attendance at assigned or required committee, Department, service and/or Professional Staff meetings, demonstrated current competency, mental health status, physical health status, use of the facility, participation in continuing medical education activities and such other quality assurance information as the Professional Staff and Board of Directors may deem

appropriate or as may be required by federal, state or local statutes, rules, regulations or guidelines, including Public Health Law Section 2805-j.

Subsection 4 – Email is the official and preferred method of communicating with the Professional and Allied Health Staff, unless otherwise stated in these Bylaws. It is the responsibility of the Professional and Allied Health Staff to submit a valid email address and to update the Medical Affairs Department when changes occur.

SECTION 3 - ETHICS AND ETHICAL RELATIONSHIPS

Subsection 1 - The principles of medical ethics as adopted or amended by the American Medical Association and the principles of dental ethics as adopted or amended by the American Dental Association, as applicable, shall govern the professional conduct of the members of the Professional Staff. All members of the Professional Staff shall avoid acts and omissions constituting unprofessional conduct under state licensing laws and regulations or fraud or other actionable conduct potentially subject to penalty or criminal sanction under applicable federal, state or local law, and shall comply with the Hospital's code of conduct.

Subsection 2 - All members of the Professional Staff shall pledge themselves to maintain the standards and meet requirements to warrant, at all times, continuance of the Hospital's operating certificate issued to the Hospital pursuant to the provisions of the Public Health Law of the State of New York and full accreditation of the Hospital by the Joint Commission.

SECTION 4 – BOARD CERTIFICATION

Subsection 1 – Professional Staff membership requires that the individual be a Diplomate of an American Board of a medical discipline recognized by the Council on Medical Education of the American Medical Association or of the American Osteopathic Association or, in the case of candidates in general dentistry, of a discipline recognized by the Council on Dental Education of the American Dental Association, unless such requirement is waived by recommendation of the Department Chair and the Medical Board upon notice to the Board of Directors. Equivalent certification by specialty disciplines of certain other countries, such as the Royal College of Surgeons, may be acceptable if approved by the Department Chair and the Chair of the Medical Board. This requirement is to be achieved within two (2) reappointment cycles (four (4) years) if not satisfied at initial appointment.

Subsection 2 – For Boards that require re-certification, those with time-limited certificates must be recertified within two (2) reappointment cycles (four (4) years) from the date of expiration of certification.

Subsection 3 - When a member of the Professional Staff has not obtained Specialty Board Certification or Recertification as required in the subsection above,

such member shall submit his/her academic and professional credentials to the Credentials Committee for consideration of a waiver of this requirement. Additionally, the member may be required to appear before the Credentials Committee for an interview. The Credentials Committee shall forward its recommendation regarding waiver of the Specialty Board Certification and Recertification requirement for staff membership to the Medical Board, which shall have the sole authority and discretion to grant a waiver. Such waiver shall apply only to the practitioner's current appointment term and may be renewed by the Medical Board at its sole discretion.

SECTION 5 - APPLICATION FOR MEMBERSHIP

Subsection 1 - The Department Chair, Department Director and/or the Credentials Committee shall interview all prospective applicants, either in person or by phone, and recommend to the Medical Affairs Department whether to send an application to the candidate.

Subsection 2- Applications for membership on the Professional Staff shall be completed online or in writing, with special permission from the Medical Affairs Department, on application forms promulgated by the Medical Board or an authorized committee thereof and shall be signed by the applicant. A separate record shall be maintained for each individual requesting Professional Staff membership or clinical privileges. The application shall require detailed information concerning the applicant's professional qualifications and shall require the applicant to set forth names and addresses of at least three professional and/or character references. The application shall include information as to whether the applicant's membership status and/or clinical privileges have ever been revoked, suspended, limited, reduced, challenged, relinquished or not renewed, whether voluntarily or involuntarily, at any other hospital or institution and as to whether his membership in local, state or national medical societies, or his license, certification and/or registration to practice any profession in any jurisdiction, has ever been suspended, relinquished or terminated (voluntarily or involuntarily) or whether there are currently any investigations of or pending challenges to any licensure or registration (state or DEA). The application form shall also require the following:

- (i) The name of any hospital or facility with or at which the applicant had or has any association, employment, privileges or practice;
- (ii) Where such association, employment, privilege or practice was discontinued, the reasons for discontinuation;
- (iii) Any pending professional medical or dental proceedings or investigations or any pending medical malpractice actions in this state or another state, the substance of the allegations in such investigations, proceedings or actions and any additional information concerning such investigations, proceedings or actions as the applicant may deem appropriate;

- (iv) The substance of the findings in such actions or proceedings (including, without limitation, final judgments or settlements) and any additional information concerning such actions or proceedings as the applicant may deem appropriate;
- (v) A waiver by the applicant of any confidentiality provisions concerning the information required to be provided to the Hospital or by the Hospital in connection with an application for appointment or reappointment to this Professional Staff and/or the Professional Staff of another hospital or facility;
- (vi) A verification by the applicant that the information provided by the applicant in the application form and in connection with the application, is true and accurate;
- (vii) Reasonable evidence of current health status (mental and physical) in accordance with the requirements of 10 NYCRR Part 405.3(b)(10);
- (viii) Information provided by peer(s) of the applicant; and
- (ix) Such other information as the Medical Board may require.

Subsection 3 - The applicant shall have the burden of producing adequate information for a proper evaluation of his current competence, character, ethics and other qualifications, and for resolving any doubts about such qualifications. For an applicant for initial appointment, reappointment and the renewing, revising or initial granting of clinical privileges, the Hospital shall verify information provided by the applicant about the applicant's licensure, specific training, experience, and current competence with information from the primary source(s) whenever feasible. The Hospital shall request from any hospital or facility identified by the applicant pursuant to Subsection 1(i) above information as to any pending professional medical conduct proceedings or investigations or medical malpractice actions, any judgment or settlement of a medical malpractice action, any finding of professional misconduct, and any information required to be reported to the Office of Professional Medical Conduct pursuant to New York Public Health Law Section 2803-e. Action on an individual's application for appointment or initial granting of clinical privileges shall be withheld until the information is available and verified. The Hospital shall also consider additional information concerning the applicant from other sources, including the Data Bank (formerly the National Practitioner Data Bank).

Subsection 4 - Applications shall be submitted to the Medical Affairs Department, who shall promptly collect references and other required information, reports and verifications, together with other materials deemed pertinent for proper evaluation of the applicant's qualifications and, once the application is complete, shall transmit the application and all supporting materials to the Credentials Committee for evaluation.

Subsection 5 - The application for membership of the Professional Staff shall include a statement or statements providing that the applicant:

- (i) agrees to appear for an interview with the Department Chair, Department Director and/or Credentials Committee in regard to his application;
- (ii) authorizes the Hospital to consult with members of medical or professional staffs of other hospitals with which the applicant has been associated and with others who may have information bearing on his competence, character and ethical qualifications;
- (iii) consents to the Hospital's inspection of all records and documents that may be material to an evaluation of his professional qualifications, his competence to carry out the clinical privileges he requests and his moral and ethical qualifications for Professional Staff membership;
- (iv) releases from any liability the Hospital, its Board of Directors, Hospital Administration and the Professional Staff for their acts performed in good faith and without malice in connection with evaluating the applicant and his credentials, such release to be effective whether or not the applicant is accepted for Professional Staff membership;
- (v) releases from any liability all individuals and organizations who provide information to the Hospital in good faith and without malice concerning the applicant's competence, ethics, character and other qualifications for Professional Staff membership and clinical_privileges, including otherwise privileged or confidential information, such release to be effective whether or not the applicant is accepted for Professional Staff membership;
- (vi) acknowledges the provisions of and agrees to be bound by the provision and procedures of the Professional Staff Bylaws and Hospital Bylaws in all matters relating to consideration of his application without regard to whether or not the applicant is granted Professional Staff membership and/or clinical privileges; and
- (vii) agrees to execute and deliver such additional documents, including specific releases, and provide such supplementary information as may be necessary or appropriate to carry out the foregoing.

Subsection 6 - Each applicant shall, as part of his application, specify his abilities and list the clinical privileges that he requests and signify his agreement to practice only within the scope of privileges granted.

Subsection 7- Each applicant shall, as part of his application, signify his agreement to abide by the Bylaws, Rules and Regulations of the Professional Staff and the Hospital.

Subsection 8 - Each applicant shall, prior to appointment, submit Certificate(s) of Insurance or other evidence, satisfactory to the Medical Board, of primary and/or excess insurance coverage against the risk of professional liability (malpractice) in amounts totaling at least \$2.3 million per occurrence and \$6.9 million in the aggregate with such carrier(s) as shall be accepted by the Medical Board. The Medical Board shall

have the sole authority and discretion to waive the foregoing minimum requirements with respect to an individual practitioner.

Subsection 9 - Each applicant shall, as part of his application, pledge to provide for continuous care for his or her patients.

Subsection 10 - A candidate may apply for appointment to more than one "Continuum Hospital" (the Continuum Hospitals are New York Eye and Ear Infirmary, Beth Israel Medical Center and St. Luke's-Roosevelt Hospital Center) by indicating his or her decision to do so on the application form. If the candidate applies to more than one Continuum Hospital, he or she shall designate one of the Continuum Hospitals to serve as the "Primary Hospital" solely for credentialing purposes on the application for appointment or reappointment. The candidate shall submit a single application form and a single set of the accompanying materials described in this Section 5 to the Primary Hospital. The candidate shall be required to sign a letter of authorization permitting the Primary Hospital to send copies of such materials to the other Continuum Hospitals to which the candidate is applying (the "Secondary Hospitals"). The Primary Hospital shall send copies of the application and accompanying materials to the Secondary Hospitals. The Secondary Hospitals may require the candidate to provide such further credentialing information as is required to complete the application. The same procedure shall be followed with respect to applications for reappointment to the Staff for candidates who wish to maintain appointments at more than one Continuum Hospital.

Subsection 11 - If a physician who is on staff of one Continuum Hospital (the "Primary Hospital") wishes to apply for appointment to the medical staff of another Continuum Hospital (the "New Hospital"), the candidate shall submit a new application and delineation of privilege form to the New Hospital and a letter authorizing the Primary Hospital to release copies of credentialing information to the New Hospital. The credentialing information to be released shall include copies of all credentialing information which is not time sensitive, such as documentation of education, training, board certification, ECFMG certificate (if applicable), Drug Enforcement Administration registration and infection control certificate. Other credentialing information which is time sensitive may be released only if it has been received by the Primary Hospital within the last six months, such as queries concerning clinical competency, verification of work history and hospital appointments, queries pursuant to Section 2805 of the New York Public Health Law, letters of reference, malpractice insurance claims history and health assessment. The New Hospital may require the candidate to provide copies of any other credentialing materials it needs to complete the application for appointment.

Subsection 12 - If a candidate or staff member is making an application for appointment or reappointment to the medical staff of more than one Continuum Hospital, each such Continuum Hospital shall make an independent decision concerning such appointment or reappointment and delineation of clinical privileges, according to the procedures set forth in each Continuum Hospital's bylaws. Termination or limitation of privileges or medical staff membership or other disciplinary action by one

Continuum Hospital with respect to a staff member shall not require similar action by any other Continuum Hospital, although the other Continuum Hospitals may take such disciplinary action into account in making determinations concerning appointment, reappointment or delineation of clinical privileges of such staff member.

SECTION 6 - PROCEDURES OF APPOINTMENT

Subsection 1 - The Credentials Committee shall review and evaluate all applications for Professional Staff membership and all reference and other materials submitted or obtained in connection therewith. The Credentials Committee shall circulate to the Medical Board the names of all applicants proposed for review at the next Credentials Committee meeting. The Credentials Committee shall confer with the respective Department Chairmen, Surgeon Directors and Directors.

Subsection 2 - The Credentials Committee shall submit a report of its findings to the Medical Board as soon as possible including a recommendation that the application be accepted or rejected. The Credentials Committee shall advise the Medical Board of the basis for deferral of a Credentials Committee recommendation on any application which has been presented to the Credentials Committee at two or more meetings. The Medical Board may establish a reasonable timetable for issuance of the Credentials Committee recommendation with respect to the deferred application. When appointment is recommended, the Credentials Committee shall recommend specified clinical privileges to be conferred.

Subsection 3 - The Medical Board shall consider the recommendation of the Credentials Committee, the application and all supporting documentation. When the recommendation of the Medical Board is favorable to the applicant, the President of the Hospital (the "President") shall be so notified and shall promptly forward such recommendation, together with all supporting documentation, to the Board of Directors. Individuals in administrative positions who desire Professional Staff membership or clinical privileges are subject to the same procedures as all other applicants for membership or privileges. In the event that a decision is made by the Medical Board to recommend a candidate for appointment or reappointment who has been at any time the subject of final disciplinary action of any kind for any reason by a professional licensing agency, the Medical Board shall notify the President and the Board of Directors before the candidate's application is submitted to the Board of Directors.

Subsection 4 - The Medical Board may defer issuance of its recommendation on the application or may refer the application to the Credentials Committee for additional information. The Medical Board shall advise the Board of Directors of the basis for deferral of a Medical Board recommendation on any application which has been presented to the Medical Board at two or more meetings. The Board of Directors may establish a reasonable timetable for issuance of the Medical Board recommendation with respect to the deferred application.

Subsection 5 - If the Medical Board's recommendation is adverse to the applicant, the President/CEO shall be so notified and shall notify the applicant by certified mail, return receipt requested. The applicant shall be advised of the reasons for the recommendation and of the right to request a hearing pursuant to the procedure set forth in Article VI of these Bylaws. The Medical Board and Board of Directors shall not take any action thereon until the applicant has exercised or has deemed to have waived his right to an appellate review as provided in Article VI of the Professional Staff Bylaws.

Subsection 6 - If an applicant has exercised his right to a hearing and if, after the Medical Board has considered the record, report and recommendation of the appointed hearing committee, the Medical Board's recommendation is favorable to the applicant, such application together with all supporting documentation and the recommendations of each reviewing body shall be forwarded to the Board of Directors in accordance with Subsection 3 of this Section 6. If the Medical Board's recommendation is adverse in respect to either appointment or clinical privileges, the President shall be so notified and shall promptly so notify the applicant, by certified mail, return receipt requested. The President shall also forward such recommendation and all related documentation and recommendations to the Board of Directors, but the Board of Directors shall not take any action thereon until after the applicant has exercised or has deemed to have waived his right to an appellate review as provided in Article VI of these Bylaws.

