

**ATTACHMENT TO RESOLUTION APPROVING
THE AMENDED AND RESTATED BYLAWS
OF THE CLINICAL STAFF OF THE
UNIVERSITY OF VIRGINIA MEDICAL CENTER**

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**AMENDED AND RESTATED
BYLAWS
OF THE CLINICAL STAFF
OF THE UNIVERSITY OF VIRGINIA MEDICAL CENTER**

PREAMBLE

WHEREAS, the University of Virginia Medical Center is an integral part of the University of Virginia which is a public corporation organized under the laws of the Commonwealth of Virginia and an agency of the Commonwealth; and

WHEREAS, the Medical Center is an academic medical center comprised of a teaching hospital, outpatient clinics, clinical outreach programs, and related health care facilities, as designated by the Operating Board of the University of Virginia Medical Center from time to time, which provide inpatient and outpatient medical and dental services, and health sciences education and related clinical research in conjunction with the University of Virginia School of Medicine and the University of Virginia School of Nursing; and

WHEREAS, the Operating Board of the University of Virginia Medical Center is the governing body for the Medical Center and has delegated to the Clinical Staff the responsibility for the provision of quality clinical care it provides throughout the Medical Center; and

WHEREAS, these Bylaws set forth the requirements for membership on the Clinical Staff, including a mechanism for reviewing the qualifications of Applicants for admission to the Clinical Staff and a process for their continuing review and evaluation, and provide for the internal governance of the Clinical Staff;

NOW, THEREFORE, these Bylaws are adopted by the Clinical Staff and approved by the Operating Board to accomplish the aims, goals, and purposes set forth in these Bylaws.

ARTICLE I DEFINITIONS

“Administrative Clinical Staff” means those Members of the Clinical Staff who meet the criteria set forth in Section 3.6 of these Bylaws.

“Adverse Action” means the reduction, restriction (including the requirement of prospective or concurrent consultation), suspension, revocation, or denial of Clinical Privileges of a Member that constitute grounds for a hearing as provided in Section 8.2 of these Bylaws. Adverse Action shall not include warnings, letters of admonition, or letters of reprimand.

“Allied Health Professionals” may include, but are not limited to, Optometrists, Audiologists, Certified Substance Abuse Counselors, Licensed Professional Counselors, Licensed Clinical Social Workers, Nurse Practitioners, Physician Assistants, and Certified Registered Nurse Anesthetists.

“Allied Health Professionals Manual” means the Medical Center Allied Health Professionals Staff Credentialing Manual, as such may be in effect from time to time.

“Applicant” means a person who is applying for appointment or reappointment of Clinical Staff membership and for Clinical Privileges to practice within the University of Virginia Medical Center.

“Attending Clinical Staff” means those Members of the Clinical Staff who meet the criteria set forth in Section 3.5 of these Bylaws.

“Board of Visitors” means the governing body of the University of Virginia as appointed by the Governor of Virginia.

“Bylaws” means these Amended and Restated Bylaws of the Clinical Staff of the University of Virginia Medical Center, as amended from time to time.

“Chief Executive Officer” means the individual appointed by the Board of Visitors or the Medical Center Operating Board, as applicable, to serve as its representative in the overall administration of the Medical Center.

“Clinical Privileges” means the permission granted to a Member or Non-Member to render specific diagnostic, therapeutic, medical, dental, or surgical services within the Medical Center.

“Clinical Staff” or “Staff” means those Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists and Ph.D. Clinical Pathologists who hold a faculty appointment in the School of Medicine and have obtained membership status as provided in these Bylaws.

“Clinical Staff Executive Committee” or “Executive Committee” means the executive committee of the Clinical Staff as more particularly described in Article X of these Bylaws.

“Clinical Staff Office” means the administrative office of the Medical Center responsible for the administration of the Clinical Staff, including the process for membership and the granting of Clinical Privileges.

“Clinical Staff Representatives” means those representatives selected by the Clinical Staff to serve on the Clinical Staff Executive Committee as provided in Article X.

“Clinical Staff Year” shall coincide with the fiscal year of the Medical Center, currently July 1 to June 30, as such fiscal year may be changed from time to time.

“Committees” means those standing Committees of the Clinical Staff as described in Article XII of these Bylaws.

“Community Medicine” means Community Medicine University of Virginia, LLC, a Virginia limited liability company.

“Credentials Manual” means the Medical Center Credentialing and Privileging Manual and Resource Guide for the Clinical Staff and for Non-Members, as such may be in effect from time to time.

“DEA” means the Federal Drug Enforcement Agency, or any successor agency.

“Dean” means the Dean of the School of Medicine of the University of Virginia.

“Dentist” means any individual who has received a degree in and is currently licensed to practice dentistry in the Commonwealth of Virginia.

“Department” means a clinical department within the Medical Center.

“Department Chair” or “Chair” means the Attending Member appointed by the Dean of the School of Medicine who has the responsibility for overseeing his or her Department and who is the liaison between the Members in his or her Department and the Clinical Staff Executive Committee. “Department Chair” also shall mean the Medical Director of Regional Primary Care with respect to Regional Primary Care and the Senior Associate Dean for Clinical Affairs with respect to Community Medicine.

“Division” means a subdivision of a Department.

“Emergency Privileges” means those Clinical Privileges granted during an emergency as more specifically provided in Section 5.8 of these Bylaws.

“Fellow” means a Physician, Dentist or Ph.D. Clinical Psychologist in a program of graduate medical education that is beyond the requirements for eligibility for first board certification in the discipline.

“HCQIA” means the Health Care Quality Improvement Act of 1986, Pub. L. No. 99-499, as such law may be amended from time to time.

“Hearing Entity” means the entity appointed by the Clinical Staff Executive Committee to conduct an evidentiary hearing upon the request of a Member who has been the subject of an Adverse Action that is grounds for a hearing in accordance with Article VIII herein.

“Honorary Clinical Staff” means those Members of the Clinical Staff who meet the criteria set forth in Section 3.7 of these Bylaws.

“Housestaff” means Medical Residents and Fellows.

“Housestaff Manual” means the University of Virginia Medical Center Housestaff Manual, as such may be in effect from time to time.

“JCAHO” means the Joint Commission on the Accreditation of Healthcare Organizations, which is the accrediting body for hospitals whose standards are referred to in these Bylaws.

“Medical Center” means the University of Virginia academic medical center comprised of the hospital, inpatient and outpatient clinics, clinical outreach programs, and related health care facilities as designated by the Medical Center Operating Board from time to time.

“Medical Center Operating Board” or “Operating Board” or “MCOB” means the governing body of the Medical Center as designated by the Board of Visitors.

“Medical Center Policy Manual” means the manual containing the administrative and various patient care policies of the Medical Center.

“Medical Resident” or “Resident” means a Physician, Dentist or Ph.D. Clinical Psychologist in a program of graduate medical education in anticipation of fulfilling the requirements for first board certification.

“Member” means any Physician, Dentist, Podiatrist, Ph.D. Clinical Psychologist or Ph.D. Clinical Pathologist who is a member of the Clinical Staff of the University of Virginia Medical Center.

“National Practitioner Data Bank” means the national clearinghouse established pursuant to HCQIA, as amended from time to time, for obtaining and reporting information with respect to adverse actions or malpractice claims against physicians or other practitioners.

“Non-Member” means any Physician, Dentist, Podiatrist, Ph.D. Clinical Psychologist or Ph.D. Clinical Pathologist who does not qualify as a Member of the Clinical Staff but who is required to have Clinical Privileges in order to provide patient care in the Medical Center.

“Officer” means an elected official of the Clinical Staff as more particularly described in Article IX of these bylaws.

“Ph.D. Clinical Pathologist” means an individual who has been awarded a Ph.D. degree in the field of pathology.

“Ph.D. Clinical Psychologist” means an individual who has been awarded a Ph.D. degree or equivalent terminal degree in Clinical Psychology and who holds a current license to practice clinical psychology issued by the Virginia Board of Psychology.

“Physician” means any individual who has received a Doctor of Medicine or Doctor of Osteopathy degree and holds a current license to practice medicine in the Commonwealth of Virginia.

“Podiatrist” means an individual who holds a current license to practice podiatry issued by the Virginia Board of Medicine.

“President” means the most senior elected Officer of the Clinical Staff as described in Article IX.

“President-elect means the president-elect of the Clinical Staff as described in Article IX.

“Regional Primary Care” means the primary care satellite offices as designated by the Medical Center from time to time.

“Rules and Regulations” means the rules and regulations delineating the proper conduct of the Clinical Staff, which have been adopted by the Clinical Staff Executive Committee and approved by the Operating Board.

“School of Medicine” means the medical school at the University of Virginia.

“Senior Associate Dean for Clinical Affairs” means that Member appointed by the Dean to serve as the Senior Associate Dean for Clinical Affairs.

“Temporary Privileges” means those Clinical Privileges granted for a period not to exceed one hundred (0) days as more specifically described in Section 5.7 of these Bylaws.

“University” or “University of Virginia” means the corporation known as The Rector and Visitors of the University of Virginia, which is an agency of the Commonwealth of Virginia.

ARTICLE II GOVERNANCE OF THE MEDICAL CENTER

2.1 Medical Center Operating Board

The Medical Center Operating Board is the governing body of the Medical Center. Each Member of the Clinical Staff assumes his or her responsibilities subject to the authority of the MCOB. The MCOB shall be constituted as directed by the Board of Visitors of the University from time to time.

2.2 Clinical Staff Executive Committee

The Clinical Staff Executive Committee serves as the executive committee of the Clinical Staff and reports to the MCOB. In this role, the Clinical Staff Executive Committee oversees the quality of the clinical care delivered within the Medical Center and delineates and adopts clinical policy within the Medical Center. It is responsible for communications to Members of the Clinical Staff and other Non-Members regarding clinical practice issues and it presents the interests of the Clinical Staff to the MCOB. The Clinical Staff Executive Committee is empowered to act for the Clinical Staff in the intervals between Clinical Staff meetings and independently with respect to those matters over which it is given authority in these Bylaws. The Clinical Staff Executive Committee shall be constituted and have the other duties as described in Article X hereof.

ARTICLE III CLINICAL STAFF PURPOSE AND MEMBERSHIP

3.1 Purposes of Organization

The purposes of the Clinical Staff of the University of Virginia Medical Center shall be:

- (a) to provide a system of Clinical Staff governance and patient care whereby patients treated in any Medical Center facility shall receive quality health care;
- (b) to provide a mechanism for reviewing the qualifications of Applicants for Clinical Staff membership and a process regarding recommendations to the MCOB for the admission and termination of membership to the Clinical Staff as provided in these Bylaws;
- (c) to provide a mechanism for reviewing the qualifications of Applicants for Clinical Privileges and a process regarding recommendation to the MCOB for the granting of Clinical Privileges within the Medical Center as provided in these Bylaws;
- (d) to provide ongoing review and evaluation of the performance of each Member and Non-Members to ensure a high level of professional and ethical performance, and to recommend corrective action when any Member's or Non-Member's performance falls below the standards established for such professionals;
- (e) to provide an appropriate educational setting that will maintain scientific standards and promote continuous advancement in professional knowledge and skill;
- (f) to foster the development of facilities and programs for clinical research;
- (g) to initiate and maintain rules and regulations for the governance of the Clinical Staff; and
- (h) to fulfill such other missions as the MCOB may adopt for the Medical Center from time to time.

3.2 Eligibility for Clinical Staff Membership

Membership on the Clinical Staff may be extended only to Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists and Ph.D. Clinical Pathologists who maintain a faculty appointment in the School of Medicine (excluding Honorary Members who shall be former faculty in the School of Medicine) and meet the other requirements for Clinical Staff membership as provided in these Bylaws. No person shall be entitled automatically to membership solely on the basis of licensure to practice in the Commonwealth of Virginia or any other state; membership in any professional organization; certification by any clinical board; or having had or having staff membership at any health care facility or practice setting. No Applicant for membership on the Clinical Staff shall be granted or denied membership on the basis of sex, race, age, creed, color, national origin, sexual orientation, religion, veteran status or disability.

3.3 Categories and Assignment of Clinical Staff

The categories of Clinical Staff membership shall be:

Attending Clinical Staff
Administrative Clinical Staff
Honorary Clinical Staff
Ph.D. Clinical Pathologist Staff

Each Member shall be categorized as Attending, Administrative, Honorary or Ph.D. Clinical Pathologist as proposed and approved as provided in these Bylaws. All Attending and Ph.D. Clinical Pathologist Members shall be assigned to a specific clinical Department or other clinical enterprise within the University of Virginia, such as Community Medicine or Regional Primary Care. Joint appointments between clinical Departments and/or other clinical enterprises within the University shall be considered on an individual basis.

3.4 Basic Responsibilities of Clinical Staff Membership

3.4.1 Delivery of Health Care

Attending and Ph.D. Clinical Pathologist Members are responsible for the quality of health care delivered within the Medical Center facilities and accept this responsibility subject to the ultimate authority of and accountability to the MCOB. Ongoing responsibilities for the delivery of health care by Members and Non-Members, in accordance with the privileges granted them, shall include but are not limited to the following:

- (a) providing patients with the quality of care that meets the professional standards of the Clinical Staff of the Medical Center;
- (b) abiding by these Bylaws, the Clinical Staff Rules and Regulations, the Code of Conduct, and Medical Center policies and procedures;

- (c) preparing, completing and maintaining the confidentiality of medical records for all the patients to whom the Member provides care in the Medical Center as required by the Clinical Staff Rules and Regulations and all other Medical Center policies;
- (d) working cooperatively with Members, non-Members, nurses, Allied Health Professionals, Housestaff, Medical Center administration and employees, and others so as not to adversely affect patient care;
- (e) retaining responsibility for the continuous care and supervision of the Member's patients, including securing appropriate coverage when he or she is unavailable, or arranging a suitable alternative;
- (f) refusing to engage in improper inducements for patient referrals;
- (g) participating in such emergency service coverage or consultation panels as may be determined by the Clinical Staff Executive Committee; and
- (h) complying with federal and state laws regarding the treatment of patients with emergency medical conditions in all Medical Center inpatient and outpatient facilities.

3.4.2 Supervision of Graduate Medical Education Participants

The Clinical Staff shall supervise participants in the Graduate Medical Education program in the performance of clinical activities within the Medical Center. Such supervision requirements are contained in the Clinical Staff Rules and Regulations, the Housestaff Manual and applicable Medical Center and Departmental policies.

3.4.3 Other Member Responsibilities

Additional responsibilities of Members may include, as appropriate:

- (a) abiding by the ethical principles of the Virginia Board of Medicine, the Medical Society of Virginia, the American Medical Association, or the applicable professional associations of dentists, podiatrists, and psychologists, as appropriate;
- (b) engaging in conduct that is professional, cooperative, respectful and courteous of others and is consistent with and reinforcing of the missions of the Medical Center;
- (c) participating in any Clinical Staff approved educational programs for medical students, Residents, Members, non-Members, nurses, Allied Health Professionals, and other Medical Center personnel;

- (d) attending meetings of the Clinical Staff, Department, Division, as applicable, and committees to which a Member has been appointed, as required; and
- (e) participating in recognized functions of Clinical Staff appointment, including quality improvement, peer review and other monitoring activities and discharging other Clinical Staff functions as may be required from time to time by the Department Chair, the Clinical Staff, the Clinical Staff Executive Committee or the MCOB.

3.5 Attending Clinical Staff Members

3.5.1 Qualifications

The Attending Clinical Staff shall consist of Physicians, Dentists, Podiatrists, and Ph.D. Clinical Psychologists, each of whom:

- (a) documents relevant training or experience, current licensure, current competence and ability to perform the privileges requested and demonstrates clinical ability and physical and mental health, all so as to demonstrate to the satisfaction of the Clinical Staff and the MCOB that each is professionally and ethically competent and that patients treated by him or her can reasonably expect to receive quality medical care;
- (b) adheres strictly to the ethics of his or her profession, works cooperatively with others with sufficient adequacy to satisfy the Clinical Staff Executive Committee and MCOB that operational and/or clinical activities of the Medical Center will not be interrupted, and is willing to participate in the discharge of Clinical Staff responsibilities;
- (c) is licensed by the appropriate Commonwealth of Virginia licensing board for his or her profession, and has obtained a controlled substances registration from the DEA unless not required for the scope of professional practice of the Attending Member;
- (d) is appointed a member of the full-time or part-time faculty of the School of Medicine;
- (e) has been granted Clinical Privileges in accordance with Articles V and VI of these Bylaws and the Credentials Manual;
- (f) has and maintains professional liability insurance coverage or self-insurance plan in an amount satisfactory to the MCOB, as established by resolution from time to time;
- (g) is appointed to an appropriate clinical Department; and

- (h) if a Physician, is board certified as required by Medical Center policy.

3.5.2 Prerogatives

The prerogatives of an Attending Clinical Staff Member shall be to:

- (a) participate fully in the care of patients, educational activities and research facilities, within the scope of his or her delineated Clinical Privileges;
- (b) admit patients to the Medical Center inpatient facilities within the scope of his or her delineated Clinical Privileges;
- (c) exercise Clinical Privileges as granted in accordance with these Bylaws and the Credentials Manual, except as otherwise provided in these Bylaws, the Credentials Manual or by specific privilege restriction;
- (d) vote on all matters presented at general and special meetings of the Clinical Staff, and of the Department and/or Division and committees to which the Member is appointed;
- (e) hold Clinical Staff office; and
- (f) attend Clinical Staff, Department, and as applicable, Division meetings and serve on Clinical Staff Committees.

3.6 Administrative Clinical Staff

3.6.1 Qualifications

The Administrative Clinical Staff shall consist of Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists, and Ph.D. Clinical Pathologists, each of whom is appointed by the Dean and the Chief Executive Officer to participate in the management of the Medical Center but has no direct patient care responsibilities.

3.6.2 Prerogatives

The prerogatives of an Administrative Clinical Staff shall be to:

- (a) vote on all matters presented at general and special meetings of the Clinical Staff, and of the Department and/or Division and Committees to which the Member is appointed, if any; and
- (b) attend Clinical Staff, Department, and as applicable, Division meetings and serve on Clinical Staff Committees.

3.6.3 Limitations

Administrative Clinical Staff Members shall not (i) be granted or exercise Clinical Privileges, (ii) attend or admit patients to Medical Center facilities, or (iii) hold office in the Clinical Staff.

3.7 Honorary Clinical Staff

3.7.1 Qualifications

The Honorary Clinical Staff shall consist of Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists and Ph.D. Clinical Pathologists, each of whom is a former Member of the Clinical Staff who has retired from practice and has been nominated to be an Honorary Member by the current Chair of the Department in which the person practiced or by the Dean in recognition of his or her noteworthy contributions to the Medical Center; and

- (a) was a member in good standing of the Clinical Staff at the time of his or her retirement or withdrawal from practice; and
- (b) continues to adhere strictly to the ethics of his or her profession.

3.7.2 Prerogatives

Honorary Clinical Staff may:

- (a) attend Clinical Staff, Department and as applicable, Division meetings but they are not required to do so; and
- (b) serve on Clinical Staff Committees.

3.7.3 Limitations

Honorary Clinical Staff Members shall not (i) be granted or exercise Clinical Privileges, (ii) attend or admit patients to Medical Center facilities, (iii) vote or (iv) hold office in the Clinical Staff.

3.8 Ph.D. Clinical Pathologist Staff

3.8.1 Qualifications

The Ph.D. Clinical Pathologist Staff shall consist of Pathologists who hold a faculty appointment in the School of Medicine and who may, because of scientific skills, contribute to patient care, education or research and each of whom:

- (a) documents relevant training or experience, current competence, and physical and mental health, all so as to demonstrate to the satisfaction of the Clinical Staff and the MCOB that each is professionally and ethically competent;
- (b) adheres strictly to the ethics of his or her profession, works cooperatively with others with sufficient adequacy to satisfy the Clinical Staff Executive Committee and MCOB that operational and clinical activities of the Medical Center will not be disrupted, and is willing to participate in the discharge of Clinical Staff responsibilities;
- (c) is appointed a member of the full-time or part-time faculty of the School of Medicine;
- (d) has been granted clinical privileges in accordance with Articles V and VI of these Bylaws and the Credentials Manual;
- (e) has and maintains professional liability insurance coverage or self-insurance plan in an amount satisfactory to the MCOB, as established by resolution from time to time; and
- (f) is appointed to the Department of Pathology.

3.8.2 Prerogatives

The prerogatives of the Ph.D. Clinical Pathologist Staff Members shall be to:

- (a) advise Attending Members regarding patient care;
- (b) exercise Clinical Privileges as granted in accordance with these Bylaws and the Credentials Manual, except as otherwise provided in these Bylaws, the Credentials Manual or by specific privilege restriction;
- (c) participate in educational activities and research facilities;
- (d) vote on all matters presented at general and special meetings of the Clinical Staff, and of the Department and/or Division and Committees to which the Member is appointed; and
- (e) attend Clinical Staff, Department and, as applicable, Division meetings and serve on Clinical Staff Committees.

3.8.3. Limitations

Ph.D. Clinical Pathologist Staff Members shall not (i) attend or admit patients to Medical Center facilities, or (ii) hold office in the Clinical Staff.

3.9 Other Healthcare Professionals

Other healthcare professionals not described above may not be Members of the Clinical Staff.