Subsection 7 - The Board of Directors or its executive committee shall consider an application at its next regular meeting after receipt of a favorable recommendation with respect thereto. If the Board of Directors' proposed decision is adverse to the applicant in respect to either appointment or clinical privileges, the President shall be so notified and shall promptly notify the applicant of such proposed adverse decision by certified mail, return receipt requested. The proposed adverse decision shall be held in abeyance until the applicant has exercised or waived his rights under Article VI of these Bylaws. The fact that the proposed adverse decision is held in abeyance shall not be deemed to confer privileges where none exist.

Subsection 8 - The Board of Directors or its duly authorized committee shall reconsider proposed decisions which were held in abeyance pursuant to Section 7 of this Section 6 at its next regular meeting after all of the applicant's rights under Article VI have been exercised or waived. The Board of Directors' decision shall be conclusive, except that the Board of Directors may defer final determination by referring the matter to another committee or board, as it deems appropriate for further reconsideration or information. Any such referral back shall state the reasons therefore, shall set a time limit in which a subsequent recommendation to the Board of Directors shall be made, and may include a directive that an additional hearing be conducted to clarify issues which are in doubt. At its next regular meeting after receipt of such subsequent recommendation and new evidence in the matter, if any, the Board of Directors shall make a decision either to accept or reject the application for Professional Staff membership and/or clinical privileges, subject to the provisions of the Professional Staff

Bylaws. All decisions to accept an application shall include a delineation of the clinical privileges which the applicant may exercise.

Subsection 9 - When the Board of Directors' decision is final, it shall send notice of such decision through the President to the Secretary of the Medical Board, to the Chair of the Medical Board, to the Chair or Director of the Department concerned, and, by certified mail, return receipt requested, to the applicant.

Subsection 10 - Recommendations for reappointment as a member of the Professional Staff shall be made at the May meeting of the Medical Board so that action may be taken by the Board of Directors at their May meeting. All recommendations for reappointment, including designation of rank, privileges and service for each physician and dentist, shall be made after receipt by the Medical Board of the recommendation of the Credentials Committee. The Credentials Committee shall consider the recommendation of the applicable Department Director/Chair and Surgeon Director, as it deems appropriate or necessary.

Subsection 11 - Race, color, religion, national origin, sex, age, disability, marital status, sexual orientation, veteran status or any other grounds which may be prohibited by federal, state or local law shall not be used in making decisions regarding the granting or denial of Professional Staff membership or clinical privileges.

SECTION 7 - TERMS OF APPOINTMENT AND REAPPOINTMENT

Subsection 1- All initial appointments shall be considered provisional for a period of 12 months except for Department Chairmen and Directors. During this time an applicant's clinical competence and ethical and moral conduct shall be observed by the Chair or Director of the applicable service, or his/her designee. The initial appointment period shall not exceed a period of two years.

Subsection 2 - All committee appointments and appointments as Department Chair lasting for more than one year shall be contingent upon biannual appointment or reappointment to the Professional Staff.

Subsection 3 - In no case shall the Board of Directors take final action on an application for appointment or reappointment or final action in terminating an appointment previously made, or reduce or increase privileges without first conferring with or receiving the recommendation of the Medical Board.

Subsection 4 - Appointment to the Professional Staff shall confer on the appointee only such privileges as may be stated in the notice of appointment and as may hereinafter be provided. The delineation of an individual's clinical privileges shall include the limitations, if any, on an individual's privileges to admit and treat patients or direct the course of treatment for the conditions for which the patients were admitted.

Subsection 5 - Subject to the provisions of subsection 1 of this Section 7 regarding provisional status, all appointments and reappointments to the Professional Staff shall be for a term not to exceed two (2) years. A method of dividing the Professional Staff into reappointment groups may be determined by the Medical Board.

Subsection 6 - The applicant for reappointment or renewal of clinical privileges is required to submit any reasonable evidence of current ability to perform privileges that may be requested.

Subsection 7 - Appraisal for reappointment to the Professional Staff or renewal or revision of clinical privileges is based on ongoing monitoring of information concerning the individual's professional performance, judgment and clinical or technical skills. The Hospital shall query the National Practitioner Data Bank and shall review all information required to be maintained about the individual pursuant to Section 2805-j of the Public Health Law at the time of reappointment. Other factors to be considered include the criteria applied to initial appointment (including ethics, physical and mental health, insurance requirements and licensure and board certification), the completion of medical records, attendance at required committee and staff meetings, completion of Continuing Medical Education requirements, and other factors reasonably deemed relevant to reappointment.

Subsection 8 - When privilege delineation is based primarily on experience, the applicant's credentials record shall reflect the specific experience and successful results that form the basis for granting of privileges. The scope of each level of privilege shall be defined and the standards to be met by the applicant shall be stated.

SECTION 8 - TEMPORARY PRIVILEGES

Subsection 1 - Temporary privileges may be utilized to fulfill an important patient care, treatment and service need of an identified patient or patients which cannot be met by practitioners currently on the professional staff.

1. The President/CEO, or in his absence, the Chair of the Medical Board, or Chief Medical Officer, has the authority to grant temporary privileges to a physician or dentist who is not a member of the Professional Staff on the recommendation of the Chair or Director of the applicable Department, when available, or the Chair of the Medical Board.
2. The individual granting the temporary privileges will give an opinion as to the competence and ethical standing of the physician or dentist who desires such privileges.
3. Temporary privileges shall not be granted unless all of the referenced persons reasonably believe that the available information supports a favorable judgment to exercise the requested privileges. Under such circumstances, prior to issuing the temporary privileges, the applicant's license, malpractice insurance and competency must undergo primary source verification by the Medical Affairs Office.

4. The individual granted the temporary privileges shall be under direct supervision of the Chair or Director of the Department concerned. Special requirements of consultation and reporting may be imposed by the Chair or Director of the Department responsible for supervision. These privileges shall not include admitting privileges and shall extend only to the patient(s) specifically identified during the time of the patient's admission to NYEE.
5. The practitioner must agree in writing to abide by the Professional Staff Bylaws and Rules and Regulations and NYEE policies and procedures in all matters relating to his activities in the hospital.

Subsection 2 - Temporary Privileges Pending Approval of Application.

Temporary privileges also may be granted by the President/CEO for new applicants qualified by these Bylaws who have submitted a completed application and meet the following criteria:

1. The President or his designee has determined and documented the validity of the applicant's medical or dental license; the satisfactory completion of all education and training programs submitted; and the current state of his malpractice coverage.
2. The Chair of the Medical Board has determined at a minimum by documented telephone conversation(s) that his professional peers find him competent to perform the specific privileges requested and capable of performing the duties of a member of the Professional Staff.
3. The Chair or Director of the Department to which he shall be assigned has provided the Chair of the Medical Board with written recommendation(s) regarding the granting of the specific privileges on a temporary basis.
4. The Chief Medical Officer or Chair of the Medical Board has submitted a written recommendation for granting temporary membership and the Department Chair or Director also has submitted a recommendation of clinical privileges to the President/CEO for his action.
5. The President in consultation with the Chair of the Medical Board has determined and documented the need for the services which the applicant shall provide.
6. There shall be documentation of the following: evaluation of National Practitioners Data Bank information; no current or previously successful challenge to licensure; no termination of medical staff membership or involuntary limitation, reduction, denial or loss of clinical privileges at another facility.
7. The term of temporary privileges in the Professional Staff shall be for a period not to exceed one hundred-twenty (120) days and shall expire at the end of that term or upon the appointment of the applicant to membership in the Professional Staff by the Board of Directors, whichever event shall first occur.

Subsection 3 - Suspension or Termination of Temporary Privileges. The President, Chair of the Medical Board, or Chair or director of the applicable Department:

1. must, on the discovery of any information or the occurrence of any event of a nature which raises a question about a practitioner's professional qualifications or ability to exercise any or all of the temporary privileges granted, and,

2. may at any other time, terminate any or all of a practitioner's temporary privileges, provided that where the life or well being of a patient is determined to be endangered, the termination may be effected by any person entitled to impose summary suspensions under these Bylaws.
 - a. In the event of any such termination, the practitioner's patients then in the hospital will be assigned to another practitioner by the Chair or Director or his designee responsible for supervision. The wishes of the patient will be considered, where feasible, in choosing a substitute practitioner.
3. A practitioner is not entitled to the procedural rights afforded by these Bylaws because his request for temporary privileges is refused in whole or in part or because all or any portion of his temporary privileges are terminated, not renewed, restricted, suspended, or limited in any way.

Subsection 4 - Disaster Privileges. When the NYEE Emergency Management Plan is activated, and the Hospital is unable to handle immediate patient needs, the Hospital will utilize the following process for any Allied Health Professional (AHP) or Licensed Independent Practitioner (LIP) who is not on the Professional Staff of NYEE and who presents themselves as a volunteer to render services:

1. The individual will be escorted by Security to the Medical Affairs Office.
2. The Chief Medical Officer or designee will determine if the services of the LIP and/or AHP are required, and make the determination to grant disaster privileges to the individual.
3. While disaster privileges are granted on a case-by-case basis, volunteers must at a minimum present a valid government-issued photo identification issued by a state or federal agency (for example, driver's license or passport) and at least one of the following:
 - a) A current picture hospital ID card that clearly identifies professional designation.
 - b) A current license to practice.
 - c) Primary source verification of the license.
 - d) Identification indicating that the individual is a member of a Disaster Medical Assistance Team (DMAT), or MRC, ESAR-VHP, or other recognized state or federal organizations or groups.
 - e) Identification indicating that the individual has been granted authority to render patient care, treatment, and services in disaster circumstances (such authority having been granted by a federal, state or municipal entity).
 - f) Identification by current hospital or Professional Staff member(s) who possess personal knowledge regarding the volunteer's ability to act as a licensed independent practitioner or allied health professional during a disaster.
4. Assignments will be made by the Physician Services Chief.
5. Temporary ID badges will be obtained through Security.
6. The Medical Affairs Office will obtain copies of whatever licenses or registrations are available.
7. The Medical Affairs Office will begin the verification process of the credentials and privileges of individuals receiving disaster privileges as soon as the immediate situation is under control. Primary source verification will be completed within 72 hours from the time the volunteer practitioner presented at the Hospital.

8. The Medical Affairs Office will maintain a list of all volunteer practitioners who received disaster privileges during the time the emergency management plan was in effect.
9. The Medical Affairs Office will notify Nursing and Pharmacy of the names of individuals who have received disaster privileges.
10. Supervision for the volunteer practitioners will be provided by the Physician Team Leader of the team the volunteer practitioner is assigned to.
11. The Chief Medical Officer or designee will make a decision (based on information obtained regarding the professional practice of the volunteer) within 72 hours related to the continuation of the disaster privileges initially granted.
12. The Chief Medical Officer or designee must inform the Chair of the Medical Board, the President/CEO and the Chair of the Credentials Committee of his actions as soon as practical.
13. All disaster privileges will immediately terminate once the emergency management plan is no longer activated. NYEE may also choose to terminate disaster privileges prior to that time. Upon termination of disaster privileges, the practitioner must return the temporary ID card to Security.

In a disaster situation, it is preferred that physicians with Professional Staff privileges at Continuum Hospitals be utilized whenever possible. Network-wide emergency credentialing policies are in place for physicians and non-network medical professionals within the Continuum Hospitals.

Subsection 5 - Emergency Privileges. In the case of an emergency, any physician or dentist member of the professional staff or physicians assistant shall be permitted and assisted to do everything possible to save the patient's life or to save the patient from serious harm, to the degree permitted by his/her license and regardless of Departmental or staff status or clinical privileges. In so acting, the practitioner is obligated to summon all available consultative aid deemed necessary. An "emergency" is defined as any condition in which serious permanent harm or aggravation of injury or disease could result to a patient or in which the life of a patient is in immediate danger and any delay in administering treatment could add to that danger.

Subsection 6 - Exemption from Medical Staff Privileges. Exempt from the requirement to obtain medical staff privileges are those practitioners from outside organ procurement organizations designated by the Secretary, U.S. Department of Health and Human Services, engaged solely at the hospital in the harvesting of tissues and/or other body parts for transplantation, therapy, research or educational purposes.

SECTION 9 - HOUSE STAFF

In the event of any inconsistency between the provisions of these Bylaws and any contract between a member of the House Staff and the Hospital, the terms of such contract shall prevail.

SECTION 10 - MEDICAL EXAMINATION

The Chair of the appropriate Department or the CMO of the Hospital may at any time require that a candidate for appointment or a Professional Staff Member permit an evaluation of his or her physical and/or mental capabilities to serve on the Staff, by a physician acceptable to the Department Chair or the Chair of the Medical Board, or submit other appropriate evidence of current health status which is acceptable to the Department Chair or Medical Director.

SECTION 11 - LEAVES OF ABSENCE

A leave of absence from the Professional Staff may be granted to persons for a specified period of time not to exceed the current term of appointment upon the recommendation of the Department Chair with the approval of the Medical Board, the President of the Hospital or designee and the Board of Directors.

ARTICLE IV

DETERMINATION OF PRIVILEGES; RANK

SECTION 1 - CLASSIFICATION OF PRIVILEGES

Subsection 1 - Delineation of medical privileges granted to the members of the Professional Staff shall be recommended to the Board of Directors by the Medical Board as provided in Articles III and VII of these Bylaws.

Subsection 2 - The Board of Directors shall either grant or reject the recommendations of the Medical Board regarding privileges. If a recommendation is rejected, it shall be done after conferring with the Medical Board.

SECTION 2 - DETERMINATION OF PRIVILEGES

Subsection 1 - Each Department shall develop criteria for clinical privileges which shall be consistent with these Bylaws and the policies of the Medical Board and the Board of Directors. Every application for membership to the Professional Staff shall be accompanied by a request for the specific clinical privileges desired by the candidate. The candidate shall have the responsibility of establishing his or her qualifications and competency for the clinical privileges requested. The Department Chair shall evaluate such requests based upon the candidate's education, training, experience, current competence, health status, and the availability of adequate facilities and supportive services. The Department Chair shall also include in his or her

evaluation a review of information collected and maintained on a continuous basis in the individual staff member's credentials file pursuant to section 2805-j of the Public Health Law, and shall recommend the specific delineation of clinical privileges for each candidate, pursuant to the procedures set forth in this Section 2. The recommendation of the Department Chair shall be submitted to the Medical Board. The Department Chair shall re-evaluate the clinical privileges of all the members of his or her Department at the time of reappointment and shall recommend any change in clinical privileges to the Credentials Committee pursuant to the procedure and criteria set forth in Article III, Section 5.

Subsection 2 - Determination of extension of privileges and promotion in rank with respect to reappointed members of the Professional Staff shall be based upon the member's training, experience, interest, and demonstrated competence as evidenced by a review of his credentials, direct observation by the Active Staff, and the other factors set forth subsection 1 of this Section.

Subsection 3 – Requests for a change in the delineation of privileges shall be made by written application to the appropriate Chair or Director, who shall then pass the request on, with his recommendation with respect thereto, to the Credentials Committee and which thereafter shall forward the request to the Medical Board for consideration.