3.9.1 Non-Members

Non-Members are Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists or Ph.D. Clinical Pathologists who are not Members of Clinical Staff but who are granted privileges to provide patient care in the Medical Center from time to time as provided in these Bylaws and in the Credentials Manual. Non-Members shall have Clinical Privileges as provided in Article V and the Credentials Manual. Non-Members shall have none of the rights conferred on Members in these Bylaws, including but not limited to those provided in Articles VII and VIII hereof, but shall be required to follow policies and procedures of the Medical Center and the Clinical Departments for patient care.

3.9.2 Housestaff

Housestaff, as defined in Article I of these Bylaws, are privileged by the Medical Center under a separate process specified in the Housestaff Manual and are not governed by these Bylaws. Housestaff shall be required to follow policies and procedures of the Medical Center and the clinical Departments both for medical training and patient care. Department Chairs must delineate the specific procedures and activities for which the Resident is qualified and provide documentation of Departmental review and assessment that supports the delineation of specific procedures and activities.

3.9.3 Allied Health Professionals

Allied Health Professionals, as defined in Article I of these Bylaws, are privileged under a separate process that is specified in the Allied Health Professionals Manual. Allied Health Professionals are not governed by these Bylaws. All Allied Health Professionals working for or in the Medical Center shall be required to follow policies and procedures of the Medical Center.

ARTICLE IV PROCEDURES FOR MEMBERSHIP

4.1 Procedure for Attending Clinical Staff Membership

In order to become an Attending Member of the Clinical Staff, the individual Physician, Dentist, Podiatrist, or Ph.D. Clinical Psychologist shall follow the applicable procedure in effect from time to time for obtaining an appointment as a Clinical Faculty Member in the School of Medicine, satisfy the criteria set forth in Article III of these Bylaws for an Attending Member and follow the procedure for obtaining Clinical Privileges as provided in these Bylaws and the Credentials Manual, all as verified by the Clinical Staff Office. The Dean and the applicable Department Chair shall jointly make the request in writing to the Clinical Staff Office for an

individual to be appointed or reappointed as an Attending Member in accordance with Article VI of these Bylaws.

4.2 Procedure for Administrative Clinical Staff Membership

The Clinical Staff Executive Committee shall approve the appointment of any person selected by the Chief Executive Officer or the Dean to be an Administrative Member.

4.3 Procedure for Honorary Clinical Staff Membership

In order to become an Honorary Member of the Clinical Staff, the individual who satisfies the criteria set forth in Article III of these Bylaws shall be nominated by his or her former Chair or the Dean and approved by the Clinical Staff Executive Committee.

4.4 Procedure for the Ph.D. Clinical Pathologist Staff Membership

In order to become a Ph.D. Clinical Pathologist Staff Member of the Clinical Staff, the Ph.D. Clinical Pathologist shall follow the applicable procedure in effect from time to time for obtaining an appointment as a Clinical Faculty Member in the Department of Pathology in the School of Medicine and satisfy the criteria set forth in Article III of these Bylaws for a Ph.D. Clinical Pathologist Staff Member, as verified by the Clinical Staff Office. The Dean and the Chair of the Department of Pathology shall jointly make the request in writing to the Clinical Staff Office for an individual to be appointed or reappointed as a Ph.D. Clinical Pathologist Staff Member in accordance with Article VI of these Bylaws.

4.5 Cessation of Membership

Membership in the Clinical Staff shall cease automatically when the individual no longer meets the criteria set forth in these Bylaws, including failure to be reappointed to the faculty of the School of Medicine (excluding Honorary Members) or resignation or termination from the School of Medicine (excluding Honorary Members).

ARTICLE V CATEGORIES OF CLINICAL PRIVILEGES

5.1 Exercise of Clinical Privileges

Every Member shall, in connection with such membership, be entitled to exercise only those delineated Clinical Privileges specifically granted by the Credentials Committee and approved by the Clinical Staff Executive Committee and the MCOB, except as provided in Sections 5.7 and 5.8 of this Article V. Every Non-Member shall be entitled to exercise only those delineated Clinical Privileges specifically granted by the Credentials Committee and approved by the Clinical Staff Executive Committee and the MCOB, except as provided in Sections 5.7 and 5.8 of this Article V.

5.2 Delineation of Privileges

Every application for Clinical Staff appointment or reappointment (excluding Administrative and Honorary Members) and every request for Clinical Privileges must contain a request for the specific Clinical Privileges desired by the Applicant. The evaluation of such request shall be based upon the Applicant's education, training, experience, demonstrated competence, references and other relevant information, including an appraisal by the clinical Department in which such privileges are sought. The specific procedures set forth in these Bylaws and the Credentials Manual shall be followed throughout the appointment and reappointment process.

5.3 Privileges for Attending Staff and Ph.D. Clinical Pathologist Staff

Attending Staff and Ph.D. Clinical Pathologist Staff must have Clinical Privileges as more specifically provided in the Credentials Manual.

5.4 Privileges for Non-Members

Non-Members who desire to practice in the Medical Center may be granted limited privileges only as specifically permitted by the Credentials Manual and must fall within one of the following categories: Consulting Privileges or Visiting Privileges.

5.5 Consulting Privileges

5.5.1 Description

Non-Members who may be granted Consulting Privileges shall consist of Physicians, Dentists, Podiatrists, and Ph.D. Clinical Psychologists who will participate in patient care activities at the Medical Center at the request of an Attending Member of the Clinical Staff, each of whom shall provide information and documentation as may be required by the Credentials Manual from time to time.

5.5.2 Prerogatives

The prerogatives of the Non-Member with Consulting Privileges shall be to consult regarding care to patients at the request of an Attending Member and only as specifically delineated in his or her Clinical Privileges.

5.5.3 Limitations

The Non-Member with Consulting Privileges shall not (i) admit patients to an inpatient facility of the Medical Center, (ii) vote, (iii) hold Clinical Staff office or (iv) participate on Clinical Staff Committees.

5.6 Visiting Privileges

5.6.1 Description

Non-Members who may be granted Visiting Privileges shall consist of Physicians, Dentists, Podiatrists, and Ph.D. Clinical Psychologists who will participate in patient care activities in the Medical Center for a time-limited period at the request of an Attending Member of the Clinical Staff, with the support of his or her Chair, each of whom shall provide information and documentation as may be required by the Credentials Manual from time to time.

5.6.2 Prerogatives

The prerogatives of the Non-Member with Visiting Privileges shall be to:

- (a) participate as applicable in the care of patients, educational activities and research facilities, within the scope of his or her delineated Clinical Privileges;
- (b) exercise Clinical Privileges as granted in accordance with these Bylaws and the Credentials Manual, except as otherwise provided in these Bylaws, the Credentials Manual or by specific privilege restriction; and
- (c) attend Clinical Staff, Department and as applicable, Division meetings as invited.

5.6.3 Limitations

The Non-Member with Visiting Privileges shall not (i) vote, (ii) hold Clinical Staff office or (iii) participate on Clinical Staff Committees.

5.7 Temporary Privileges

5.7.1 Circumstances Under Which Temporary Privileges May Be Granted

Temporary Privileges shall be granted in only two (2) circumstances:

- (a) When an important patient care need mandates an immediate authorization to practice, an application for temporary privileges will be considered on a case-by-case basis. These circumstances include situations in which a Member with specific skills and expertise becomes ill or takes a leave of absence and an individual knowledgeable about the area of practice is needed to provide certain services to a patient or when a patient's needs require specific, specialized expertise that no other Member possesses; or
- (b) When the Credentials Committee has recommended that an Applicant with a complete application with no indication of adverse information about the

applicant be granted specific privileges and that recommendation is awaiting review and approval of the Clinical Staff Executive Committee and the MCOB.

5.7.2 Application and Review

- (a) Where urgent patient care needs mandate an immediate authorization to practice, the Chair of the Credentials Committee, with the written concurrence of the Department and the President of the Clinical Staff, may grant Temporary Privileges. Such temporary grant of privileges shall not be made unless the following verifications are present:
 - (i) Letter from the appropriate Department Chair explaining the urgent nature of the situation and the benefit to a patient or patients as a result of immediate authorization;
 - (ii) Copy of current Virginia license;
 - (iii) Listing of delineated privileges requested with appropriate verification of competence to perform each of the specified tasks; and
 - (iv) Proof of current liability coverage, showing coverage limits and dates of coverage.

The Credentials Manual may specify additional verifications required before such Temporary Privileges may be granted.

- (b) Where an Applicant's request for privileges has been approved by the Credentials Committee but the Clinical Staff Executive Committee and the MCOB have not yet approved the recommendation, the Chair of the Credentials Committee may grant Temporary Privileges for not more than one hundred twenty (120) days or until such time as the request is officially approved, whichever time is shorter. No such Temporary Privileges may be granted unless there is:
 - (i) Verification of current licensure, relevant training or experience, current competence, ability to perform the privileges requested, and a certificate of insurance for current liability coverage showing coverage limits and dates of coverage;
 - (ii) Evidence of a completed query to the National Practitioner Data Bank and an analysis of the evaluation of the results of such query; and
 - (iii) The licensure has not been subject to involuntary termination of medical staff membership at another organization and not been subject to involuntary limitation, reduction, denial or loss of Clinical Privileges.

The Credentials Manual may specify additional documentation required before such Temporary Privileges may be granted.

5.7.3 General Conditions

- (a) If granted Temporary Privileges, the Applicant shall act under the supervision of the Department Chair, or his or her designee, to which the Applicant has been assigned, and shall ensure that the Chair, or the Chair's designee, is kept closely informed as to his or her activities within the Medical Center.
- (b) Temporary privileges shall automatically terminate at the end of the designated period, unless earlier terminated by the Credentials Committee upon recommendation of the Department Chair, the President or the Chief Executive Officer, or unless affirmatively renewed following the procedure set forth in Section 6.2.
- (c) Requirements for proctoring and monitoring may be imposed on such terms as may be appropriate under the circumstances upon any Member granted Temporary Privileges by the Chair of the Credentials Committee after consultation with the Department Chair or his or her designee.
- (d) At any time, Temporary Privileges may be terminated by the Clinical Staff Executive Committee with the concurrence of the President. In such cases, the appropriate Department Chair shall assign a Member to assume responsibility for the care of such practitioner's patient(s). The wishes of the patient shall be considered in the choice of a replacement Member.
- (e) A person shall not be entitled to the procedural rights afforded by Article VIII because a request for Temporary Privileges is refused or because all or any portion of Temporary Privileges are terminated or suspended.
- (f) All persons requesting or receiving Temporary Privileges shall be bound by the Bylaws and Rules and Regulations of the Clinical Staff and the policies and procedures of the Medical Center.

5.8 Emergency Privileges

In the case of unpredictable emergencies, including but not limited to those caused by natural disasters and bioterrorism, which has resulted in the activation of the Medical Center Emergency Management Plan, any clinician, to the degree permitted by his or her license and regardless of service or staff status or the lack thereof, shall perform services to save the life of a patient, using every facility of the Medical Center necessary, including the calling of any consultation appropriate or desirable. The Chief Executive Officer, the President of the Clinical Staff or the Chair of the Credentials Committee may grant Emergency Privileges for the period required to supplement normal patient care services during the emergency as more specifically provided in the Credentials Manual. When the emergency situation no longer exists, any such clinician must

apply for the staff privileges necessary to continue to treat the patient(s). In the event such privileges are denied or are not requested, the patient(s) shall be assigned to another Member.

5.9 Leaves of Absence and Inactive Status

Voluntary leaves of absence for Members shall be requested according to the policies set forth in the University of Virginia Faculty Handbook. During the period of leave, or during any period of physical or mental illness or impairment, the individual's membership status shall be inactive and he or she may not exercise Clinical Privileges at the Medical Center until reinstatement of membership in the Clinical Staff.

5.10 Telemedicine Credentialing and Privileging

All Members who diagnose or treat patients via telemedicine link are subject to the credentialing and privileging processes of the organization that receives the telemedicine service, or by the Medical Center in accordance with a written agreement with the organization receiving the telemedicine service.

ARTICLE VI APPOINTMENT AND REAPPOINTMENT

6.1 Procedure for Initial Appointment

When the Dean and a Department Chair have mutually agreed upon a candidate (hereinafter referred to as "Applicant") for his or her Department, the Dean and the Chair jointly shall forward a request for appointment and privileges to the Credentials Committee for an initial period not to exceed one (1) year. All required information and documentation shall be submitted in accordance with the Credentials Manual, including the deadlines set forth therein using the application form or other forms required thereby. The Credentials Committee shall then follow the credentialing procedures set forth in the University of Virginia Credentials Manual including the process related to the information required in an application for initial appointment and the processing of the application. Upon receipt and review of all necessary credentialing documentation, the Credentials Committee shall recommend to the Clinical Staff Executive Committee that such Applicant should either be granted or denied initial privileges in the Medical Center. The Clinical Staff Executive Committee shall then review the Credentials Committee's recommendation and all applicable documentation. If the Credentials Committee and the Clinical Staff Executive Committee are both in favor of granting privileges to the Applicant, the favorable recommendation shall be forwarded to the MCOB for final action.

6.2 Provisional Status

Initial appointments and all initially granted Clinical Privileges for Attending and Ph.D. Clinical Pathologist Staff shall be provisional for a period of one year. During this provisional period, the individual's performance and clinical competence shall be observed and evaluated by the Chair, Division Chief, or designee of the applicable Department. If at the end of the year the Attending or Ph.D. Clinical Pathologist Staff satisfies the requirements to become an active Member as

more specifically provided in these Bylaws and the Credentials Manual, the provisional status ceases. If at the end of the year the Attending or Ph.D. Clinical Pathologist Staff does not satisfy the requirements to become an active Member as required by these Bylaws and the Credentials Manual, then membership in the Clinical Staff and Clinical Privileges for that individual shall cease. Failure to achieve active status from provisional status shall not give rise to the procedural rights, afforded by Article VIII of these Bylaws.

6.3 Procedure for Reappointment

Periodic redetermination of Clinical Privileges for Attending and Ph.D. Clinical Staff Members, and the increase or curtailment of same, shall be based upon the reappointment procedures set forth in the Credentials Manual, including deadlines for submission of information and documentation and the forms required thereby. Criteria to be considered at the time of reappointment include specific information derived from the Department's direct observation of care provided, review of records of patients treated in this or other medical centers, review of the records of the Departmental Clinical Staff as compared to the records of the particular Member and an appropriate comparison of the performance of the Member with his or her professional colleagues in the Department. If a Member chooses not to seek reappointment or renew privileges, the procedures set forth in Articles VII and VIII shall not apply.

6.4 Active Status

An Attending or Ph.D. Clinical Pathologist Staff Member may become an active Member with Clinical Privileges upon the satisfactory conclusion of provisional status as provided in these Bylaws and the Credentials Manual, which appointment shall be for no more than two (2) years at a time and as more specifically provided in the Credentials Manual.

6.5 Change in Qualification

If during the course of any period of appointment, the qualifications of the Member change, or the Department learns of Adverse Action taken by an official licensing or certification body or Medicare or Medicaid, then those changes in qualification or Adverse Action must be reported to the Member's Department Chair and the Credentials Committee who will review the information and determine whether the Member's privileges should be revoked, revised, or suspended. If privileges are reduced, the Member shall be entitled to a hearing pursuant to Article VIII below.

6.6 Additional Clinical Privileges

Applications for additional Clinical Privileges must be in writing. All such applications shall be submitted on a form prescribed by the Credentials Committee upon which the type of Clinical Privileges desired and the Member's relevant recent training and/or experience are set out. Additionally, all such written requests must be accompanied by a statement of support or disagreement from the Department Chair and with factual information from the Department specifying a comparison of the Member's skill and training with that of other similarly credentialed Members. Such applications shall be processed in the same manner as applications for initial appointment.

6.7 Burden of Producing Information

In connection with all applications for appointment of membership and for Clinical Privileges, the Applicant shall have the burden of producing information for an adequate evaluation of the Applicant's qualifications and suitability for the Clinical Privileges requested, of resolving any reasonable doubts about these matters, and of satisfying requests for information. This burden may include submission to a medical or psychological examination, at the Applicant's expense, if deemed appropriate by the Clinical Staff Executive Committee, which may select the examining physician. The Applicant or Member has a duty to advise the Credentials Committee, within fifteen (15) days, of any change with respect to information previously submitted by him or her related to his or her credentials. The Applicant's failure to sustain these duties shall be grounds for denial of the application or termination of a Member's Clinical Staff membership and a Member or Non-Member's Clinical Privileges.

6.8 Acknowledgment of Applicant

Each Applicant shall sign and specifically acknowledge his or her agreement:

- (a) to provide appropriate continuous care and supervision of his or her patients;
- (b) to abide by the Clinical Staff Bylaws, Clinical Staff Rules and Regulations, the Medical Center Policy Manual, the Code of Conduct and all other rules, regulations or policies applicable to the Clinical Staff or to Non-Members;
- (c) to participate in quality improvement and peer review activities of the Medical Center and to accept committee assignments, as applicable;
- (d) to release from liability, to the fullest extent permitted by law, all persons for their acts performed in connection with investigating and evaluating the Applicant;
- (e) to submit to a mental or physical health examination as requested by the Clinical Staff Executive Committee; and
- (f) to abide by the other requirements in the Credentials Manual, including the requirements contained in the Appointment Acceptance Form, as such may be amended from time to time.

ARTICLE VII CORRECTIVE ACTION FOR MEMBERS

7.1 Criteria for Initiation

A Member's Clinical Privileges may be reduced, suspended or terminated for activities or professional conduct considered to be lower than the standards of the Medical Center and the Clinical Staff, or to be disruptive to operations of the Medical Center, or for violation of these

Bylaws, directives of the Clinical Staff Executive Committee or the MCOB, the Code of Conduct, the Rules and Regulations, or policies or procedures of the Medical Center or the applicable Clinical Department. Any person may provide information to a Department Chair, the Clinical Staff Executive Committee, the Chief Executive Officer, the Dean, the Senior Associate Dean for Clinical Affairs, the President, the President-elect, the MCOB or any member of the administration of the Medical Center about the conduct, performance, or competence of any Member. A request for initiation of investigation or action against such Member shall be made by written request from any other Member, including the President, or from the Chief Executive Officer. Upon receipt of a written request for investigation or action, the individual or entity that received such request shall immediately forward the matter to the Credentials Committee for investigation when the information provided indicates that such Member may have exhibited acts, demeanor, or conduct reasonably likely to be: (a) detrimental to patient safety or to the delivery of quality patient care; (b) unethical; (c) contrary to the Medical Center's policies and procedures, these Bylaws, the Rules and Regulations, or the Code of Conduct; (d) disruptive to the operation of the Medical Center; (e) below applicable professional standards; or (f) the result of impairment of the Member by reason of illness, use of drugs, narcotics, alcohol, chemicals or other substances or as a result of any physical or mental condition.

A copy of the written request for initiation also shall be provided to the affected Member and to the affected Member's Department Chair. If the Member exhibiting the behaviors listed above is a Department Chair, the Credentials Committee shall provide a copy of the request for initiation of investigation to the Dean.

7.2 Initiating Evaluation and/or Investigation of Possible Impairing Conditions

At any time, a Department Chair, the President, the Chief Executive Officer, the Dean or the Chair of the Credentials Committee may request that a Member undergo a physical and/or mental examination(s) by one or more qualified practitioners of the Member's choice who are acceptable to the person or entity making the request. If no mutually acceptable examining qualified practitioner is agreed upon within ten (10) days of the initial request, the President or the President-elect in the absence of the President shall designate such practitioner(s). If the Member refuses to undergo the examination, his/her Clinical Privileges shall be automatically terminated and there shall be no further consideration of continued privileges until the examination is performed. The Member shall authorize the qualified practitioner(s) to submit reports of the evaluation(s) to the Chair of the Credentials Committee, the Department Chair, the President, the Chief Executive Officer, the Dean and the person or entity requesting the examination(s). Any time limit for action by the Credentials Committee, as specified in Section 7.3 below, shall be extended for the number of days from the request for the examination(s) to the receipt of the examination report(s).

The MCOB and the Clinical Staff Executive Committee recognize the need to assist Members regarding their physical and mental health issues as well as to protect patients from harm. Accordingly, upon the recommendation of the Department Chair, the President, the Dean or the Chief Executive Officer, or on its own initiative, the Credentials Committee shall investigate any Member who appears to suffer from a potentially impairing condition. Any such Member is

encouraged to seek assistance from UVA Workmed and the Employee Assistance Program or any successor program thereto.

The purpose of the evaluation and investigation process concerning potential impairing conditions is to protect patients and to aid the Member in retaining or regaining optimal professional functioning. If the Member in question seeks such assistance, the Credentials Committee shall report to the Clinical Staff Executive Committee that he/she is voluntarily seeking treatment and has agreed to appropriate monitoring.

If at any time during the diagnosis, treatment, or rehabilitation phase of the process it is determined that a Member is unable to safely perform the Clinical Privileges he or she has been granted, the Credentials Committee shall proceed in accordance with Sections 7.3 or 7.4, as appropriate, below. Additionally, the Credentials Committee shall strictly adhere to any state or federal statutes or regulations containing mandatory reporting requirements.