Subsection 4 - During the appointment term, the Chief Medical Officer and/or applicable Department Chair or Director may curtail or reduce the clinical privileges of a Professional Staff Member based on the criteria set forth in the Bylaws, subject to the Professional Staff Member's right to file a grievance pursuant to Article VI. At the discretion of the Chief Medical Officer or Department Chair, such curtailment or reduction shall remain in effect until the hearing procedure has been completed, provided that in the event the Medical Board upholds the grievance ,the privileges shall be reinstated pending review by the Board of Directors

SECTION 3 – FOCUSED PROFESSIONAL PRACTICE EVALUATION

Subsection 1 – The Chairs or Directors of the Departments of the Professional Staff will evaluate the privilege-specific competence of a practitioner (“Focused Professional Practice Evaluation” or “FPPE”) for all initially requested privileges and when a question arises regarding a currently privileged practitioner’s ability to provide safe, high quality patient care.

Subsection 2 – The process for FPPE may include any or all of the following: chart reviews, monitoring of clinical practice patterns, simulations, proctoring, external peer review, and discussions with other individuals involved in the care of each patient. including consulting physicians, assistants at surgery, nursing or administrative personnel.

Subsection 3 – Each Chair or Director shall be responsible for defining a performance monitoring process which shall include the following:

- (i) Criteria for conducting performance monitoring in accordance with Subsection 1 above;
- (ii) Method for establishing a monitoring plan specific to the requested privilege;
- (iii) Method for determining the duration of performance monitoring;
- (iv) Circumstances under which monitoring by an external source is required.
- (v) The circumstances that will trigger performance monitoring.

Subsection 4 – Each Chair or Director shall establish and clearly define the measures that will be employed to resolve performance issues.

Subsection 5 – Each Chair or Director shall utilize the relevant information resulting from the FPPE process in the performance improvement activities consistent with the Hospital’s policies and procedures that are intended to preserve confidentiality and privilege of information.

SECTION 4 – ONGOING PROFESSIONAL PRACTICE EVALUATION (MAINTAINING PRIVILEGES)

Subsection 1 – Each Chair or Director shall engage in “Ongoing Professional Practice Evaluation” or “OPPE” to identify professional practice trends of members of the Professional Staff that impact on patient safety and quality of care.

Subsection 2 – In deciding whether to maintain existing privilege(s), to revise existing privilege(s), to limit or to revoke an existing privilege prior to or at the time of renewal, each practitioner’s professional practice shall be evaluated.

Subsection 3 – Such evaluation may include, but is not limited to, the following criteria, which shall be determined by the Chairs or Directors:

- (i) Review of operative and other clinical procedures performed and their outcomes;
- (ii) Pattern of blood and pharmaceutical usage;
- (iii) Requests for tests and procedures;
- (iv) Length of stay patterns;
- (v) Morbidity and mortality data;
- (vi) Practitioner’s use of consultants;
- (vii) Other relevant criteria as determined by the Professional Staff.

Information utilized in this process may be obtained from the following sources:

- (i) Periodic chart reviews;
- (ii) Direct observation;
- (iii) Monitoring of diagnostic and treatment techniques;

- (iv) Discussion with other individuals involved in the care of each patient including consulting physicians, assistants at surgery, nursing and administrative personnel;
- (v) Other relevant and pertinent sources of information as determined by the Chairs and Directors and approved by the Professional Staff.

Subsection 4 – Information gained from FPPE will be integrated into performance improvement activities. The Chair or Director will also evaluate and act upon reported concerns regarding a privileged practitioner’s clinical practice and/or competence including concerns raised by patients and/or their families. If necessary, information gained from these sources may lead to corrective action pursuant to Article V of these Bylaws, subject to a practitioner’s right to a Hearing pursuant to Article VI of these Bylaws.

SECTION 5 - RANK

Subsection 1 - Delineation of rank granted to the members of the Professional Staff shall be recommended to the Board of Directors by the Medical Board as provided in Articles III and VII of these Bylaws.

Subsection 2 – Senior Attending Surgeons and Senior Attendings shall be those physicians and dentists in active practice who:

- (i) have provided at least twenty (20) years of active service at the Hospital, who have Specialty Board Certification and who, during their tenure of duty with the Hospital, achieved a record of outstanding capability and faithfulness as determined by the Medical Board;
- (ii) are former Department Chairmen and Surgeon Directors; or
- (iii) are appointed to the rank of Senior Attending Surgeon or Senior Attending at the discretion of the Medical Board.

Subsection 3 - Attending Surgeons or Attendings must have at least fifteen (15) years affiliation with the Active Staff, Specialty Board Certification and acceptable attendance to their Hospital duties.

Subsection 4 - Associate Attending Surgeons and Associate Attendings must have at least ten (10) years of affiliation with the Active Staff, Specialty Board Certification and acceptable attendance to their hospital duties.

Subsection 5 - Adjunct Surgeons and Adjuncts must have at least five (5) years of affiliation with the Active Staff, Specialty Board Certification and acceptable attendance to their hospital duties.

Subsection 6 – Associate Adjunct Surgeons and Associate Adjuncts must have at least one (1) year of affiliation with the Active Staff, be in compliance with Specialty Board Certification requirements outlined in these Bylaws, and have acceptable attendance to their hospital duties.

Subsection 7 - Any member of the above categories who lacks the required Specialty Board Certification and Recertification required pursuant to Article III Section 4 but might otherwise be eligible for promotion may submit his/her academic and professional credentials to the Credentials Committee for consideration of a waiver of this requirement. Additionally, such member may be required to appear before the Credentials Committee for an interview. The Credentials Committee shall forward its recommendation regarding waiver of the Specialty Board Certification and Recertification for promotions to the Medical Board, which shall have the sole authority and discretion to grant a waiver.

Subsection 8 - Clinical Adjunct Surgeon and Clinical Adjunct are the only categories of fellowship that provide direct patient care at NYEEI. The Clinical Adjunct Surgeon and Clinical Adjunct will consist of those individuals accepted into an NYEEI approved clinical fellowship. This appointment would last for the duration of the fellowship unless the individual is terminated from the staff or from the fellowship by his/her preceptor. These individuals must meet the criteria for staff membership at NYEEI and maintain this for the duration of their fellowship (see Policy No. MA.006). The preceptor must notify the appropriate Department Chair and the Medical Affairs Office immediately of any change in the Fellow's position and upon completion of the fellowship. Clinical Adjunct Surgeons and Clinical Adjuncts do not have the voting privileges under these Bylaws afforded other members of the Professional Staff. Further, while Clinical Adjunct Surgeons and Clinical Adjuncts may be asked to participate on committees or other forums, they may not be considered for elected positions or be appointed to supervisory positions conducting hospital business.

ARTICLE V **CORRECTIVE ACTION**

SECTION 1 - CORRECTIVE ACTIONS

Subsection 1 -Corrective actions include but are not limited to:

- (i) A letter of admonition,
- (ii) A letter of reprimand,
- (iii) Probation with individualized requirements which do not include a limitation of privileges,
- (iv) Limitation, reduction, suspension or termination of clinical privileges, or
- (v) Suspension or termination of medical staff membership.

Corrective actions involving only i, ii or iii of the above shall be acted upon and implemented by the applicable Chair or Director. Before taking such action, the Chair or Director shall advise the Practitioner in writing of the intention to do so, state the basis for the proposed action, seek the Practitioner's views on the matter, and obtain such other information as he or she may deem appropriate. An affected practitioner who disagrees with the determination of the Chair or Director may respond in writing which

response shall be made a part of the practitioner's medical staff file. Actions taken by a Chair/Director of a Department in these categories shall be deemed final.

Corrective actions involving limitation, reduction, suspension or termination of clinical privileges, or suspension or termination of medical staff membership above, may be initiated by the Department Chair, the Medical Director, the President of the Hospital, the Chair of the Medical Board or the Board of Directors against any practitioner who:

- (i) fails to demonstrate an acceptable level of professional competence or clinical judgment in the treatment of patients,
- (ii) commits an act which constitutes professional misconduct under New York law or a breach of professional ethics,
- (iii) fails to abide by a material provision of these By-Laws or the rules and regulations of the Hospital or the Professional Staff,
- (iv) or engages in any activities which are a threat to the welfare or safety of, or a violation of a duty towards, patients, employees, students, other practitioners or the Hospital.

Such corrective actions shall entitle the practitioner to the procedures described in Article VI.

Subsection 2 - The Chair of the Medical Board shall notify the practitioner in writing by overnight delivery with signature required, of a request for corrective action involving limitation, reduction, suspension or termination of clinical privileges, or suspension or termination of medical staff membership within seven working days of the receipt thereof and shall enclose a copy of these By-Laws and of the request. The practitioner shall be advised of the reasons for the request and of the right to request a hearing pursuant to the procedure set forth in Article VI. In the event the practitioner does not request a hearing in the time and manner provided, the request for corrective action shall be submitted by the Chair of the Medical Board to the Medical Board for information and/or action as appropriate and then to the Board of Directors, and no further appeals shall be permitted.

Subsection 3 - The Chair of the Medical Board shall notify the President of the Hospital in writing of all requests for corrective action and shall keep the President fully informed of all actions taken in connection therewith.

SECTION 2- SUMMARY SUSPENSION

Subsection 1 - The Chair of the Medical Board, the President or CMO of the Hospital, or the Chair or Director of any Department may summarily suspend the admitting and/or clinical privileges of any practitioner (a) where the failure to take such

an action may result in an imminent danger to the health of any individual, or (b) for a period of up to fourteen days during which an investigation is being conducted to determine the need for disciplinary action, such suspension to become effective immediately upon imposition.

Subsection 2 - The person imposing the summary suspension shall notify the practitioner in writing by overnight delivery, signature required, of the summary suspension and shall provide the practitioner with a copy of these By-laws. The practitioner shall be advised of the reasons for the summary suspension and, for summary suspensions imposed where the failure to take such an action may result in an imminent danger to the health of any individual, of the right to request a hearing pursuant to the procedures set forth in Article VI. A copy of the notice shall also be sent to the persons listed in section Article V, Section 2, Subsection I. Except as otherwise provided in Article VI, such summary suspension shall remain in effect pending final action by the Board of Directors. Summary suspensions imposed for a period of up to fourteen days during which an investigation is being conducted are not subject to hearing rights, unless they result in disciplinary action.

SECTION 3 - ACTION BY PROFESSIONAL LICENSING AGENCIES OR OTHER HOSPITALS

If a practitioner is subject to action by a governmental professional licensing agency ("Licensing Agency") which imposes a penalty, stays a penalty, and/or imposes probation ("Licensing Sanction"), then notwithstanding any action by the practitioner with respect to any appeals of such Licensing Sanction, and notwithstanding any other provision of these By-Laws, the following shall occur:

Subsection 1 - Within three business days of being notified that he or she is or will be subject to such Licensing Sanction, the practitioner shall notify in writing the Chair of the practitioner's Department, the President of the Hospital or the Chair of the Medical Board (each, a "Hospital Official") and provide such Hospital Official with a copy of the notice from the Licensing Agency imposing the Sanction. The burden shall be on the practitioner to establish that timely notice was given.

Subsection 2 - Upon receiving such notice from the Practitioner, or upon otherwise being notified that the practitioner is or will be subject to such Licensing Sanction, the Chair of the Medical Board shall promptly appoint a special committee (the "Committee") consisting of three members of the Medical Board, at least one of whom shall be a Department Chair. The Committee shall be charged with recommending to the Board of Directors whether the practitioner's membership on the Professional Staff should be terminated or other corrective action should be taken. The Chair of the Medical Board shall notify the practitioner of the appointment of the Committee and the members thereof.

Subsection 3 - If the practitioner wishes to appear before the Committee, he or she shall, within five business days of receipt of written notice of the Committee's appointment, deliver to the Chair of the Medical Board a written request to appear. Failure to serve such notice will waive the practitioner's right to appear before the Committee. In the event that the practitioner appears before the Committee, the Committee shall function as the Hearing Committee and follow the procedures set forth in Article VI of these Bylaws, except as follows: with respect to a Licensing Sanction, all factual findings by, and all admissions made by the practitioner to, the Licensing Agency shall be deemed binding and conclusive, and the Committee shall not take new or additional evidence on such matters.

Subsection 4 - No later than ten (10) days after receiving notice of the appointment of such Committee, the practitioner shall provide the Chair of the Committee and the Chair of the practitioner's Department with copies of all documents provided by the Licensing Agency to the practitioner and by the practitioner to the Licensing Agency, including specifically those documents concerning the Licensing Agency's investigation, findings or action regarding the Licensing Sanction. These documents shall be accompanied by the practitioner's waiver of any confidentiality provisions concerning such documents and information provided. At the practitioner's option, these documents may be accompanied by a written statement to the Committee. Unless extraordinary circumstances are shown, failure to provide the notice or the documents required hereunder during the specified time limits may result in disciplinary action including termination from the Medical Staff, subject to the notice and hearing rights set forth in these By-Laws.

Subsection 5 - Within fourteen (14) days of receipt of the documents required by Subsection 4 to be produced by the Practitioner, the Chair of the practitioner's Department shall submit in writing to the Committee and to the practitioner a statement setting forth the position of the Chair with respect to any corrective action to be taken as a result of the Licensing Action against the practitioner. If the practitioner has requested a hearing pursuant to Section Three, Subsection 3 above, then at the request of the Committee, the practitioner or the Chair, the Chair shall appear as a witness at the hearing to testify or submit evidence with respect to this recommendation.

Subsection 6 - In the event that the practitioner does not appear before the Committee, the Committee shall base its recommendation on the documents submitted pursuant to Section 3, Subsections 4 and 5, above, the practitioner's credentials file, and such other information as the Committee deems relevant. The recommendation of the Committee shall be subject to review by the full Medical Board and the Board of Directors, as described in Article 5, Section 3, Subsection 7 and 8 below.

Subsection 7 - Upon reaching a decision as to its recommendation, the Committee shall communicate its recommendation, in writing with proof of delivery, to the practitioner, the Hospital Officials, and the Chair of the Medical Board. The Medical Board shall conduct a review of the Committee recommendation as set forth in Article VI, Section 6 of these Bylaws.

Subsection 8 - The final decision as to corrective action shall be made by the Board of Directors following consideration of the recommendation of the Committee and the report of the full Medical Board, with such consideration to occur whether or not the practitioner or a Hospital Official has appealed recommendation of the full Medical Board. The Board of Directors may accept, reject, or modify the recommendation of the Medical Board, and its decision shall be final.