7.3 Initiating Evaluation and Recommendation for Corrective Action

7.3.1 Investigation

Upon receipt of the request for initiation of corrective action, the Credentials Committee shall conduct a thorough investigation of the Member in question. The Member shall be notified in writing that an investigation is being conducted. The Member shall provide to the Credentials Committee all available information that it requests. Failure to provide such requested information will itself be considered grounds for corrective action. The Credentials Committee may, but is not obligated to, review medical files or other documents and conduct interviews with witnesses; however, such investigation shall not constitute a “hearing” as that term is used in Article VIII, nor shall the procedural rules with respect to hearings or appeals apply. The Credentials Committee may, in its sole discretion, request an interview with the Member under investigation and, during such interview, question the Member about matters under investigation. A record of such interview shall be made by the Credentials Committee. Within thirty (30) days of the receipt of the request for initiation of investigation, the Credentials Committee shall submit the recorded interview along with the report of the Committee’s recommendations to the Clinical Staff Executive Committee and the Chair of the Department in which the Member being investigated practices.

7.3.2 Recommendation

The Credentials Committee’s written recommendation to the Clinical Staff Executive Committee of action to be taken on the matter may include, without limitation:

- (a) determining that no further action is necessary on the matter;
- (b) issuing a warning, a letter of admonition, or a letter of reprimand;
- (c) recommending terms of probation or requirements of consultation;

- (d) recommending reduction, suspension or revocation of Clinical Privileges in accordance with Sections 7.4 and 7.5 herein;
- (e) recommending reduction of Clinical Staff category or limitation of any Staff prerogatives directly related to patient care;
- (f) recommending suspension or revocation of Clinical Staff membership;
- (g) recommending concurrent or retrospective monitoring;
- (h) requiring additional training;
- (i) requiring evaluation by a physician assessment organization or individual; or
- (j) requiring a proctor for all procedures.

Any corrective action in accordance with subsections (c) through (f) of this Section shall entitle the Member to the procedural rights provided in Article VIII of these Bylaws.

7.4 Summary Suspension

Whenever a Member's conduct reasonably appears to pose an imminent threat that requires that immediate action be taken to protect the health, life or well-being of patients or prospective patients, or any other person in or associated with the Medical Center, or whenever a Member's conduct reasonably appears to pose a substantial likelihood of harm to the life, health and safety of any patient or prospective patient, or the Member refuses to follow the policies, rules and regulations of the Clinical Staff and/or the Medical Center, the President, the Chair of the Credentials Committee, or the Chief Executive Officer may summarily restrict or suspend the Clinical Staff membership or Clinical Privileges of such Member. Unless otherwise stated, such summary suspension shall become effective immediately upon imposition, and the person responsible shall promptly give written notice of the suspension or restriction to the Member in question, the MCOB and the Clinical Staff Executive Committee. The summary restriction or suspension shall be limited in duration and shall remain in effect for the period stated or, if not so limited, shall remain in effect until resolved by the procedures specified in Article VIII. Unless otherwise indicated by the terms of the summary restriction or suspension, the President or his/her designee shall assign the patients of the Member in question to another Member.

Within ten (10) working of such suspension, a meeting of the Clinical Staff Executive Committee shall be convened to review and consider the action; provided, however, that the Clinical Staff Executive Committee may extend the period of review for good cause. Upon request, the Member may attend and make a statement concerning the issues under investigation, on such terms and conditions as the Clinical Staff Executive Committee may impose, although in no event shall any meeting of the Clinical Staff Executive Committee, with or without the Member, constitute a "hearing" within the meaning of Article VIII, nor shall any procedural rules apply except those adopted by the Clinical Staff Executive Committee. The Member's

failure without good cause to attend any Clinical Staff Executive Committee meeting upon request shall constitute a waiver of his or her rights under Article VIII. The Clinical Staff Executive Committee may modify, continue, or terminate the summary restriction or suspension, but in any event it shall furnish the Member with notice of its decision.

Unless the Clinical Staff Executive Committee terminates the summary restriction or suspension within ten (10) working days of such restriction or suspension, the Member shall be entitled to the procedural rights afforded by Article VIII of these Bylaws.

7.5 Automatic Suspension

In the following instances, the Member's privileges or Clinical Staff membership may be automatically suspended or limited, as specifically described by the President, the Chair of the Credentials Committee or the Chief Executive Officer:

7.5.1 Change in Licensure

7.5.1.1 Revocation or Suspension

Whenever a Member's license authorizing practice in the Commonwealth of Virginia is revoked or suspended by the applicable health regulatory board, Clinical Staff membership and Clinical Privileges shall be automatically revoked or suspended as of the date such action becomes effective.

7.5.1.2 Probation and Other Restriction

If a Member's license authorizing practice in the Commonwealth of Virginia is placed on probation by the applicable health regulatory board, his or her membership status and Clinical Privileges shall automatically become subject to the same terms and conditions of the probation as of the date such action becomes effective and throughout its duration.

Whenever a Member's license authorizing practice in the Commonwealth of Virginia is limited or restricted by the applicable health regulatory board, any Clinical Privileges that the Member has been granted by the Medical Center that are within the scope of such limitation or restriction shall be automatically limited or restricted in a similar manner, as of the date such licensing or certifying authority's action becomes effective and throughout its duration.

7.5.2 Change in DEA Certificate Status

7.5.2.1 Revocation or Suspension

If a Member's DEA certificate is revoked, limited, or suspended, the Member in question shall automatically and correspondingly be divested of the right to

prescribe medications covered by the certificate as of the date such action becomes effective and throughout its term.

7.5.2.2 Probation

If a Member's DEA certificate is subject to probation, the Member's right to prescribe such medications automatically shall become subject to the same terms of the probation, as of the date such action becomes effective and throughout its term.

7.5.3 Lack of Required Professional Liability Insurance

Failure to maintain professional liability insurance in amounts and of a type required by the MCOB, as such amounts shall be defined from time to time, shall be a basis for automatic suspension of such Member's Clinical Privileges. If within 30 days after written warnings of such delinquency, the Member does not provide evidence of the required professional liability insurance, such Member's membership shall be automatically terminated.

7.5.4 Federal Program Exclusion

If a Member is convicted of a crime pursuant to the Medicare and Medicaid Protection Act of 1987, Pub. L. 100-93, or a crime related to the provision of health care items or services for which one may be excluded under 42 U.S.C. Section 1320a7(a), or is suspended, excluded, debarred or otherwise declared ineligible to participate in Medicare or Medicaid or other federal or state health care or other programs, such Member's membership and Clinical Privileges shall be automatically suspended as of the date such conviction or action with respect to the Medicare or Medicaid federal program becomes effective.

7.5.5 Loss of Faculty Appointment

If a Member's faculty appointment in the School of Medicine is terminated for any reason or for any length of time, his/her membership and Clinical Privileges within the Medical Center shall be automatically revoked or suspended as of the date such loss of faculty appointment becomes effective. Loss of faculty appointment shall not give rise to a hearing under Article VIII as such appointment is a prerequisite to membership. Due process procedures applicable to contesting the loss of a faculty appointment are set forth in the University of Virginia Faculty Handbook.

7.5.6 Article VIII Inapplicable

When a Member's privileges or membership is restricted pursuant to any of the circumstances set out in Section 7.5 above, the hearing and appeal rights of Article VIII shall not apply and the action shall be effective for the time specified. If the Member

believes that any such automatic restriction of privileges is the result of an error, the Member may request a meeting with the Clinical Staff Executive Committee.

ARTICLE VIII HEARING AND APPELLATE REVIEW FOR MEMBERS

8.1 General Provisions

8.1.1 Right to Hearing and Appellate Review

- (a) When any Member receives notice of a recommendation of the Credentials Committee that, if approved by the Clinical Staff Executive Committee and the MCOB, will adversely affect his or her appointment to or status as a Member or his or her exercise of Clinical Privileges, he or she shall be entitled to a hearing before a hearing committee appointed by the Clinical Staff Executive Committee. If the recommendation of the Clinical Staff Executive Committee following such hearing is still adverse to the affected Member, he or she shall then be entitled to an appellate review by the MCOB or a committee appointed by the Chair of the MCOB, before the MCOB makes a final decision on the matter. Such review shall be made based on the evidentiary record, unless the MCOB or the committee appointed by the MCOB to hear the appeal requests additional information.
- (b) All hearings and appellate reviews shall be in accordance with the procedural safeguards set forth in Article VIII to assure that the affected Member is accorded all rights to which he or she is entitled.

8.1.2 Exhaustion of Remedies

If Adverse Action described in Section 8.2 is taken or recommended, the Applicant or Member must exhaust the remedies afforded by these Bylaws before resorting to legal action. For purposes of Article VIII, the term “Member” may include “Applicant”, as appropriate under the circumstances.

8.2 Grounds For Hearing

Except as otherwise specified in these Bylaws, the following recommended actions or actions shall be deemed Adverse Actions and constitute grounds for a hearing, if such action is based on professional conduct, professional competence, or character:

- (a) denial of Clinical Staff Membership;
- (b) denial of Clinical Staff reappointment (excluding failure to obtain active status following provisional status);
- (c) suspension of Clinical Staff Membership;

- (d) revocation of Clinical Staff Membership;
- (e) denial of requested Clinical Privileges (excluding Temporary Privileges) for a Member;
- (f) involuntary reduction of current Clinical Privileges (excluding Temporary Privileges) for a Member;
- (g) suspension of Clinical Privileges (excluding Temporary Privileges) for a Member; or
- (h) termination of all Clinical Privileges (excluding Temporary Privileges and excluding loss of faculty appointment) for a Member.

However, actions described above in this Section that are the result of automatic suspension imposed pursuant to Section 7.5 of these Bylaws, shall not be considered an Adverse Action for purposes of Article VIII.

8.3 Requests For Hearing; Waiver

8.3.1 Notice of Proposed Action

In all cases in which a recommendation has been made as set forth in Section 8.2, the Chair or Vice Chair of the Credentials Committee shall send a Member affected by an Adverse Action written notice of (a) his or her right to a hearing if requested by him or her within thirty (30) days of the notice, (b) clear and concise reasons for the Adverse Action recommended, including the acts or omissions with which the Member is charged and a list of the medical charts in question, if applicable, and (c) his or her rights at such a hearing, including the hearing procedures described in Section 8.4. Such notice shall be sent by personal delivery or certified mail, return receipt requested.

8.3.2 Request for Hearing

The Member shall have thirty (30) days following receipt of notice of such action to request a hearing. The request shall be in writing addressed to the Chair of the Credentials Committee who shall transmit a copy to the Clinical Staff Executive Committee and to the MCOB. Unless the Member is under summary suspension, he or she shall retain existing rights and privileges until all steps provided for in Sections 8.4 through 8.4.8 of Article VIII of these Bylaws below have concluded. If, however, the Member's reappointment term has lapsed, the Member's membership and privileges shall be suspended unless (i) the Clinical Staff Executive Committee extends the reappointment until the hearing is concluded, or (ii) the Member is reappointed according to final action by the MCOB.

8.3.3 Waiver of Hearing

In the event the Member does not request a hearing within the time and manner described, the Member shall be deemed to have waived any right to a hearing and

accepted the recommendation involved. The recommendation of the Credentials Committee shall then become final and effective as to the Member when it is approved by the Clinical Staff Executive Committee and the MCOB.