Subsection 9 - If the activity or professional conduct of the practitioner which has resulted in the Licensing Sanction has previously been subjected to Corrective Action (Article V) and/or the Hearing and Appeals Procedure (Article VI) by the Hospital, the Committee shall not be appointed. Instead, the findings and actions taken as a result of the previous proceeding, along with copies of all documents described in Subsection 4 above, shall be forwarded to the Board of Trustees for decision.

Subsection 10 - This subsection shall apply only if a hospital or similar facility other than the Hospital ("Sanctioning Hospital") has reduced, suspended, or terminated the practitioner's privileges ("Hospital Sanction"), for reasons other than a temporary suspension for failure to complete medical records or a suspension pending investigation which does not result in disciplinary action, and has provided the practitioner with due process protections that are substantially similar or equivalent to those provided by these Bylaws, including at least the following elements:

- notice to the practitioner of the reason for the action;
- a right to a hearing before a panel which includes other members of the Sanctioning Hospital's medical staff but excludes any physician who is in economic competition with the practitioner;
- the right to be present and represented by an attorney at the hearing;
- the right to present evidence at the hearing;
- and the right to an appeal or review of the determination of the hearing panel or other review board by another body at the Sanctioning Hospital.

If these conditions are met, all the procedures set forth in Article V, Section 3 shall apply to Hospital Sanctions, except that instead of the documents described in Section 3, Subsection 4, the practitioner shall provide the Hospital with copies of all documents provided by the Sanctioning Hospital to the practitioner and by the practitioner to the Sanctioning Hospital, including specifically those documents concerning the investigation, findings or action regarding the Hospital Sanction.

SECTION 4 - AUTOMATIC SUSPENSION OR TERMINATION

Subsection 1 - A suspension of admitting and/or clinical, operating room, admitting and booking privileges will be initiated by the President of the Hospital or designee if a practitioner fails to dictate operative reports within twenty-four hours from the time of surgery or otherwise complete medical records on a timely basis as specified by the Medical Board from time to time. Such suspension shall remain in effect until the

records are completed. Suspension pursuant to this Section shall be in addition to, not in lieu of, any corrective action pursuant to Article 5, Section 1.

Subsection 2 - A practitioner whose license to practice medicine has been revoked shall be terminated automatically from the Medical Staff. If the revocation has been stayed pending appeal, the procedure set forth in Article 5, Section 3 for practitioners subject to Licensing Sanctions shall be followed.

Subsection 3 - A temporary suspension of admitting and/or clinical privileges shall be imposed by the President of the Hospital or designee in the event the practitioner has failed to maintain malpractice insurance in accordance with the requirements established by the Board of Directors, and such suspension shall remain in effect until appropriate insurance is obtained. Temporary suspension under this section shall be in addition to, not in lieu of, any corrective action pursuant to Article 5, Section 1.

Subsection 4 - The President of the Hospital or his designee shall notify the practitioner in writing by hand delivery or certified mail, return receipt requested, of any suspension or termination pursuant to this Article 5, Section 4.

SECTION 5 - IMPAIRED PRACTITIONERS

Practitioners, including house staff, who are impaired by use of drugs, alcohol, or physical or mental disability, are subject to the Hospital's Physician Impairment Program (Administrative Policy, GEN 36.0)

ARTICLE VI

HEARING AND APPEALS PROCEDURE

SECTION 1 - RIGHT TO HEARING

Any practitioner who has received notice of a non-reappointment, curtailment or denial of request for increase of privileges, or corrective action as defined by Article 5, Section 1, subsection 1(iv) or (v), or other corrective action affecting or limiting the member's privileges, or who has been the subject of summary suspension under Article 5, Section 2, Subsection 1 (a), and any candidate for membership whose application has been denied, is entitled to a hearing pursuant to the procedure set forth in this Article VI.

SECTION 2 - REQUEST FOR HEARING

A request for a hearing shall be sent in writing to the Chair of the Medical Board and the President of the Hospital by hand delivery or certified mail, return receipt requested,

within thirty 30 days of the receipt by the practitioner of notice of the adverse action or recommendation. The failure of the practitioner to request a hearing within thirty (30) days after receipt of the written notice of corrective action shall be deemed a waiver of his right to such hearing and to any appellate review of such action.

SECTION 3 - HEARING COMMITTEE

Subsection 1 - Within fourteen days of receipt of a request for a hearing, the Chair of the Medical Board shall appoint a Hearing Committee.

Subsection 2 - The Hearing Committee shall consist of three practitioners and include at least one Chair or Director of a Department. One of the members of the Committee shall be designated by the Chair of the Medical Board to serve as Chair. Legal counsel for the Hospital shall attend all meetings and deliberations of the Hearing Committee in order to advise the Hearing Committee as to its legal responsibilities.

Subsection 3 - No practitioner who has actively participated in the initiation of the action or who is in direct economic competition with the practitioner shall be appointed a member of the Hearing Committee. Attendance at a meeting of the Medical Board or the Board of Directors or a committee thereof at which the recommendation, act, or related facts were discussed or acted upon shall not of itself disqualify a practitioner from appointment to the Hearing Committee.

Subsection 4 - In order to assist the Hearing Committee in performing its responsibilities, the Chair of the Medical Board or the Chair of the Hearing Committee may, following consultation with the President of the Hospital, appoint a professionally trained arbitrator, mediator or former judge to serve as the Hearing Officer for the hearing. The Hearing officer shall oversee the scheduling of the hearing and the production of documents, preside at the hearing, and resolve evidentiary and procedural disputes. Pre-hearing evidentiary and procedural issues raised by the parties shall be decided by the Hearing Officer, in consultation with the Chair. The Hearing Officer shall not participate in the factual findings, recommendations or deliberations of the Hearing Committee.

Subsection 5 - Strict confidentiality shall be maintained by all participants throughout the hearing process, including any reviews or appeals of decisions by the Hearing Committee, except as may be required by law. This shall not prevent disclosure to members of Hospital administration, counsel to the parties, or others who have a legitimate reason to know.

SECTION 4 – SCHEDULING OF HEARING

The Chair of the Medical Board shall schedule the hearing and shall notify the practitioner by hand delivery or certified mail, return receipt requested, of the time, place

and date of the hearing and the names of the members of the Hearing Committee. The practitioner shall not be entitled to pre-hearing discovery. The practitioner may challenge for cause the appointment of any practitioner who in the practitioner's view is unable to render an impartial decision by written notice to the Chair of the Medical Board no less than fourteen days prior to the hearing. The decision of the Chair of the Medical Board regarding any such challenge shall be final. The date of the hearing shall be no more than forty-five (45) days from the date of receipt of the request for a hearing; provided, however, that if the practitioner has been summarily suspended, the hearing shall be held as soon as possible. If the hearing cannot be completed within one session, each subsequent session shall be scheduled at the reasonable convenience of the Hearing Committee and of the parties. Postponement of the hearing beyond the hearing date shall be granted only with the approval of the Chair of the Hearing Committee in his or her sole discretion and upon good cause shown. The Hearing Committee may, without special notice, recess the hearing and reconvene the same for the convenience of the participants or for the purpose of obtaining new or additional evidence or consultation.

SECTION 5 - THE HEARING

Subsection 1 - The practitioner with respect to whom the Hearing Committee has been convened shall be required to attend such meeting. A practitioner who fails without good cause to appear and proceed at such hearing shall be deemed to have waived his rights to such hearing or appellate review and to have accepted the adverse recommendation or decision involved.

Subsection 2 - The Department Chair/Director (or such individual who requested the corrective action) shall have the initial obligation to present evidence in support of the request. Thereafter, however, the practitioner shall have the burden of establishing by clear and convincing evidence that the proposed disciplinary action lacks any factual basis, or is arbitrary, capricious, or not in compliance with applicable law. The rules of evidence shall not apply.

Subsection 3 - Both the practitioner and the Department Chair/Director or other party to the hearing shall have the following rights: to call and examine witnesses; to introduce written evidence; to cross-examine any witness on any matter relevant to the issue of the hearing; to challenge any witness; and to rebut any evidence. If the practitioner does not testify on his own behalf, he or she may be called and examined as if under cross-examination.

Subsection 4 - The practitioner may elect to be represented at the hearing by an attorney or other person of his or her choice, but the Hearing Committee, or the Hearing Officer, where one has been appointed, shall have the discretion to set reasonable limits on the direct participation of attorneys or representatives of the practitioner and the Department in the hearing. A majority of the Hearing Committee shall constitute a

quorum. No member of the Hearing Committee may vote by proxy. The Chair, or the Hearing Officer where one has been appointed, shall make such additional rules as it or he or she deems necessary to assure fair and expeditious handling of the matter, including the manner by which witnesses are to be examined, evidence produced, admissibility of evidence and reasonable time limits. A transcript of the hearing shall be made and a copy thereof shall be provided at no cost to the practitioner, except where the hearing is being held in connection with appointment or reappointment to the Professional Staff, in which case the costs of preparing the transcript shall be shared equally between the Hospital and the affected practitioner.

Subsection 5 - Upon completion of the hearing, the evidence presented shall be considered by the Hearing Committee in closed session. The Committee shall be entitled to consider the practitioner's entire credentials file in its deliberations. No more than ten business days from the conclusion of the hearing, the Hearing Committee shall make a written report of its findings and recommendation, together with the reasons therefore, and shall forward it to the Medical Board and to the practitioner. If the decision of the Hearing Committee is not unanimous, a written minority recommendation, together with the reasons therefore, shall be submitted to the Medical Board. The report may recommend confirmation, modification or rejection of the original adverse recommendation.

Subsection 6 - Prior to or during the hearing, the practitioner for whom the hearing is being held shall be entitled to submit memoranda concerning an issue of procedure or of fact and such memoranda shall become a part of the hearing record.

SECTION 6 - MEDICAL BOARD REVIEW

Subsection 1 - The report of the Hearing Committee shall be reviewed and acted upon by the Medical Board at its next regular meeting, or a special meeting called for such purpose, no more than eight weeks after it has been received. If a practitioner has been summarily suspended, review and action by the Medical Board shall occur as soon as feasible after receipt of the Hearing Committee report. The Medical Board may accept, reject or otherwise modify the recommendations of the Hearing Committee. The report of the Hearing Committee, the transcript of the hearing and the written submissions of the parties, together with all exhibits and related documentation, shall be available for review by any member of the Medical Board in the Medical Board offices, and no member of the Medical Board shall be entitled to vote who has not reviewed such material. Members of the Medical Board who actively participated in the initiation of the adverse recommendation or action or who are in direct economic competition with the practitioner shall not vote. In the event the Medical Board is unable to reach a decision, the recommendation of the Hearing Committee shall be deemed accepted.

Subsection 2 - The practitioner shall be notified by hand delivery or certified mail, return receipt requested, of the decision of the Medical Board and the reasons therefore within three days of adjournment of the meeting at which the matter was

considered and informed of his or her right to have the matter presented to the Board of Directors for final review. In the event there is no request for appellate review, the decision of the Medical Board shall be forwarded to the Board of Directors for final action and no further appeal shall be permitted.

SECTION 7 - REVIEW BY THE BOARD OF DIRECTORS

Subsection 1 - Appellate review of the Medical Board's decision may be requested by the practitioner, the individual who initiated the recommendation for corrective action, the President of the Hospital or the Department Chair. A request for appellate review shall be sent by hand delivery or certified mail, return receipt requested, addressed to the Chair of the Board of Directors, no later than fourteen days after receipt of notice of the decision of the Medical Board. The recommendation of the Medical Board, together with the report and record of the Hearing Committee, shall be forwarded by the Chair of the Medical Board to the Chair of the Board of Directors.

Subsection 2 - Within seven days of receipt of a request for review by the Board of Directors, the Chair of the Board shall appoint an Appellate Review Committee consisting of three members of the Board of Directors, one of whom shall be designated as Chair. The Appellate Review Committee shall invite legal counsel for the Hospital to attend its meetings in order to advise the Appellate Review Committee as to its legal responsibilities. The President of the Hospital shall also be invited to attend.

Subsection 3 - The party requesting the appeal shall submit a written statement to the Appellate Review Committee specifying the basis for his or her disagreement with the decision of the Medical Board and shall be entitled to meet with the Appellate Review Committee to make an oral statement or to have an attorney do so on his or her behalf. The opposing party shall have the right, but shall not be obligated, to submit a statement in response to that submitted by the party taking the appeal. In the event the party taking the appeal elects to meet with the Appellate Review Committee, the opposing party shall also attend such meeting and may be accompanied by legal counsel, and the Appellate Review Committee shall invite the Chair of the Medical Board and/or the Chair of the Hearing Committee to speak in support of the decision of the Medical Board. The Appellate Review Committee may at its discretion limit the appeal to the record of the proceedings before the Medical Board or may conduct a new fact finding hearing as the Appellate Review Committee may deem necessary and appropriate. The Appellate Review Committee shall make such additional rules as it deems necessary to assure fair and expeditious handling of the matter.

Subsection 4 - The deliberations of the Appellate Review Committee shall be concluded as soon as possible and in no event later than thirty days from the date of the appointment of the Appellate Review Committee, except when the practitioner is under suspension, in which case the deliberations shall be concluded as soon as feasible. A report summarizing the conclusions and recommendations of the Appellate Review Committee shall be presented to the Board of Directors (or, in months during

which the Board does not meet, the Executive Committee) at its first regularly scheduled meeting following the date of the conclusion of the Appellate Review Committee's deliberations. The Board of Directors may accept, reject, or otherwise modify the recommendations of the Appellate Review Committee or may take such other action as it deems appropriate including referring the matter back to the Medical Board for further review and recommendation within ten (10) days. Such a referral may include a request that the Medical Board arrange for a further hearing to resolve specified issues. The action of the Board of Directors on the recommendation shall be final and shall be transmitted to the practitioner by, hand delivery or certified mail, return receipt requested, within three days of the meeting at which the matter was considered. The action of the Board of Directors shall be read to the Medical Board for information at its next regularly scheduled meeting.

Subsection 5 - When the recommendation of the Appellate Review Committee is to restore privileges which have been summarily suspended, this recommendation shall be communicated immediately by the Chair of the Appellate Review Committee to the President of the Hospital, who shall implement the recommendation on an interim basis pending final action by the Board of Directors.

SECTION 8 - INTERPRETATION OF RULES

The procedures set forth in this Article VI are intended to establish fair and reasonable guidelines to be followed by the Medical Board and the Board of Directors and their respective committees. Breach of such rules shall be grounds for a new proceeding only if the breach is of such material nature that the validity of the result is prejudiced.

SECTION 9 - CONSULTATION BY BOARD OF DIRECTORS WITH MEDICAL BOARD

Whenever the final action by the Board of Directors regarding a practitioner is inconsistent with the recommendation of the Medical Board, the Chair of the Board of Directors shall consult with the Chair of the Medical Board prior to implementing such action.