8.3.4 Notice of Time, Place and Procedures for Hearing

Upon receipt of a request for hearing, the Chair of the Clinical Staff Executive Committee shall schedule a hearing and give notice to the Member of the time, place and date of the hearing. Each party shall provide the other with a list of witnesses within fifteen (15) days of the hearing date, unless both parties agree otherwise. Witness lists shall be finalized no later than five (5) working days before the hearing. Unless extended by the Chair of the Hearing Entity, described in Section 8.3.5 below, the date of the commencement of the hearing shall be not less than thirty (30) days, nor more than ninety (90) days from the date of receipt of the request for a hearing; provided, however, that when the request is received from a Member who is under summary suspension, the hearing shall be held as soon as the arrangements may reasonably be made and provided further that the parties may agree to a mutually convenient date beyond the ninety (90) day period.

8.3.5 Hearing Entity

The Clinical Staff Executive Committee may, in its sole discretion, direct that the hearing be held: (1) before a panel of no fewer than five (5) Members who are appointed by the Clinical Staff Executive Committee and are not in direct economic competition with the Member involved, or (2) by an independent peer review panel from outside the Medical Center whose members are not in direct economic competition with the Member involved, or (3) a panel consisting of a combination of (1) and (2). Each type of panel described in the preceding sentence shall be referred to hereinafter as the "Hearing Entity." Knowledge of the matter involved shall not preclude a Clinical Staff Member from serving as a member of the Hearing Entity; however each member must certify at the time of appointment and also on the record at the hearing that any prior knowledge he or she may have does not preclude rendering a fair and impartial decision. The Clinical Staff Executive Committee shall designate the chair of the Hearing Entity. At least three-quarters of the members of the Hearing Entity shall be present when the hearing takes place and no member may vote by proxy.

8.3.6 Failure to Attend and Proceed

Failure without good cause of the affected Member to personally attend and proceed at such a hearing shall be deemed to constitute voluntary acceptance of the recommendations involved and his or her request for a hearing shall be deemed to have been withdrawn.

8.3.7 Postponements and Extensions

Once a request for hearing is initiated, postponements and extensions of time beyond the times permitted in these Bylaws may be permitted by the Hearing Entity, or its chairperson, acting upon its behalf. Such decisions are solely within the discretion of the Hearing Entity or its chairperson and may only be granted for good cause.

8.4 Hearing Procedure

8.4.1 Representation

The hearings provided for in these Bylaws are for the purpose of intra-professional resolution of matters bearing on professional conduct, professional competency or character. If requested by either the affected Member or the Credentials Committee in accordance with Section 8.4.2, however, both sides may be represented by legal counsel. The Hearing Entity shall have sole discretion to determine the role of attorneys, if any, present at the hearing, including, but not limited to, determinations whether the attorneys shall be allowed to speak on behalf of the person or entity he or she represents, or whether the attorney shall be limited to advising the person or entity he or she represents. In the absence of a request for legal counsel, the affected Member shall be entitled to be accompanied by and represented at the hearing only by a Member who is not also an attorney, and the Credentials Committee may appoint a representative who is not an attorney to present its recommendation. Nothing herein is intended to deprive the affected Member, Credentials Committee, or the Hearing Entity of the right to legal counsel in preparation for the hearing.

8.4.2 The Hearing Officer

The President may appoint a hearing officer to preside at the hearing. In the sole discretion of the President, the hearing officer may be an attorney qualified to preside over a quasi-judicial hearing. The hearing officer shall strive to assure that all participants in the hearing have a reasonable opportunity to be heard and to present relevant oral and documentary evidence in an efficient and expeditious manner, and that proper decorum is maintained. The hearing officer shall be entitled to determine the order of or procedure for presenting evidence and argument during the hearing and shall have the authority and discretion to make all rulings on questions that pertain to matters of law, procedure, or the admissibility of evidence. If the hearing officer determines that either side in a hearing is not proceeding in an efficient and expeditious manner, the hearing officer may take such discretionary action as seems warranted by the circumstances. If requested by the Hearing Entity, the hearing officer may participate in the deliberations of the Hearing Entity and be an advisor to it, but the hearing officer shall not be entitled to vote.

8.4.3 Record of the Hearing

An official reporter shall be present to make a record of the hearing proceedings. The cost of attendance of the reporter shall be borne by the Medical Center, but the cost of the transcript, if any, shall be borne by the party requesting it.

8.4.4 Rights of the Parties

Within reasonable limitations imposed by the hearing officer, the Credentials Committee, the Hearing Entity and the affected Member may call and examine witnesses for relevant testimony, introduce relevant exhibits or other documents, cross-examine or impeach witnesses who have testified orally on any matter relevant to the issues and otherwise rebut evidence. The Member may be called by the Credentials Committee or the Hearing Entity, as appropriate, and be examined as if under cross-examination.

- (a) Burden of Proof. The Credentials Committee shall appoint one of its members to represent it at the hearing, to present facts in support of its adverse recommendation and to examine witnesses. Where the issue concerns the denial of initial Clinical Staff membership, it shall be the obligation of the affected practitioner to present appropriate evidence in support of his or her application, but the Credentials Committee representative shall then be responsible for showing that evidence exists to support the decision and that the Credentials Committee appropriately exercised its authority under these Bylaws and other applicable rules or regulations of the Medical Center. In all other situations outlined in Section 8.2 above, it shall be the obligation of the Credentials Committee representative to present appropriate evidence in support of the adverse recommendation, but the affected Member shall then be responsible for supporting his or her challenge to the adverse recommendation by providing appropriate evidence showing that the grounds for the decision lacked support in fact or that such grounds or action based upon such grounds is either arbitrary or capricious.
- (b) Written Statement. Each party shall have the right to submit a written statement at the close of the hearing.
- (c) Written Decision. Upon completion of the hearing, the affected Member shall be informed in writing by the Clinical Staff Executive Committee of the recommendation of the Hearing Entity, including a statement of the basis for the recommendation, and shall be informed in writing of the decisions of the Clinical Staff Executive Committee and the MCOB, including a statement of the basis for the decision.

8.4.5 Evidence

Judicial rules of evidence and procedure relating to the conduct of the hearing, examination of witnesses, and presentation of evidence shall not apply to a hearing conducted under Article VIII of these Bylaws. Any relevant evidence, including hearsay,

shall be admitted if it is the sort of evidence on which responsible persons are accustomed to rely in the conduct of serious affairs, regardless of the admissibility of such evidence in a court of law. The Hearing Entity may question the witnesses or call additional witnesses if it deems such action appropriate. At its discretion, the Hearing Entity may request both parties to file written arguments.

8.4.6 Recess and Conclusion

After consultation with the Hearing Entity, the hearing officer may recess the hearing and reconvene the same at such times and intervals as may be reasonable, with due consideration for reaching an expeditious conclusion to the hearing. Upon conclusion of the presentation of oral and documentary evidence and the receipt of any closing written arguments, the hearing shall be closed.

8.4.7 Decision of the Hearing Entity

Within fifteen (15) days after final adjournment of the hearing, the Hearing Entity shall render a decision, which shall be accompanied by a report in writing and shall be delivered to the Clinical Staff Executive Committee. If the affected Member is currently under summary suspension, the Hearing Entity shall render a decision and report to the Clinical Staff Executive Committee within five (5) working days. A copy of the decision shall also be forwarded to the MCOB and the affected Member. The report shall contain a concise statement of the reasons supporting the decision.

8.4.8 Decision of Clinical Staff Executive Committee and MCOB

At its next regularly scheduled meeting, the Clinical Staff Executive Committee shall review the report and decision of the Hearing Entity and shall, within thirty (30) days of such meeting, give notice of its decision to the MCOB and the Member. The Clinical Staff Executive Committee may affirm, modify or reverse the decision of the Hearing Entity.

8.4.9 Time for Appeal

Within ten (10) days after receipt of the decision of the Clinical Staff Executive Committee, the Member may request an appellate review. The decision shall be deemed to have been received by the Member: (a) three days after sent by prepaid, regular mail to the Member's address of record, (b) on the date a certified letter sent to the Member's address of record, return receipt requested, was received, (c) if hand delivered, the time of hand delivery, or (d) the date the decision was communicated orally to the affected Member by the Chair of the Clinical Staff Executive Committee. The request for appellate review must be in writing and shall be delivered to the Chair of the MCOB through the Chief Executive Officer.

8.4.9.1 Waiver of Appeal

If a request for appellate review is not made within such ten (10) day period, the action or recommendation of the Clinical Staff Executive Committee shall be considered at the MCOB's next regularly scheduled meeting. The MCOB may affirm, modify, or reverse the decision of the Clinical Staff Executive Committee. The decision of the MCOB shall be a final action, and the affected Member shall be entitled to no further review.

8.4.10 Grounds for Appeal

Either party may request an appellate review. A written request for an appeal shall include an identification of the grounds for appeal, and a clear and concise statement of the facts in support of the appeal. The grounds for appeal from the decision following the hearing shall be: (a) substantial noncompliance with the procedures required by these Bylaws or applicable law, which noncompliance has created demonstrable prejudice; or (b) the decision was not supported by evidence based upon the hearing record or such additional information as may be permitted in the sole discretion of the MCOB.

8.4.11 Time, Place and Notice

If an appellate review is to be conducted, the MCOB shall, within a reasonable time after receipt of notice of appeal, schedule a review date and cause each side to be given notice of the time, place and date of the appellate review, including a time and place for oral argument if such has been requested and permitted pursuant to Section 8.4.14. The date of appellate review shall not be less than ten (10) working days nor more than ninety (90) days from the date of such notice; provided, however, that when a request for appellate review concerns a Member who is under summary suspension, the appellate review shall be held as soon as the arrangements may reasonably be made. The time for appellate review may be extended by the Chair of the MCOB for good cause.

8.4.12 Written Statements by Member and Clinical Staff Executive Committee

The affected Member shall have access to the report, record and transcript of the Hearing Entity. He or she shall have the right to submit a written statement in his or her own behalf, in which those factual and procedural matters with which he or she disagrees, and the reasons for such disagreement, shall be specified. This written statement may cover any matters raised at any step in the procedure to which the appeal is related. Legal counsel may assist in the preparation of this statement. Such written statement shall be submitted to the MCOB by certified mail, return receipt requested, by overnight courier such as Federal Express, or by hand delivery to the Chair of the MCOB through the Chief Executive Officer at least fourteen (14) days prior to the scheduled date for the appellate review, with a copy provided to the other party. In response to the statement submitted by the affected Member, the Clinical Staff Executive Committee may also submit a written statement to the MCOB and shall provide a copy of any such written statement to

the affected Member. Any such written statement by the Clinical Staff Executive Committee shall be submitted at least seven (7) days prior to the scheduled date of such appellate review, by certified mail, return receipt requested, by overnight courier such as Federal Express, or by hand delivery to the affected Member. If the Clinical Staff Executive Committee requests the appeal, the same procedures shall be followed.