ARTICLE VII

CATEGORIES OF THE PROFESSIONAL STAFF

SECTION 1 - THE PROFESSIONAL STAFF

Subsection 1 - The Professional Staff shall be divided into Honorary, Consulting, Active, Courtesy, and Affiliate Staffs.

Subsection 2 - The Active Staff shall be subdivided into categories according to seniority and participation in the professional activities of the Hospital. Titles or designations given individuals shall be consistent with these categories.

SECTION 2 - THE HONORARY STAFF

Subsection 1 - The Honorary Staff shall consist of physicians and dentists who are no longer in active practice and: (i) have provided at least twenty years of active service at the Hospital and who, during their tenure of duty with the Hospital, achieved a record of outstanding capability and faithfulness as determined by the Medical Board, (ii) are former Department Chairmen and Surgeon Directors who are not members of the Active Staff; or (iii) receive an appointment to the Honorary Staff at the discretion of the Medical Board. All appointments to the Honorary Staff shall be subject to approval by the Board of Directors. Members of the Honorary Staff may not admit private patients to the Hospital and shall not be entitled to exercise clinical privileges.

Subsection 2 - Members of the Honorary Staff shall not be eligible to vote, serve on committees or hold office, and shall have no assigned duties. Members of the Honorary Staff shall be entitled to attend Professional Staff meetings as well as meetings of Departments and sections in which they held Active Staff membership.

SECTION 3 - THE CONSULTING STAFF

Subsection 1 - The Consulting Staff shall consist of physicians and dentists of recognized professional ability who have signified willingness to accept such appointment.

Subsection 2 - The duties of the members of the Consulting Staff shall be to provide their services upon request of any member of the Active Staff.

Subsection 3 - Members of the Consulting Staff shall be appointed in the same manner as other members of the Professional Staff and shall be governed by the same Bylaws, Rules and Reaulations.

Subsection 4 - Members of the Consulting Staff shall have privileges within their specialties, except where the rules of the Hospital require the opinion of another consultant. In cases outside their specialties, they shall have only such privileges as may be granted by the Board of Directors. Consulting Staff shall not be permitted to admit patients to the Hospital.

Subsection 5 - Physicians who are not members of the Consulting Staff may be called in consultation provided that such physicians are granted applicable temporary privileges under Article III, Section 8 hereunder.

Subsection 6 - Members of the Consulting Staff may attend various Departmental conferences and meetings of the Professional Staff but shall not be entitled to vote or hold office unless they are also members of the Active Staff. Members of the Consulting Staff may serve on standing or special committees when requested to do so by the Medical Board.

SECTION 4 - THE ACTIVE STAFF

Subsection 1 - The Chairs of the Departments of Ophthalmology and Otolaryngology at the medical school affiliated with the Hospital, if any, and the Chair of the Department of Plastic and Reconstructive Surgery shall be members of the Active Staff.

Subsection 2 - In accordance with the classifications in Article IV, Section 5, the following members of the Departments of Ophthalmology, Otolaryngology and Plastic and Reconstructive Surgery shall be members of the Active Staff:

- Surgeon Director
- Senior Attending Surgeon
- Attending Surgeon
- Associate Attending Surgeon
- Adjunct Surgeon
- Associate Adjunct Surgeon

Subsection 3 - In accordance with the classifications in Article IV, Section 5 for surgeons, members of the Professional Staff who are not members of the Departments of Ophthalmology, Otolaryngology or Plastic and Reconstructive Surgery shall be members of the Active Staff and shall have appropriate designations, according to speciality in the following categories:

- Director
- Senior Attending
- Attending
- Associate Attending
- Adjunct
- Associate Adjunct

Subsection 4 - Except for physicians and dentists achieving the rank of Senior Attending Surgeon and Senior Attending, all physicians and dentists of the Active Staff shall attend service patients in the Hospital, as well as the clinic patients who are assigned to them. Active staff physicians and dentists shall have such privileges as may have been conferred on them within the specialty to which they are appointed including admitting privileges.

Subsection 5 - Only members of the Active Staff shall be eligible to vote, serve on committees, and hold office.

Subsection 6 - Insofar as possible, vacancies shall be filled by promotion of members of the Active Staff holding junior positions. Promotions shall be made by the Board of Directors upon recommendation of the Medical Board.

Subsection 7 - All members of the Active Staff shall be required to attend Professional Staff meetings as provided in Article XII of these Bylaws.

Subsection 8 - Professional Staff dues may be required to be assessed on members of the Active Staff at such times and in such amounts determined from time to time by the Medical Board.

SECTION 5 - THE COURTESY STAFF

Subsection 1 - The Courtesy Staff shall consist of those members of the medical and dental profession, eligible as hereinabove provided for Professional Staff membership, who shall be privileged to admit private patients to the Hospital in such limited numbers and upon such further conditions as are established by the Medical Board from time to time. Appointments shall be made by the Board of Directors upon recommendation of the Medical Board.

Subsection 2 - Members of the Courtesy Staff shall be appointed with admitting privileges in the same manner as other members of the Professional Staff and shall be governed by the same Bylaws, Rules and Regulations.

Subsection 3 - Admitting privileges granted to members of the Courtesy Staff shall be determined and shall be subject to modification or termination at any time by the Medical Board.

SECTION 6 - THE AFFILIATE STAFF

Subsection 1 - The Affiliate Staff shall consist of physicians and dentists with staff membership only.

Subsection 2 - Members of the Affiliate Staff shall not be eligible to vote, write orders, do procedures, nor shall they have admitting privileges.

Subsection 3 - The privileges of the members of the Affiliate Staff shall be to visit their referred patients and review charts.

ARTICLE VIII

DEPARTMENTS

SECTION 1 - DEPARTMENTS, SECTIONS AND CONSULTING SERVICES

Subsection 1 - The Departments of the Professional Staff shall include the Departments of Ophthalmology, Otolaryngology, Anesthesiology, Medicine, Radiology, Pathology and Plastic and Reconstructive Surgery. The Chairs of the Departments of Ophthalmology and Otolaryngology at the medical school affiliated with the Hospital, if any, shall be the Chairs of those respective Departments of the Professional Staff. Such Chairmen shall be responsible to the Medical Board and the Board of Directors. The Chair of the Plastic and Reconstructive Surgery Department shall be responsible to the Medical Board and Board of Directors. The Departments of Anesthesiology, Radiology, Pathology and Medicine shall each be headed by a Director who shall be responsible to the Medical Board and the Board of Directors. All of the Chairs and Directors of the Departments of the Professional Staff shall have Specialty Board Certification.

Subsection 2 - The Professional Staff is affiliated with a medical school. The principles of this affiliation are set forth in a separate affiliation agreement executed by the Hospital and such medical school as well as these Bylaws.

Subsection 3 - The Departments of Ophthalmology and Otolaryngology may have special sections as determined by the respective Department Executive Committees.

Subsection 4 - Each Chair and each Director of the Departments of the Professional Staff shall be a member of the Active Staff, and shall be appointed by the Board of Directors. The Chair and each Director of the Departments of Professional Staff shall serve at the pleasure of the Board of Directors subject to the foregoing as well as the terms and provisions of the contract between the Hospital and its affiliated medical school, if any, and the terms, if any contract between the Chair or Director and the Hospital.

Subsection 5 - The exercise of clinical privileges within any Department is subject to the policies and procedures of that Department and to the authority of that Department's Chair or Director.

SECTION 2 - FUNCTIONS OF THE CHAIRS OF THE DEPARTMENTS OF OPHTHALMOLOGY AND OTOLARYNGOLOGY

Subsection 1 - The Chairs of the Departments of Ophthalmology and Otolaryngology shall, subject to the policies established by the Medical Board:

- The Chair shall interview all prospective applicants.
- Recommend space and other resources needed by the department or service.
- Be responsible for administration and management of the activities of their respective Departments including patient care, teaching, education and research.
- Be members of the Medical Board and all medical committees, giving guidance to the overall medical policies of the Hospital, and making specific recommendations and suggestion regarding their Departments and the integration of their Departments into the primary functions of the Hospital, in order to assure quality medical care.
- Maintain continuing surveillance of all professional performance of all practitioners with clinical privileges in their Departments, work in conjunction with their Department Executive Committees, and report regularly to the Medical Board.
- Serve as Chairs of their respective Department Executive Committees.
- Be responsible for the application and enforcement of the Hospital Bylaws and the Bylaws, rules and regulations of the Professional Staff with special attention to those Bylaws, rules and regulations governing their respective Departments.
- Be responsible for implementation within their Departments of actions taken by the Medical Board.
- Transmit to the Medical Board recommendations concerning staff classification, appointments, reappointments, criteria for privileges and delineation of privileges for all practitioners in their Departments and applicants for Professional Staff membership with clinical privileges in their respective Departments.
- Coordinate with the Department Executive Committees, subject to approval by the Medical Board, all major decisions affecting the clinical care of patients in their respective Departments.
- Participate in every phase of administration of their respective Departments including, but not limited to, scheduling and presiding over meetings of their respective Departments and ensuring maintenance of appropriate quality medical records in the Department.

- Assist in the preparation of such annual reports, including budgetary planning pertaining to their Departments, as may be required by the Medical Board, Administration and the Board of Directors including, but not limited to, facilities, equipment, procedures, personnel and other matters affecting patient care within their respective Departments.
- Be responsible for the planning and conducting of staff conferences, medical rounds and Departmental administrative meetings and the direction and planning of residency and fellowship programs conducted with their respective Departments.
- Disposition of matters referred to them by committees of the Medical Board for action or review.
- Assess and recommend to the President or his/her designee, off-site sources for needed patient care services not provided by the Department or Hospital.
- Assist in the coordination and integration of interdepartmental and intradepartmental services.
- Assist in the determination of the qualifications and competence of Department personnel who are not licensed independent professionals and who provide patient care, treatment and services in the Department.
- Assist in oversight of orientation and continuing education of persons in the Department.
- Recommend a sufficient number of qualified and competent staff to provide care and treatment.
- Provide continuous assessment and improvement of the quality of care, treatment and service and maintain departmental quality control programs.
- Perform such other responsibilities and duties as may be assigned to them by the Board of Directors from time to time.

SECTION 3 - FUNCTIONS OF THE DIRECTORS OF THE DEPARTMENTS OF ANESTHESIOLOGY, RADIOLOGY, MEDICINE AND PATHOLOGY AND THE CHAIR OF THE DEPARTMENT OF PLASTIC AND RECONSTRUCTIVE SURGERY

Subsection 1 - The Directors of the Departments of Anesthesiology, Radiology, Medicine and Pathology and the Chair of the Department of Plastic and Reconstructive Surgery shall:

- The Chair shall interview all prospective applicants.

- Recommend space and other resources needed by the department or service.
- Be responsible for all professional and administrative activities within their Departments.
- Be members of the Medical Board and, when requested, all medical committees, giving guidance to the overall medical policies of the Hospital, and making specific recommendations and suggestions regarding their Departments and the integration of their Departments into the primary functions of the Hospital, in order to assure quality medical care.
- Maintain continuing surveillance of all professional performance of all practitioners with clinical privileges in their Departments and report regularly to the Medical Board.
- Be responsible for the application and enforcement of the Hospital Bylaws and these Bylaws, and promulgate rules and regulations to govern their respective Departments.
- Be responsible for implementation within their Departments of actions taken by the Medical Board.
- Transmit to the Medical Board recommendations concerning staff classification, appointments, reappointments, criteria for privileges and delineation of privileges for all practitioners in their Departments as well as applicants for Professional Staff membership seeking clinical privileges in their Departments.
- Be responsible for the teaching, education and research programs in their respective Departments.
- Participate in every phase of administration of their respective Departments.
- Ensure maintenance of appropriate quality medical records in their respective Departments.
- Assist in the preparation of such annual reports, including budgetary planning pertaining to their Departments, as may be required by the Medical Board, Administration and the Board of Directors including, but not limited to, facilities, equipment, procedures, personnel and other matters affecting patient care within their respective Departments.
- Be responsible for the planning and conducting of staff conferences, medical rounds and Departmental administrative meetings and the direction and

planning of residency and fellowship programs conducted with their respective Departments.

- Assess and recommend to the President or his/her designee, off-site sources for needed patient care services not provided by the Department or Hospital.
- Assist in the coordination and integration of interdepartmental and intradepartmental services.
- Assist in the determination of the qualifications and competence of Department personnel who are not licensed independent professionals and who provide patient care, treatment and services in the Department.
- Assist in oversight of orientation and continuing education of persons in the Department.
- Recommend a sufficient number of qualified and competent staff to provide care and treatment.
- Provide continuous assessment and improvement of the quality of care, treatment and service and maintain departmental quality control programs.
- Perform such other responsibilities and duties as may be assigned to them by the Board of Directors from time to time.

SECTION 4 - MANAGEMENT OF THE DEPARTMENTS OF OPHTHALMOLOGY AND OTOLARYNGOLOGY

Subsection 1 - The Departments of Ophthalmology and Otolaryngology shall be managed by the Chairs of the respective Departments in conjunction with the respective Department Executive Committees. The members of each Department Executive Committee shall include the Chair, the six Surgeon Directors, the Directors of Service, and the four Representatives-at-Large of such Department, and the CMO of the Hospital. Additional representation on the Department Executive Committee shall be determined at the discretion of the Department Chair.

Subsection 2 - Each Department Executive Committee shall meet at least quarterly to discuss patient care and clinic organization and determine Department activities, budgets and planning. The Committee shall be responsible for evaluating Department functions, activities and responsibilities as mandated by the Board of Directors, the Medical Board and these Bylaws. The Chair will report to the Medical Board and the Board of Directors the recommendations and conclusions of the Department Executive Committee.

SECTION 5 -SURGEON-DIRECTORS

Subsection 1 - There shall be six (6) Surgeon Directors in each of the Departments of Ophthalmology and Otolaryngology and one (1) Surgeon Director in the Department of Plastic and Reconstructive Surgery who shall be members of the Medical Board.

Subsection 2 - Surgeon Directors shall be responsible for developing and implementing Department policies for the teaching program, in-patient and out-patient services, and shall participate in the selection of residents, under the supervision of the Department Chairs.

Subsection 3 - Each Surgeon Director shall serve for a term of five (5) years, except that no Surgeon Director shall serve beyond December 31 in the year in which he or she attains the age of 70.

Subsection 4 - Surgeon Directors of the Infirmary when reaching retirement age may be elected Advisory Surgeon Directors by the Board of Directors. Advisory Surgeon Directors shall act in a consultant capacity to their respective Departments. They shall maintain their respective seats on the Medical Board with all their former rights and prerogatives except the right to vote.

Subsection 5 - A Surgeon Director's term of Office shall automatically terminate after five years, except that this requirement may be phased in as provided in this Subsection 5. The Surgeon Directors in the Departments of Ophthalmology and Otolaryngology shall be divided into classes so that the term of membership of approximately one third of the Surgeon Directors in these Departments expires at the same time. Election years for the expired terms of Surgeon Directors in the Departments of Ophthalmology and Otolaryngology shall alternate when possible. A Surgeon Director whose term has expired may be re-elected to subsequent or consecutive terms following the procedures set forth in this Section 5.

Subsection 6 - Whenever the term of a Surgeon Director expires or a vacancy in the office of Surgeon Director otherwise occurs, a Search Committee, appointed in accordance with Subsection 7 of this Section 5, or any member of the Medical Board, may nominate candidates to fill such vacancy. The entire membership of the Medical Board shall be entitled to vote for the candidates so nominated.

Subsection 7 - A Search Committee for the nomination of Surgeon Directors in each of the Departments of Ophthalmology and Otolaryngology shall be appointed by the Chair of the Medical Board. The Search Committee shall be composed of the following seven (7) members:

- The Chair of the Department in which the Surgeon Directors to be nominated is to serve.

- Two (2) Surgeon Directors of the Department in which the Surgeon Director to be nominated is to serve.
- Two (2) Representatives at Large to the Medical Board of the Department in which the Surgeon Director to be nominated is to serve.
- Two (2) members of the Professional Staff of the Department in which the Surgeon Director to be nominated is to serve. In the event that more than (2) Representatives-at-Large to the Medical Board are running for the vacant Surgeon Director position in the same Department, the Medical Board shall select instead other member (s) of the Professional Staff in the same Department to serve on the Nominating Committee.

Subsection 8 - A Search Committee for the nomination of Surgeon Director in the Department of Plastic and Reconstructive Surgery shall be appointed by the Chair of the Medical Board. The Search Committee shall be comprised of the following five (5) members:

- The Chair of the Department of Plastic and Reconstructive Surgery.
- The Chair of the Medical Board.
- Three (3) members of the Professional Staff of the Department of Plastic and Reconstructive Surgery.

Subsection 9 -The recommendations of the Search Committee shall be presented at the next regularly scheduled meeting of the Medical Board, with 30 days prior notice given to all Medical Board members. At the Medical Board meeting at which the recommendations are presented, additional nominations may be made from the floor. There shall be no vote on the nominations at this meeting. The names of all nominees for Surgeon Directors shall be immediately circulated to the entire Professional Staff for pertinent comments to be submitted to the Medical Board by a pre-established date deadline.

Subsection 10 - The Secretary of the Medical Board shall circulate to all Medical Board members the names and curriculum vitae of all nominees for the position of Surgeon Director, and a vote shall be scheduled to take place at the next meeting of the Medical Board. At such meeting, a discussion of the nominees shall take place. The nominees shall not be present at such discussion. A majority vote (51% of the members entitled to vote at a meeting at which a quorum is present) shall be required to elect a nominee to the position of Surgeon Director. If no candidate obtains the necessary majority, the two candidates with the largest number of votes will be submitted to the next regularly scheduled Medical Board meeting for a vote, and the candidate receiving the majority of votes shall be elected. All elections described in this Subsection shall be held by secret ballot.

ARTICLE IX
MEDICAL BOARD

SECTION 1 - DEFINITION AND COMPOSITION

Subsection 1 - The Medical Board shall be the official governing body of the Professional Staff, and shall consist of twenty-eight members of the Active Staff as voting members and the President and Chief Medical Officer, ex officio, without vote.

Subsection 2 - The members of the Medical Board, unless removed pursuant to Section 5 below, shall be as follows:

- Chair of the Department of Ophthalmology (1)
- Chair of the Department of Otolaryngology (1)
- Chair of the Department of Plastic and Reconstructive Surgery (1)
- 6 Surgeon Directors in Ophthalmology
- 4 Representatives-at-Large from the Department of Ophthalmology
- 6 Surgeon Directors in Otolaryngology
- 4 Representatives-at-Large from the Department of Otolaryngology
- 1 Surgeon Director in Plastic and Reconstructive Surgery
- Director of Department of Anesthesiology
- Director of Department of Medicine
- Director of Department of Pathology
- Director of Department of Radiology

Subsection 3 - The President of the Hospital, the Chief Medical Officer, the Chief Nursing Officer, the President of the Alumni Association, the President of the NYEEI Staff Society, and all former Department Directors and Chairs and Surgeon Directors shall be invited to attend meetings of the Medical Board without vote.

Subsection 4 - At no time shall the number of physician members of the Medical Board who are salaried employees of the Hospital or an affiliated medical school be greater than 45% of the total number of physician members of the Medical Board.

Subsection 5 – Members of the Medical Board may include other licensed independent practitioners.

SECTION 2 - OFFICERS OF THE MEDICAL BOARD

Subsection 1 - The officers of the Medical Board shall be the Chair and the Secretary. The officers shall be elected at the May meeting of the Medical Board subject to the approval of the Board of Directors and shall hold office for one year. No member

of the Medical Board shall be eligible for election as an officer of the Medical Board after the calendar year in which such Medical Board member attains 70 years of age.

Subsection 2 - Non-full-time salaried voting physician members of the Medical Board who are in the Departments of Ophthalmology, Otolaryngology and Plastic and Reconstructive Surgery shall be eligible for election as Chair and Secretary of the Medical Board. Both officers shall not be from the same Department. The Department Chairs shall not be eligible for election as Chair or Secretary of the Medical Board.

Subsection 3 - Election of the officers of the Medical Board shall be as follows: the Chair of the Medical Board holding office at the April meeting shall appoint a nominating committee comprised of two Surgeon Directors and one Representative-at-Large from each of the Departments of Ophthalmology and Otolaryngology as well as the Chair of the Department of Plastic and Reconstructive Surgery. The nominating committee shall present its recommendations at the May meeting of the Medical Board at which time additional nominations may be made from the floor. The election of officers shall be by secret ballot.

Subsection 4 - The elected officers, after approval by the Board of Directors, shall assume office at the June meeting of the Medical Board and perform the duties of their office, including scheduling and presiding over Medical Board meetings.

Subsection 5 - In the event of the illness or absence of the Chair of the Medical Board, the Secretary shall preside as acting Chair. In the event of the death or resignation of the Chair of the Medical Board, the Secretary shall preside as acting Chair and shall immediately appoint a nominating committee for the selection of a new Chair of the Medical Board in accordance with the procedure set forth in this Section, except that the election shall take place at the next regular meeting of the Medical Board.

Subsection 6 - The Chair of the Medical Board shall not serve two or more consecutive one year terms unless, for each consecutive one year term after the first two years, he is re-elected by affirmative vote of two-thirds (2/3) of the members of the Medical Board. Except as authorized by the preceding sentence, the position of Chair of the Medical Board shall alternate between a member of the Department of Ophthalmology and a member of the Department of Otolaryngology when possible. When the Chair of the Medical Board is a member of the Department of Ophthalmology, the Secretary shall be a member of the Department of Otolaryngology or Plastic Surgery. Conversely, when the Chair is a member of the Department of Otolaryngology, the Secretary shall be a member of the Department of Ophthalmology or Plastic Surgery. The Chair of the Medical Board shall not be a salaried employee of the Hospital.

Subsection 7 - Except as otherwise provided herein, removal of an officer may be accomplished by a two-third's vote of all the members of the Medical Board entitled to vote at a meeting at which a quorum is present.

SECTION 3 - MEETINGS OF THE MEDICAL BOARD

Subsection 1 - Attendance and voting at Medical Board standing and ad hoc committee meetings may be in person, by phone, or Internet applications, such as WebEx. In the event of a secret ballot, those members attending the meeting via Internet application or phone, may email their confidential vote to the Medical Affairs Manager. If members are not in attendance in person, via Internet application, or phone, they will not be allowed to vote. Unexcused absences from more than fifty percent of the meetings of the Medical Board during any one Hospital year shall, at the discretion of the Medical Board, make the member subject to corrective action pursuant to Section 5 of this Article IX.

Subsection 2 - A number greater than fifty percent of the voting membership of the Medical Board shall constitute a quorum at all meetings. Unless otherwise specified by these Bylaws, the affirmative vote of fifty percent of the voting members present at any meeting at which a quorum is present shall be required for action of the Medical Board.

Subsection 3 - An agenda for each meeting of the Medical Board shall be drawn up by the Secretary and distributed immediately prior to the Medical Board meeting. Regular meetings shall be held monthly exclusive of summer months.

Subsection 4 - The conduct of meetings of the Medical Board shall be governed by Roberts' Rules of Order.

SECTION 4 - RESPONSIBILITY OF THE MEDICAL BOARD

Subsection 1 - The Medical Board shall be responsible to the Board of Directors for the supervision and coordination of the overall professional care of the patients, and for approving Departmental clinical policies governing patient care, resident education and research. The Medical Board shall receive and act on reports and recommendations from Professional Staff committees, clinical Departments and assigned activity groups.

Subsection 2 - In its accountability to the Board of Directors, the Medical Board shall be responsible for:

I. The adoption, with the approval of the Board of Directors and subject to these Bylaws, of rules and regulations which provide formal procedures for the evaluation of staff applications and credentials, appointments, reappointments, assignment of clinical privileges, change of staff status, grievances and other subjects or conditions which the Professional Staff and Board of Directors deem appropriate. Such rules and regulations shall be consistent with the standards of The Joint Commission;

2. Through the Chair and the Department Directors, ensuring that Professional Staff members seek and provide, as appropriate, required consultations and ensuring the procuring of permission of next of kin for autopsies which shall conform to standards of the Commissioner of Health of the State of New York and the Joint Commission;
3. Keeping permanent minutes of Medical Board meetings including its actions and proceedings; keeping attendance records of the Medical Board; and the transmitting of reports of the proceedings thereof to the Board of Directors and the President;
4. Holding the necessary meetings to implement the provisions of the Bylaws, rules and regulations adopted by the Professional Staff and arranging for periodic review of these Bylaws;
5. Through the Department Chairs, the supervision of the medical educational programs, including training, education and supervision of residents and fellows;
6. Through the Department Chairs, the supervision of the medical research programs, including approval of grant applications;
7. Making recommendations concerning the care and nursing of patients, selection of drugs, medicine, apparatus, and medical supplies necessary for the treatment of patients;
8. Direct responsibility to the Board of Directors concerning all matters pertaining to health and well-being of the patients in the Hospital including clinic organization and effectiveness;
9. Making recommendations to the Board of Directors for performance-improvement activities, granting of privileges, advancement, appointment, reappointment, suspension, dismissal or nonreappointment of Professional Staff members as well as other corrective action; and
10. Such other duties as are consistent with the Certificate of Incorporation of the Hospital, Hospital Bylaws, applicable law, rules and regulations and policies established from time to time by the Board of Directors of the Hospital.
11. The Medical Board is empowered to act for the Professional Staff in the intervals between Professional Staff meetings.

SECTION 5 - REVIEW AND REMOVAL OF MEMBERS OF THE MEDICAL BOARD

Subsection 1 - Members of the Medical Board are subject to removal for failure to fulfill their responsibilities or based on their attendance record, pursuant to Section 3, Subsection 1. The removal process shall be initiated by a petition specifying the

grounds for removal signed by at least one third of the Members of the Medical Board delivered to the Chair of the Medical Board. The Chair of the Medical Board shall promptly deliver written notice to the affected member as to the existence of the petition and the opportunity to respond to such petition as set forth herein.

Subsection 2 - The Chair of the Medical Board shall promptly notify the President in writing of all petitions for removal received by him and shall continue to keep the President fully informed of all action taken in connection therewith.

Subsection 3 - At the next scheduled Medical Board meeting, the affected Member shall be provided the opportunity to discuss, explain or refute the grounds for removal specified in the petition. The Member shall not be entitled to an investigation or appearance under, or be subject to corrective action pursuant to, Article V, nor to the hearing procedures of Article VI, nor shall any removal decision affect the Member's Professional Staff membership or clinical privileges in any way.

Subsection 4 - Following discussion of the recommendations and the affected Member's challenge thereto, if any, unless the matter is adjourned for further investigation or discussion upon a regular vote of the Medical Board, removal of the Member may be accomplished by 2/3 vote of all the Members of the Medical Board entitled to vote at a meeting at which a quorum is present.

ARTICLE X

OFFICERS AND REPRESENTATIVES

SECTION 1 - OFFICERS OF THE PROFESSIONAL STAFF

Subsection 1 - Officers of the Professional Staff shall be the officers of the Medical Board and shall consist of the Chair and the Secretary.

Subsection 2 - The Chair shall call and preside at all meetings of the Professional Staff, as well as of the Medical Board, and shall be a member ex-officio, with vote, of all other committees of the Professional Staff, except nominating committees .

Subsection 3 - The Secretary shall keep accurate and complete minutes of all meetings, call meetings on order of the Chair, attend to all correspondence, and perform such duties as ordinarily pertain to his office.

SECTION 2 - REPRESENTATIVES-AT-LARGE TO THE MEDICAL BOARD

Subsection 1 - There shall be elected eight Representatives-at-Large ("Representatives-at-Large") to serve on the Medical Board, six of whom shall be Representatives-at-Large of Senior Rank and shall hold the rank of Adjunct Surgeon, Adjunct, or above and shall have been a member of the Active Staff for at least five years. The six Representatives-at-Large of Senior Rank shall be divided into three classes, designated, respectively, Class I, Class II and Class III. Each class shall consist of one Representative-at-Large elected by the Department of Ophthalmology and one Representative-at-Large of senior rank elected by the Department of Otolaryngology. There shall be elected two (2) Representatives-at-Large of Junior Rank, one (1) each from the Departments of Ophthalmology and Otolaryngology. These Representatives-at-Large shall hold the rank of Associate Adjunct Surgeon or Associate Adjunct, have been a member of the Professional Staff for at least one (1) year but not more than five (5) years, and have successfully completed their initial probationary period. Each shall serve for a term of three (3) years, regardless of whether his/her rank is elevated during incumbency. At each May meeting of the Professional Staff, Representatives-at-Large shall be nominated and elected as hereinafter set forth to serve for a term of three years to replace those whose terms shall expire.

Subsection 2 - Candidates for Representatives-at-Large shall be nominated at the May meeting of the Professional Staff from the floor by members of the Active Staff of the respective Departments. Nominations may also be made by mail prior to the May meeting. Election shall be by mail ballot or plurality, and shall be subject to approval by the Board of Directors. Only members of the Ophthalmology Department may vote for the Representative-at-Large to represent that Department. Only members of the Otolaryngology Department may vote for the Representative-at-Large to represent the Otolaryngology Department.