8.4.13 Appeal Board

The MCOB may sit as the appeal board, or it may appoint an appeal board, which shall be composed of not less than two (2) members of the MCOB. Knowledge of the matter involved shall not preclude any person from serving as a member of the appeal board, so long as that person did not take part in a prior hearing on the same matter. However, each member must certify that any prior knowledge he or she may have does not preclude rendering a fair and impartial decision. An attorney may assist the appeal board in the proceeding, but that attorney shall not be entitled to vote with respect to the appeal.

8.4.14 Appeal Procedure

The proceeding by the appeal board shall be in the nature of an appellate hearing based upon the record of the hearing before the hearing committee. However, if the affected Member makes a claim of extraordinary circumstances, the appeal board may, in its sole discretion, accept additional oral or written evidence. Such acceptance shall be limited to situations in which the affected Member presents an adequate foundational showing that such evidence could not have been made available to the Hearing Entity in the exercise of reasonable diligence and the affected Member's acknowledgement that such evidence will be subject to the same rights of cross-examination or confrontation provided at the previous hearing. If an adequate foundational showing is made, the appeal board may, in its sole discretion, remand the matter to the Hearing Entity for the taking of additional evidence and the issuance, if appropriate, of a modified decision. If a hearing to consider initial evidence is provided by the appeal board, the procedures set forth in Section 8.4 above, for hearings before the Hearing Entity, shall generally apply to hearings before the appeal board, except as modified by the appeal board.

Each party shall have the right to be represented by legal counsel in connection with the appeal, to present a written statement in support of his or her position on appeal and, in its sole discretion, the appeal board may allow each party to designate a representative to personally appear and make oral argument. The appeal board may thereupon conduct, at a time convenient to itself, deliberations outside the presence of the parties and their representatives. The appeal board shall present to the MCOB its written recommendations whether the MCOB should affirm, modify or reverse the decision of the Clinical Staff Executive Committee, or remand the matter to the Hearing Entity for further review and decision.

8.4.15 Decision by the Operating Board

- (a) Except as otherwise provided herein, within thirty (30) days after the conclusion of the appellate review proceeding, the MCOB shall render a decision in writing and shall forward copies thereof to each party involved in the hearing.
- (b) The MCOB may affirm, modify, or reverse the decision of the Clinical Staff Executive Committee, or remand the matter to the Hearing Entity or the Clinical Staff Executive Committee for reconsideration. If the matter is remanded to the Hearing Entity for further review and recommendation, such Hearing Entity shall conduct its review within ten (10) working days and make its recommendations to the MCOB. This further review and the time required to report back shall not exceed thirty (30) days except as the parties may otherwise agree, for good cause, as jointly determined by the Chair of the MCOB and the Hearing Entity or Clinical Staff Executive Committee. The MCOB shall thereafter make its final decision.
- (c) The decision of the MCOB as reflected in paragraphs (a) or (b) above shall constitute final action.

8.4.16 Right to One Hearing and One Appeal

No Member shall be entitled to more than one evidentiary hearing and one appellate review on any matter that shall have been the subject of Adverse Action or recommendation.

ARTICLE IX OFFICERS OF THE CLINICAL STAFF

9.1 Identification of Officers

The Officers of the Clinical staff shall be:

- (a) President
- (b) President-elect

9.2 Qualifications of Officers

Officers must be Members of the Attending Clinical Staff at the time of their election and must remain Members of the Attending Clinical Staff in good standing during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved.

9.3 Nominations

All nominations for Officers shall be made by the Nominating Committee (which is described in Article XII of these Bylaws) with the concurrence of the Chief Executive Officer and the Dean. Any Attending Clinical Staff or Ph.D. Clinical Pathologist Staff may submit the name or names of any Member(s) of the Attending Clinical Staff to the Nominating Committee for consideration as an Officer candidate. The Nominating Committee shall nominate one or more candidates for each office at least thirty (30) days prior to the election.

The Nominating Committee shall report its nominations for Officers to the Clinical Staff Executive Committee, with the approval of the Chief Executive Officer and the Dean, prior to the election and shall mail or deliver the nominations to the Clinical Staff at least ten (10) days prior to the election. Nominations for Officers shall not be accepted from the floor at the time of the election if voting occurs at a meeting.

9.4 Elections

The Officers shall be elected by electronic ballot. Only members of the Attending Clinical Staff and Ph.D. Clinical Pathologist Staff shall be eligible to vote. The nominee receiving the most votes shall be elected. In the case of a tie, a majority vote of the Clinical Staff Executive Committee shall decide the election by secret written ballot at its next meeting or a special meeting called for that purpose.

9.5 Terms of Office

The Officers shall take office on the first day of July following election to office. The Officers shall serve for terms of three (3) years, unless any one of them shall resign sooner or be removed from office. The Officers each shall be eligible for re-election for one additional three (3) year term.

9.6 Vacancies in Office

If there is a vacancy in the office of the President, the President-elect shall serve during the vacancy. If there is a vacancy in the office of the President-elect, the Clinical Staff Executive Committee shall appoint an Attending Member of the Clinical Staff to serve as President-elect until a special election to fill the position shall occur at a special meeting of the Clinical Staff, called for such purpose, or at a regular Clinical Staff meeting. The replacement Officer shall serve out the term of the original Officer.

9.7 Removing Elected Officers

Elected Officers may be removed by a two-thirds (2/3) vote of the Members of the Attending and Ph.D. Clinical Pathologist Staff, or by a majority vote of the MCOB.

Permissible bases for removal of an elected Officer of the Clinical Staff include, but are not limited to:

- (a) failure to perform the duties of the position in a timely and appropriate manner;
- (b) failure to satisfy continuously the qualifications for the position;
- (c) having an automatic or summary suspension, or corrective action imposed that adversely affects the Officer's membership or privileges;
- (d) failure to follow the Clinical Staff Bylaws, Rules and Regulations, the Code of Conduct, or policies of the Medical Center; or
- (e) conduct or statements inimical or damaging to the best interests of the Clinical Staff or the Medical Center.

9.8 Duties of Officers

9.8.1 Duties of the President

The President shall be the spokesperson for the Clinical Staff and shall:

- (a) act in coordination and cooperation with the Chief Executive Officer and Medical Center senior leadership in all matters of mutual concern within the Medical Center;
- (b) call, preside at, and be responsible for the agenda of all general meetings of the Clinical Staff;
- (c) subject to the desire by the MCOB, serve on the MCOB as a nonvoting advisory member;
- (d) serve as the Chair of the Clinical Staff Executive Committee and as ex-officio member of all other Clinical Staff committees;
- (e) represent the views, policies, needs and grievances of the Clinical Staff to the MCOB, the Clinical Staff Executive Committee, and senior administration of the Medical Center, including the presentation to the MCOB of an annual report of the Clinical Staff; and
- (f) provide oversight of Clinical Staff affairs, including the Clinical Staff application process, committee performance, compliance with Joint Commission on Accreditation of Healthcare Organizations and licensure requirements as they pertain to clinical practice and physician and patient concerns regarding clinical services;

- (g) jointly with the Chief Executive Officer, appoint individuals to committees of the Clinical Staff, unless otherwise provided in these Bylaws; and
- (h) perform such other functions as may be assigned to him or her by these Bylaws, the Clinical Staff, the Clinical Staff Executive Committee or the MCOB.

9.8.2 Duties of the President-elect

The President-elect shall serve as the Chair of the Credentials Committee and the Vice-Chair of the Clinical Staff Executive Committee. In the absence of the President, the President-elect shall assume all the duties and have the authority of the President. The President-elect shall perform such other duties as the President may assign or as may be delegated by these Bylaws, the Clinical Staff Executive Committee or the MCOB.

ARTICLE X CLINICAL STAFF EXECUTIVE COMMITTEE

10.1 Duties of the Clinical Staff Executive Committee

Subject to the overall authority of the MCOB, the Clinical Staff Executive Committee shall be the executive committee of the Clinical Staff with the following duties:

- (a) monitor, oversee and, where appropriate, manage the quality of clinical care delivered within the Medical Center;
- (b) establish, review, and enforce the policies applicable to the Clinical Staff, including the Bylaws, Clinical Staff Rules and Regulations, the Code of Conduct, and all other Medical Center clinical policies regarding patient care;
- (c) control and monitor the membership of the Clinical Staff through oversight of the appointment, credentialing, and privileging process;
- (d) coordinate the activities and general clinical policies of the various Departments to ensure an institutional and integrated approach to patient care within the Medical Center;
- (e) oversee the functions of performance improvement of the professional services provided by the Clinical Staff within the Medical Center;
- (f) advise the Medical Center management regarding the allocation and distribution of clinical resources, including assignments of beds, clinics, operating rooms, and other elements that are important to efficient and effective medical care within the Medical Center;
- (g) provide Clinical Staff representation and participation in any Medical Center deliberation affecting the discharge of Clinical Staff responsibilities;

- (h) report to the MCOB, as required, on the activities of the Clinical Staff Executive Committee and the Clinical Staff and makes specific recommendations to the MCOB relating to the clinical efforts of the Medical Center;
- (i) approve the creation of and oversee committees of the Clinical Staff as necessary for compliance with accreditation standards, regulatory requirements and governance of the Clinical Staff;
- (j) receive and act on reports and recommendations from the Clinical Staff committees and Departments; and
- (k) perform such other duties as may be assigned to it by the Clinical Staff or the MCOB.

10.2 Membership of the Clinical Staff Executive Committee

The membership of the Clinical Staff Executive Committee shall consist of the following individuals, all of whom shall be voting members:

- President of the Clinical Staff
- President-elect of the Clinical Staff
- Chief Executive Officer of the Medical Center
- Chief Clinical Officer of the Medical Center
- Chief Operations Officer of the Medical Center
- Dean of the School of Medicine
- Senior Associate Dean for Clinical Affairs
- Chairs of the clinical Departments of the Medical Center
- Four (4) Clinical Staff Representatives selected by the entire Clinical Staff as provided in Section 10.3.
- President of the Nursing Staff.

In addition, the President of the Housestaff Executive Council shall serve on the Clinical Staff Executive Committee as a non-voting, ex-officio member.

In the event that any of the positions listed above are renamed, then the newly named position shall be substituted automatically in lieu of the old position without the necessity for an amendment of these Bylaws.