Subsection 3 - The elected Representatives-at-Large, after approval by the Board of Directors, shall assume office at the June meeting of the Medical Board.

Subsection 4 - In the event of a vacancy in the position of Representative-at-Large, a new election shall be called by the Medical Board for the purpose of electing a new Representative at-Large. The election of the replacement Representative-at-Large may be held at a meeting of the applicable Department with nominations for replacement Representatives-at-Large accepted from the floor prior to the election. In the alternative, nominations for and election of the replacement Representatives-at-Large may be conducted by mail ballot.

ARTICLE XI

COMMITTEES

SECTION 1 -STANDING COMMITTEES

There shall be standing committees that address the range of clinical, academic, administrative, and research activities of the Hospital. All committees shall maintain a permanent record of their proceedings and actions, including times of beginning and ending of all meetings, attendance, and the signature of the Chair, Vice-Chair, or designee.

Subsection 1 - Standing committees of the Professional Staff shall include the Medical Board, Credentials Committee, Surgical Case Review Committee, Scientific Activities Committee, Operating Room Committee, Professional Liability Committee, Medical Library Committee, Medical Records Committee, Infection Control Committee, Pharmacy and Therapeutics Committee.

Subsection 2 – The Chair of each standing committee shall be nominated by the Chair of the Medical Board and voted upon by the Medical Board members. Members of the Medical Board may also propose nominees who shall be voted upon in the same manner. Membership in a particular clinical department shall not be a requirement for service as Chair of any specific standing committee. Each Chair shall serve a two-year term, beginning immediately after approval by the Board. There shall be no limit on the number of terms. The Chair of the Medical Board may remove the Chair of any standing committee for good cause, as determined in the sole discretion of the Chair of the Medical Board.

Subsection 3 – There shall be a Vice-Chair of each standing committee, who shall be appointed by the Chair of the Committee.

Subsection 4 – Members of all standing committees will be appointed and/or dismissed by the Chair of each committee, in consultation with the Chair of the Medical Board. The minimum number of committee members is outlined in subsequent sections of these Bylaws.

Subsection 5 - Standing committee Chairs shall submit written committee reports to the Medical Board.

Subsection 6 - Except as otherwise set forth herein, committees may establish the time for holding regular meetings. A special meeting of any committee may be called by the committee chairperson, Chair of the Medical Board, or a majority of the members of that committee.

Subsection 7 – Attendance and voting at all Committees of the Medical Board may be in person, by phone, or Internet applications, such as WebEx.

SECTION 2 - CREDENTIALS COMMITTEE

Subsection 1 - The Credentials Committee shall consist of at least nine members of the Active Staff.

Subsection 2 - The Credentials Committee shall investigate the credentials of each applicant for membership on the Professional Staff, interview applicants when issues are raised concerning the application, and recommend to the Medical Board that the applicant be accepted, deferred or rejected in accordance with the procedures set forth in these Bylaws.

Subsection 3 - The Credentials Committee shall make recommendations to the Medical Board for the granting of clinical privileges, with specified delineations consistent with these Bylaws. The Credentials Committee shall review and monitor the qualifications and activities of members of the Consulting Staff at the Hospital.

Subsection 4 - The Credentials Committee shall make recommendations to the Medical Board for changes in clinical privileges and for reappointment or non-reappointment to the Professional Staff.

Subsection 5 - The Credentials Committee shall investigate any breach of ethics that may be referred to it and shall report the same to the Medical Board.

Subsection 6 - The Credentials Committee shall review any records that may be referred to it and, as a result of such reviews, make recommendations to the Medical Board concerning granting, extending or limiting privileges, such activities to be performed as part of the peer review activities of the Professional Staff.

Subsection 7 - The Credentials Committee shall meet at least twice yearly, and more often as deemed necessary by the Chair of the Credentials Committee.

SECTION 3 - SURGICAL CASE REVIEW COMMITTEE

Subsection 1 - The Surgical Case Review Committee shall consist of at least five members of the Active Staff. In addition, the Hospital Pathologist and the Chief Nursing Officer, or her representative, and the CMO shall be members of the Committee.

Subsection 2 - The Surgical Case Review Committee shall have oversight over all surgical operations, including those procedures in which no tissue was removed, giving special consideration where there is a disagreement among preoperative,

postoperative and pathological diagnosis, and shall review and evaluate whether the records indicate that surgical procedures met or did not meet the standard of care.

Subsection 3 - The Surgical Case Review Committee shall review all postmortem protocols and report differences between antemortem diagnoses and postmortem findings.

Subsection 4 - Whether tissue has been removed or not, the Surgical Case Review Committee minutes shall include the file numbers of the charts examined and the operations shall be reported as justified or questioned.

Subsection 5 - Any irregularities concerning the preoperative and postoperative diagnoses or the pathologic reports shall be reported by the Surgical Case Review Committee to the Medical Board.

Subsection 6 - The Surgical Case Review Committee shall submit a written report of its activities to the Medical Board.

Subsection 7 - The Surgical Case Review Committee shall meet at least quarterly and report to the Medical Board.

Subsection 8 - The Surgical Review Committee shall perform blood usage review including the evaluation of the appropriateness of all cases in which patients were administered transfusions including the use of whole blood and blood components; evaluation of all confirmed transfusion reactions; development or approval of policies and procedures relating to the distribution, handling, use and administration of blood and blood components; a review of the adequacy of transfusion services to meet the needs of patients; and review of the ordering practices for blood and blood products.

SECTION 4 - SCIENTIFIC ACTIVITIES COMMITTEE

Subsection 1 - The Scientific Activities shall consist of at least nine members of the Active Staff. In addition, the President shall be a member of the Committee, and the Chairs the Departments of Ophthalmology and Otolaryngology shall be co- Chairs of the Committee.

Subsection 2 - The Scientific Activities Committee shall evaluate all proposed research projects and shall recommend their approval, modification, or rejection, provided, however, that the Scientific Activities Committee shall not recommend approval of any research project rejected by the Institutional Review Board. The Scientific Activities Committee shall consider the risks and benefits of proposed research projects on Hospital patients.

Subsection 3 - The Scientific Activities Committee shall establish policies concerning research and shall assist prospective investigators in developing, revising or preparing grant applications for proposed projects.

Subsection 4 - The Scientific Activities Committee shall meet at least quarterly.

Subsection 5 - The Scientific Activities Committee shall form the following Subcommittees, which shall meet quarterly within two months of, and prior to, the Scientific Activities Committee meetings:

- (i) Institutional Review Board ("IRB");and
- (ii) Continuing Medical Education ("CME") Subcommittee.

The IRB shall review all initial and continuing research activities conducted within the Hospital to assure the protection of patients and compliance with all Federal and State law. The CME Subcommittee shall develop a program of continuing professional education and shall review and approve graduate courses to be sponsored by the Institute of Continuing Medical Education.

SECTION 5 - OPERATING ROOM COMMITTEE

Subsection 1 - The Operating Room Committee shall include at least nine members of the Active Staff. In addition, a representative from Administration, the Medical Director, the Director of the Department of Anesthesiology and two representatives from the Department of Nursing shall be members of the Operating Room Committee.

Subsection 2 - The Operating Room Committee shall review efficient function in the operating room including preoperative processing of patients through the establishment of policies and procedures, discussion of problems, and recommendations concerning instruments, equipment and personnel need.

Subsection 3 - Policies and procedures shall be reviewed and approved by the Operating Room Committee and any warranted changes or additions made.

Subsection 4 - The Operating Room Committee shall enforce the policies and procedures of the Operating Room, as approved by the Medical Board. It shall refer matters involving Hospital employees to Administration and may make recommendations concerning appropriate action to be taken.

Subsection 5 - The Operating Room Committee shall resolve any problems which might occur in relation to scheduling of operations.

Subsection 6 - The Operating Room Committee shall meet monthly. The focus of the Operating Room Committee meetings shall alternate between patient care

aspects and equipment aspects of the Operating Room. Special meetings may be called at the Chair's request.

SECTION 6 - MEDICAL LIBRARY COMMITTEE

Subsection 1 - The Medical Library Committee shall consist of at least five members of the Active Staff. The medical librarian, a resident from each of the Departments of Ophthalmology and Otolaryngology and the President or his representative shall be members of the Medical Library Committee.

Subsection 2 - The Medical Library Committee shall supervise the medical library of the Hospital, shall formulate policy and devise rules and regulations for the use of the library, and shall act as an advisor to the librarian and to the President on the conduct of the library for the best interests of the Hospital and the Professional Staff.

Subsection 3 - The Medical Library Committee shall review and make recommendations on all requests for new texts and journals as well as all requests to discard existing texts and journals.

Subsection 4 - The Medical Library Committee shall meet at least annually or as necessary.

Subsection 5 - The Medical Library Committee shall maintain a permanent record of its proceedings, including attendance and signature of a member of the committee.

SECTION 7 - THE MEDICAL RECORDS COMMITTEE

Subsection 1 - The Medical Records Committee shall consist of a multi disciplinary team that includes at least four members of the active Professional Staff. The Professional Staff shall represent a cross section of the hospital's clinical services. The recorder of the committee shall be the Director of Medical Records.

Subsection 2 - The Medical Records Committee shall evaluate the accuracy, timeliness and completion of documentation.

Subsection 3 - The Medical Record Committee shall exercise oversight responsibilities for medical record, filing, storage and patient care. The Committee shall also make recommendations to the Professional Staff for the approval of, use of and changes in form or format of the medical record.

Subsection 4 - The Medical Records Committee shall exercise oversight for concurrent and retrospective medical record reviews to ensure that the recorded clinical

information is sufficient for the purposes of medical care evaluation or to initiate documentation improvement.

Subsection 5 - The Medical Records Committee shall meet at least quarterly, or more often if the Chairperson deems it necessary. Reports of these meetings and any recommendations shall be submitted to the Medical Board. Findings that require more immediate action will be referred to the CMO or the Chairperson of the Medical Board.

SECTION 8 - INFECTION CONTROL COMMITTEE

Subsection 1-The Infection Control Committee shall consist of at least four members of the Active Professional Staff. The recorder of this meeting shall be the Infection Control Coordinator. Committee membership shall represent a cross section of the Hospital's clinical services and shall include a member of the Anesthesiology Department and the Pathology Department.

Subsection 2 - The Infection Control Committee shall have the overall responsibility of investigation, control and prevention of infections within the Hospital.

Subsection 3 - The Infection Control Committee shall establish controls in such areas as aseptic techniques, isolation techniques, antibiotic use, floor cleaning, handling of contaminated linen, and waste and excreta disposal.

Subsection 4- The Infection Control Committee shall establish a system of reporting all infections among patients and personnel and keep records as a basis for studying the source of infections.

Subsection 5-The Infection Control Committee shall establish techniques for discovering infections including aseptic techniques and isolation procedures.

Subsection 6--The Infection Control Committee shall set up a working manual for the control of infections, including aseptic techniques and isolation procedures.

Subsection 7-The Infection Control Committee shall educate and orient all Hospital personnel, as well as members of the Professional Staff and attending staff, in the practice of aseptic techniques.

Subsection 8--The Infection Control Committee shall discourage the promiscuous use of antimicrobial agents through advice and recommendation.

Subsection 9-The Infection Control Committee shall review existing practices in such areas as sterilization technique, food handling procedures, laundry practices, traffic controls, ventilation patterns, floor cleaning procedure, and waste disposal and shall recommend changes where warranted.

Subsection 10 - The Infection Control Committee shall meet quarterly, or more often if the Chairperson deems it necessary. The Committee shall report quarterly to the Medical Board.

SECTION 9 – PHARMACY AND-THERAPEUTICS COMMITTEE

Subsection 1 - The Pharmacy and Therapeutics Committee shall consist of at least four members of the Active Professional Staff. The recorder at these meetings shall be the Director of Pharmacy. Committee membership shall represent a cross section of the Hospital's clinical services and shall include a member of the Anesthesiology Department.

Subsection 2-The Pharmacy and Therapeutics Committee shall serve as an advisory group for the Hospital pharmacy, the Medical Board and the Administration, on all matters relating to the use of drugs. The Pharmacy and Therapeutics Committee shall perform drug usage evaluation or ongoing, planned, systematic monitoring and evaluation of drugs to help ensure that they are provided appropriately, safely and effectively. The Committee shall report on its drug usage evaluation to the Medical Board at least quarterly.

Subsection 3--The Pharmacy and Therapeutics Committee shall be responsible for maintaining a current Hospital formulary, evaluating requests for addition or deletion of drugs, designating drugs for clinical trial, reviewing results of clinical trials and making appropriate decisions thereon.

Subsection 4--The Pharmacy and Therapeutics Committee shall assist in the formulation of broad professional policies relating to drugs in the Hospital, including their evaluation or appraisal, selection, procurement, storage, distribution, use and safety procedures.

Subsection 5--The Pharmacy and Therapeutics Committee shall insure that all drugs dispensed meet the standards established by the United States Pharmacopoeia and the National Formulary and be cognizant of the investigations of the Council on Drugs of the American Medical Association.

Subsection 6--The Pharmacy and Therapeutics Committee shall review all reports of drugs reactions occurring in the Hospital, investigate the possible cause of these reactions, and make recommendations to the Medical Board, if necessary, for the improvement in the use of drugs, and other therapeutic measures. After review and evaluation by the Committee, with the approval of the Medical Board, the Pharmacy and Therapeutics Committee shall transmit such information to MED WATCH.

Subsection 7- The Pharmacy and Therapeutics Committee shall meet quarterly, or more often if the Chairperson deems it necessary. The Committee shall report quarterly to the Medical Board.

SECTION 10 - ETHICS COMMITTEE

Subsection 1 - The Ethics Committee shall be an ad hoc committee and shall consist of five representatives of the Active Professional Staff and one representative of each of the following: nursing staff; Hospital administration; Hospital chaplain; Legal counsel; Professional Quality Council; and the lay community. The Chairperson shall be empowered to appoint temporary ad hoc members whose expertise may be necessary for a particular issue. Because of the sensitive nature of deliberations, the Committee may establish rules to preserve confidentiality.

Subsection 2 - The Ethics Committee shall serve as an advisory body and shall convene when medical ethics issues are encountered by the Professional Staff or administrative staff. Additional functions of the Ethics Committee shall include the following: education of Professional Staff in current medical-ethical concepts; development of ethical guidelines that enhance the quality of patient care; advice to other Professional Staff committees; and providing advice, upon request, to providers faced with difficult ethical issues in individual patient care, provided that such advice shall not replace the ultimate responsibility of the attending physician in such matters.

SECTION 11 – BYLAWS COMMITTEE

The Bylaws Committee shall review and make recommendations for amendment to the Professional Staff Bylaws. The Professional Staff Bylaws shall be reviewed and updated at least once every three years or upon request of the Medical Board by a committee appointed by the Medical Board for that purpose.

SECTION 12 - SPECIAL COMMITTEES

Subsection 1 - Special committees, other than the above standing committees, may be appointed by the Chair of the Medical Board as required to properly carry out the duties of the Medical Board.

Subsection 2 - The Medical Board shall determine membership eligibility, number of members, and shall appoint the Chair of any special committee.

Subsection 3 - Such special committees shall confine their work to the purposes for which they are appointed and shall report and make recommendations in writing to the Medical Board.

ARTICLE XII
QUALITY COUNCIL

SECTION 1 – PURPOSE

The purpose of the Quality Council is to objectively assess, monitor and evaluate patient care, and to identify opportunities for improvement on a Hospital-wide basis.

The Quality Council shall be responsible for designing the Hospital's system for performance improvement, prioritizing Hospital-wide monitoring and process improvement projects, and chartering Hospital-wide performance improvement teams. The Council shall review input and recommendations from Hospital and medical staff committees, and quality initiative/clinical practice improvement teams.

The Council's other responsibilities shall include :

- Encourage the use of an organized approach to planning, designing, measuring, assessing and improving quality.
- Provide guidance regarding the use of continuous quality improvement (CQI) tools to promote further understanding of data analysis and ensure effective identification of quality improvement opportunities and efficacy of implemented improvements.
- Review activities of the Medical Board's Monitoring Committees (Infection Control, Medical Records, Pharmacy and Therapeutics, Surgical Case Review).
- Review the activities of the Risk Management process and the Utilization Management process.
- Conduct an annual evaluation of performance improvement activities.
- Monitor outcomes through the review of aggregate data.

The Council shall meet quarterly, or more often at the discretion of the chairperson. The Quality Council shall report quarterly to the Medical Board and Board of Directors.

SECTION 2 – MEMBERSHIP

The Quality Council membership shall include but is not limited to the following:

- Senior Vice President, Medical Affairs/Chief Medical Officer, Chair
- Senior Vice President, Patient Care Services/Chief Nursing Officer
- Directors, Patient Care Services
- Director, Security/Support Service
- Director, Quality Improvement
- Assistant Director, Quality Improvement

- Physician Chair (or Designee) from Ophthalmology, Otolaryngology/Head & Neck,
- Plastic & Reconstructive Surgery
- Physician Director, Medicine
- Physician Director, Anesthesia
- Chairs of the Pharmacy & Therapeutics, Medical Records, Infection Control, Surgical Case Review Committees
- Board of Directors Representatives
- Financial Planning Representative

ARTICLE XIII

MEETINGS

SECTION 1 - ANNUAL MEETING AND REGULAR MEETINGS

The annual meeting of the Professional Staff shall be held in May of each year. At this meeting, the Chair of the Medical Board, the Chairs of the Departments of Ophthalmology, Otolaryngology, and Plastic and Reconstructive Surgery, the Directors of the Departments of Anesthesiology, Radiology, Medicine and Pathology, and the Chairs of the Standing Medical Board committees shall submit comprehensive reports of their year's work to the Professional Staff. Regular meetings of the Professional Staff shall be held at least annually as designated by the Chair of the Medical Board.

SECTION 2 - CLINICAL DEPARTMENT MEETINGS

Attendance at all meetings of the Professional Staff and meetings of committees and Departments shall be recorded. All members of the Active Staff shall be required to attend fifty percent of the meetings of their respective Departments, and fifty percent of the meetings of the committees to which they are appointed or elected.

SECTION 3 - SPECIAL MEETINGS

Subsection 1 - Special meetings of the Professional Staff may be called:

- a. At the request of the Board of Directors.
- b. At the request of the Chair of the Medical Board
- c. At the request of any five members of the Active Staff.

Subsection 2 - Special meetings of any committee may be called:

- a. At the request of the Chair of the Medical Board.
- b. At the request of the Chair of such committee.
- c. the request of the Board of Directors.
- d. At the request of any two members of such committee.

Subsection 3 - At any special meeting, no business shall be transacted except such business as is stated in the notice calling the meeting. Sufficient notice of any meeting shall be a notice posted on the Professional Staff bulletin board and a notice delivered to all members entitled to attend the meeting by telephone, emails or facsimile at least 48 hours before the time set for the meeting.

Subsection 4 - The agenda at special meetings shall be:

- a. Reading of the notice calling the meeting.
- b. Transaction of the business for which the meeting was called.
- c. Adjournment.

SECTION 4 - ATTENDANCE AT MEETINGS

Subsection 1 - Attendance at all meetings of the Professional Staff and meetings of committees and Departments shall be recorded.

Subsection 2 - Failure of a committee member to meet attendance requirements, unless excused by the Medical Board for compelling reasons (such as illness, absence from the community, or attending to an emergency), shall be considered grounds for corrective action leading to revocation of Professional Staff membership.

Subsection 3 - Application for reinstatement to former positions following revocation under Subsection 2 of this Section 4 shall follow the same procedure as for original appointments.

Subsection 4 - Members of the Honorary, Consulting and Courtesy Staff shall not be required to attend meetings, but shall be invited to attend.

Subsection 5 - A member of any category of the Professional Staff who has attended a case that is to be presented for discussion at any meeting shall be notified and shall be required to be present at such meeting.

Subsection 6 - Members of the Active Staff shall attend all meetings of the Professional Staff, unless excused by the Medical Board for just cause. Unexcused absences from more than 50% of the Professional Staff meetings, 50% of the Departmental meetings or 50% of assigned committee meetings during any one Hospital year by a member of the Active Staff shall, at the discretion of the Medical Board, make the member subject to corrective action pursuant to Article V.

SECTION 5 - QUORUM

Subsection 1 - Sixty (60) members of the active Professional Staff shall constitute a quorum.

Subsection 2 - Fifty percent of the total membership of any committee shall constitute a quorum.

Subsection 3 - Fifty percent of the total membership of any Department shall constitute a quorum.

ARTICLE XIV

ALLIED HEALTH PROFESSIONALS

SECTION 1 – DEFINITION

Subsection 1 - Allied Health Professionals shall be defined as those individuals who assist members of the Professional Staff in the care of patients within the limits of their skills and the scope of their lawful practice. These categories shall include clinical psychologists, physician assistants, CRNAs, optometrists and nurse practitioners.

Subsection 2 - Allied Health Professionals shall not be eligible for appointment to membership on the Professional Staff, which is limited to licensed physicians and dentists. Patients shall be admitted only by Professional Staff members.

SECTION 2 - PROCEDURE OF APPOINTMENT

Subsection 1 - The general qualifications to be required of members of each category of Allied Health Professionals shall be determined by the Medical Board and Administration from time to time after consultation with the appropriate Department Executive Committee.

Subsection 2 - Privileges granted to each Allied Health Professional shall be considered and specified by the Medical Board and Administration for each individual based upon his professional training, experience, and demonstrated competency.

SECTION 3 - SCOPE OF ACTIVITY

Subsection 1 - Members of Allied Health Professionals shall be individually assigned to an appropriate Department as staff affiliates and shall carry out their

professional activities under the supervision of the Executive Committee or the appropriate attending physician to whom such responsibility has been assigned, subject to Departmental policies and procedures.

Subsection 2 - Allied Health Professionals shall participate directly in the management of patients, but the ultimate responsibility for patient care shall reside with a member of the Professional Staff.

Subsection 3 - Allied Health Professionals shall write orders to the extent established by Departmental policies and procedures and within the scope of their licenses and applicable statutes.

Subsection 4 - Allied Health Professionals shall record appropriate reports of examinations and treatments, including progress notes, on patients' records, and shall perform consultations on request, if authorized by the Medical Board and permitted by applicable law.

ARTICLE XV

IMMUNITY FROM LIABILITY

The following shall be an express condition to any practitioner's application for, or exercise of, clinical privileges at the Hospital:

SECTION 1 - Any act, communication, report, recommendation or disclosure, with respect to any such practitioner, performed or made in good faith and without malice and at the request of an authorized representative of the Hospital or any other health care facility, for the purpose of achieving and maintaining quality patient care in the Hospital or any other health care facility, shall be privileged to the fullest extent permitted by law.

SECTION 2 - The privilege referred to in Section 1 of this Article shall, to the extent permitted by law, extend to members of the Professional Staff of the Hospital and its governing body, its other practitioners, its chief executive officer and his representative and to third parties who supply information to any of the foregoing authorized to receive, release, or act upon the same. For the purpose of this Article XV, the term "third parties" means both individuals and organizations from which information has been requested by an authorized representative of the governing body of the Hospital or of the Professional Staff.

SECTION 3 - There shall, to the fullest extent permitted by law, be absolute immunity from civil liability arising from any act, communication, report, recommendation, or disclosure referred to in Section 1 of this Article, even where the information involved would otherwise be deemed privileged.

SECTION 4 - The immunity referred to in Section 3 of this Article shall apply to all acts, communications, reports, recommendations, or disclosures performed or made in connection with the Hospital's or any other health care institution's activities related, but not limited to:

- (1) applications for appointment or clinical privileges;
- (2) periodic reappraisals for reappointment or clinical privileges;
- (3) corrective action, including summary suspension;
- (4) hearing and appellate reviews;
- (5) medical care evaluations;
- (6) utilization reviews; and
- (7) other Hospital, Departmental, service or committee activities related to quality patient care and professional conduct.

SECTION 5 - The acts, communications, reports, recommendations and disclosures referred to in this Article may relate to a 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.

SECTION 6 - Each practitioner shall, upon request of the Hospital, execute releases in accordance with the tenor and import of this Article in favor of the individuals and organizations specified in Section 2 of this Article, subject to such requirements, including those of good faith and absence of malice, as may be applicable under the laws of the State of New York.

ARTICLE XVI

RULES AND REGULATIONS

The Professional Staff shall adopt such rules and regulations as may be necessary for the proper conduct of its work. The rules and regulations shall be revised to reflect the Hospital's current practices with respect to Professional Staff organization and functions. Such rules and regulations may be amended at any regular meeting of the Professional Staff without previous notice, by a two-thirds affirmative vote of the Active Staff present at any meeting at which a quorum is present. Such challenges in rules and regulations shall be presented to the Medical Board for recommendation by it to the

Board of Directors. Changes shall become effective when approved by the Board of Directors. Notice of all significant changes shall be sent to the entire Professional Staff.

ARTICLE XVII

AMENDMENTS TO BYLAWS; REVIEWS

These Bylaws may be amended at any regular meeting of the Professional Staff provided that prior notice of the proposed Bylaws amendment is given to all members of the Professional Staff. Such notice, including the proposed amendments, shall be referred to the Bylaws Committee which shall report at the next regular meeting of the Professional Staff. For adoption, the proposed amendments shall require a two-thirds affirmative vote of the Active Staff at a meeting at which a quorum is present.

Alternatively, a vote may be held by mail, fax or electronic ballot provided to all members of the Professional Staff along with a copy of the proposed amendments and the report and recommendations of the Bylaws Committee. For adoption by mail, fax or electronic ballot, the proposed amendments shall require a two-thirds affirmative vote of all members of the Active Staff, provided that if a Professional Staff member fails to return the mail, fax or electronic ballot by the specified time he shall be deemed to have voted in the affirmative. Amendments so made shall become effective when approved by the Board of Directors. These Bylaws shall be revised to reflect the Hospital's current practices with respect to Professional Staff organization and functions, as necessary and at least once every three (3) years or upon request of the Medical Board by the Bylaws Committee appointed by the Medical Board for that purpose. Notice of all significant amendments shall be sent to the entire Professional Staff.

ARTICLE XVIII

ADOPTION

These Bylaws, together with the appended Rules and Regulations of the Professional Staff, shall replace any and all previous Bylaws, rules and regulations adopted by affirmative vote of two-thirds of the members of the Active Staff and approved by the Board of Directors. They shall, when so adopted and approved, be equally binding on the Board of Directors and the Professional Staff.

ARTICLE XIX

GENDER USAGE

The term "he" or "his" as used in these Bylaws shall mean "he/she" or "his/her."

ARTICLE XX

CHIEF MEDICAL OFFICER

SECTION 1 – FUNCTION

The Chief Medical Officer (CMO) shall be responsible for the organization and conduct of the Professional Staff and to coordinate, oversee, report, recommend action and follow-up on all quality assurance responsibilities delegated to the Professional Staff by the Board of Directors pursuant to applicable law and consistent with the Hospital's Quality Program in order to assure to the Board of Directors the preservation and improvement of the quality of patient care provided by the Professional Staff.

SECTION 2 - APPOINTMENT

The CMO shall be appointed by the Board of Directors, upon recommendation by the President and after consultation with the Medical Board.

SECTION 3 – TERM

The CMO shall serve at the pleasure of the Board of Directors, in consultation with the President and the Medical Board.

SECTION 4 - ACCOUNTABILITY

The CMO shall be accountable to the Board of Directors and shall report to the Board of Directors through the President, or as otherwise requested by the Board of Directors.

SECTION 5 - AUTHORITY OF THE CHIEF MEDICAL OFFICER

Subsection 1 - The authority of the CMO derives from the Board of Directors through the President.

Subsection 2 - The CMO shall assure adherence to Professional Staff Bylaws, Rules and Regulations and such assurance shall be exercised through existing Professional Staff channels, consistent with the Corporate Bylaws and the Professional Staff Bylaws.

Subsection 3 - The CMO shall review, or cause to be reviewed, the clinical performance or the personal conduct within the Hospital of any member of the Professional Staff whose performance or conduct is not considered to be in the best interests of the patients or the institution or as otherwise required by the hospital quality program, and to submit findings and recommendations to the Medical Board and the President or otherwise to take direct action consistent with the Corporate Bylaws and the Professional Staff Bylaws.

SECTION 6 - RELATIONSHIP TO THE MEDICAL BOARD

Subsection 1 - The CMO shall be an ex officio, non-voting member of the Medical Board.

Subsection 2 - The Medical Board shall continue to be represented at meetings of the Board of Directors by the Chair of the Medical Board and other officers who are appointed to the Board of Directors who, along with the Medical Director, shall upon request, present reports to the Board of Directors on Professional Staff affairs.

Subsection 3 - The CMO shall have no authority to overrule an action or recommendation of the Medical Board.

Subsection 4 - In the instance where the CMO or the Medical Board disagrees with an action or recommendation of the other party, such objecting party shall have the ability to seek review and action by the President, subject to final action by the Board of Directors.

Subsection 5 - The Medical Board shall continue to have the ability to bring matters directly to the attention of the Board of Directors through mechanisms provided in the Professional Staff Bylaws.

Subsection 6 - The CMO shall assist the Medical Board in assuring that all Professional Staff committees exist and function in accordance with applicable law and the Professional Staff Bylaws.