10.3 Selection of the Clinical Staff Representatives

There shall be one Member representative on the Clinical Staff Executive Committee from each of the four following areas (the “Clinical Staff Representatives”):

- Primary Care (drawn from General Internal Medicine, General Pediatrics, General Obstetrics, Family Medicine, Regional Primary Care, and Community Medicine)
- Medical Specialties (drawn from Internal Medicine, Pediatrics, Neurology, Psychiatry, and PM&R)

- Surgical Specialties (drawn from Surgery, Orthopaedic Surgery, Neurological Surgery, Urology, Ophthalmology, Otolaryngology, Plastic Surgery, Dentistry, Dermatology, and Obstetrics and Gynecology)
- Hospital-Based Specialties (drawn from Anesthesiology, Pathology, Radiology, Radiation Oncology, and Emergency Medicine)

All Clinical Staff Representatives shall be Attending Members of the Clinical Staff, but may not be Chairs of the clinical Departments of the Medical Center. The Nominating Committee shall solicit nominations for the Clinical Staff Representatives from the Clinical Staff as necessary from time to time. The Nominating Committee shall nominate one or more candidates for each Clinical Staff Representative for which the term is ending, and the Clinical Staff Office shall mail or deliver the nominations to the Clinical Staff at least ten (10) days prior to the election. At a meeting called for such purpose or by electronic means, each Member shall vote for one nominee from each of the areas enumerated above, for a total of four (4) votes. The nominee receiving the most votes in each of the four (4) enumerated areas shall become the Clinical Staff Representative of the Clinical Staff Executive Committee.

Each Clinical Staff Representative shall serve for a term of three (3) years and shall serve until the earlier to occur of (a) the end of such period and until his or her successor is appointed, or (b) the resignation or removal of such Clinical Staff Representative. A Clinical Staff Representative may be removed upon a two-thirds ($\frac{2}{3}$) vote of the Clinical Staff or upon a majority vote of the MCOB. No Clinical Staff Representative shall serve on the Clinical Staff Executive Committee in the capacity of Clinical Staff Representative for more than two (2) consecutive terms.

10.4 Meetings of the Clinical Staff Executive Committee

The Clinical Staff Executive Committee shall meet monthly at a time and place as designated by the Chair of the Clinical Staff Executive Committee, and the expectation is the each member of the Clinical Staff Executive Committee will attend these monthly meetings. Fifty-one percent (51%) of the membership of the Clinical Staff Executive Committee shall constitute a quorum. Attendance at the Clinical Staff Executive Committee meetings is not assignable for voting purposes. A substitute may attend a meeting for purposes of information sharing but may not vote by proxy and will not count in the quorum.

10.5 Duties of the Chair of the Clinical Staff Executive Committee

- (a) The President shall serve as the Chair of the Clinical Staff Executive Committee. The duties of the Chair are to:
- (b) set the agenda for meetings of the Clinical Staff Executive Committee;
- (c) preside at the meetings of the Clinical Staff Executive Committee;
- (d) jointly with the Chief Executive Officer, coordinate and appoint committee members to all standing, special and multi-disciplinary committees of the Clinical Staff Executive Committee;

- (e) report as appropriate to the Clinical Staff on the activities of the Clinical Staff Executive Committee;
- (f) in conjunction with the Chief Executive Officer, appoint individuals to serve on the Clinical Staff Committees described in Article XII or otherwise created by the Clinical Staff Executive Committee; and
- (g) report to the MCOB, as required, on the activities of the Clinical Staff Executive Committee and the Clinical Staff.

10.6 Duties of the Vice Chair of the Clinical Staff Executive Committee

The President-elect shall serve as the Vice Chair of the Clinical Staff Executive Committee. The duties of the Vice Chair are to:

- (a) preside at the meetings of the Clinical Staff Executive Committee in the absence of the Chair;
- (b) assume all the duties and have the authority of the Chair in the event of the Chair's temporary inability to perform his/her duties due to illness, absence from the community or unavailability for any other reason;
- (c) assume all the duties and have the authority of the Chair in the event of his/her resignation as until such time as a successor is designated; and
- (d) perform such other duties as may be assigned by the Chair.

10.7 Duties of the Secretary of the Clinical Staff Executive Committee

The Chair of the Clinical Staff Executive Committee shall appoint a Secretary of the Clinical Staff Executive Committee. The Secretary is not required to be a Member. The duties of the Secretary are to:

- (a) keep accurate and complete minutes of the meetings of the Clinical Staff Executive Committee;
- (b) maintain a roster of the members of the Clinical Staff Executive Committee;
- (c) send notices of meetings to the members of the Clinical Staff Executive Committee;
- (d) attend to all correspondence of the Clinical Staff Executive Committee; and
- (e) perform such other duties as ordinarily pertain to the office of secretary.

**ARTICLE XI
CLINICAL DEPARTMENTS**

11.1 Organization of Clinical Departments

- (a) The Medical Center and the School of Medicine are components of an academic Medical Center at the University of Virginia. The Members of the Clinical Staff of the Medical Center have faculty appointments in the School of Medicine, and all Clinical Staff are required to have faculty appointments in the School of Medicine as a condition of appointment to the Clinical Staff. Exceptions to this requirement will be considered only when practitioners are requesting Temporary Privileges under emergency circumstances to meet patient care needs as provided in the Bylaws, for Honorary Members, or such other exceptional circumstances as may be approved by the Chief Executive Officer, the President or the Chair of the Credentials Committee.
- (b) The Clinical Staff is divided into clinical Departments, and some Departments are further subdivided into clinical Divisions. Each Department is organized as a separate component of the Clinical Staff and shall have a Chair selected and entrusted by the Dean, with the authority, duties and responsibilities specified in Section 11.6. A Division of a Department is directly responsible to the Department within which it functions, and each Division has a Division Chief selected and entrusted with the authority, duties and responsibilities specified in Section 11.10.
- (c) Departmental status, including the creation, elimination, modification or combination thereof, shall be designated by the Dean. Division status shall be designated upon recommendation of the Chair or Chairs of the applicable Department(s) and approved by the Dean.

11.2 Current Departments

11.2.1 Departments

The current clinical Departments are:

- (a) Anesthesiology
- (b) Dentistry
- (c) Dermatology
- (d) Emergency Medicine
- (e) Family Medicine
- (f) Internal Medicine
- (g) Neurological Surgery
- (h) Neurology
- (i) Obstetrics and Gynecology
- (j) Ophthalmology
- (k) Orthopaedic Surgery
- (l) Otolaryngology – Head and Neck Surgery

- (m) Pathology
- (n) Pediatrics
- (o) Physical Medicine and Rehabilitation
- (p) Plastic and Maxillofacial Surgery
- (q) Psychiatric Medicine
- (r) Radiation Oncology
- (s) Radiology
- (t) Surgery
- (u) Urology

11.2.2 Other Clinical Enterprises

For purposes of these Bylaws, Community Medicine and Regional Primary Care shall be treated as “Departments.” The Senior Associate Dean for Clinical Affairs shall be considered the “Chair” of Community Medicine, and the Medical Director of Regional Primary Care shall be considered the “Chair” of Regional Primary Care. The MCOB may designate other clinical enterprises within the Medical Center from time to time that shall be considered Departments for purposes of these Bylaws. In such event, the MCOB shall designate the person to serve as “Chair.”

11.3 Assignments

Each Member shall be assigned to at least one Department, and if applicable, to a Division within such Department. Members may be granted membership and/or Clinical Privileges in more than one Department or Division consistent with practice privileges granted. For Members with dual appointments, the Chairs from each Department shall sign off on the faculty appointment and recommendation of Clinical Privileges.

11.4 Functions of Departments and Divisions

The general functions of each Department and Division, as applicable, include:

- (a) conducting patient care reviews for the purpose of analyzing and evaluating the quality and appropriateness of care and treatment provided to patients within the Department and Division. The number of such reviews to be conducted during the year shall be as determined by the Clinical Staff Executive Committee in consultation with other appropriate committees. The Department, and as applicable, the Division, shall routinely collect information about important aspects of patient care provided in the Department or Division, periodically assess this information, and develop objective criteria for use in evaluating patient care. Patient care reviews shall include all clinical work performed under the jurisdiction of the Department or Division, regardless of whether the Member whose work is subject to such review is a member of that Department or Division;
- (b) recommending to the Credentials Committee guidelines for the granting of Clinical Privileges and the performance of specified services within the Department or Division;

- (c) evaluating and making appropriate recommendations regarding the qualifications of Applicants seeking appointment or reappointment to the Clinical Staff and Clinical Privileges within that Department or Division;
- (d) reviewing and evaluating departmental adherence to Clinical Staff and Medical Center policies and procedures and sound principles of clinical practice;
- (e) coordinating and integrating patient care provided by the Department's or Division's members with patient care provided in other Departments or Divisions and with nursing and ancillary patient care services;
- (f) submitting written reports to the Clinical Staff Executive Committee concerning: (i) the Department's or Division's review and evaluation of activities, actions taken thereon, and the results of such actions; and (ii) recommendations for maintaining and improving the quality of care provided in the Department or Division and the Medical Center;
- (g) having at least quarterly meetings for the purpose of considering patient care review findings and the results of the Department's other review and evaluation activities, as well as reports on other Department and Clinical Staff functions;
- (h) taking appropriate action when important problems in patient care and clinical performance or opportunities to improve care are identified;
- (i) accounting to the Clinical Staff Executive Committee for all professional activities within the Department;
- (j) appointing such committees or other mechanisms as may be necessary or appropriate to conduct Department functions;
- (k) formulating recommendations for Departmental or Division rules and regulations reasonably necessary for the proper discharge of its responsibilities subject to approval by the Clinical Staff Executive Committee; and
- (l) encouraging the continuing education of Members of the Clinical Staff in the Department.

11.5 Department Chairs

- (a) Each Department other than Community Medicine and Regional Primary Care shall have a Chair who is a Member of the Attending Clinical Staff and is appointed by the Dean of the School of Medicine. Department Chairs shall be certified as diplomats of their specialty board or be equivalently qualified. Each Chair shall report to the Dean and shall be accountable to the Clinical Staff Executive Committee for all clinical matters in his or her Department.

- (b) For purposes of these Bylaws, the Chair for Community Medicine shall be the Senior Associate Dean for Clinical Affairs, and the Chair for Regional Primary Care shall be its Medical Director. The Senior Associate Dean for Clinical Affairs and the Regional Primary Care Medical Director shall have the same responsibilities as to Department Chairs set forth in these Bylaws, the Rules and Regulations or the Credentials Manual with respect to Community Medicine and Regional Primary Care.

11.6 Duties of Department Chairs

Each Chair has the following authority, duties, and responsibilities and shall otherwise perform such duties as may be assigned to him or her:

- (a) act as presiding officer at Departmental meetings and attend monthly meetings of the Clinical Staff Executive Committee;
- (b) report to the Dean and be accountable to the Clinical Staff Executive Committee regarding all professional and administrative activities within the Department;
- (c) make recommendations regarding the overall medical policies of the Clinical Staff and the Medical Center, and make specific recommendations and suggestions regarding his or her Department and Divisions therein;
- (d) sign off and transmit to the Credentials Committee the Department's recommendations concerning and required documentation in support of Member appointment and classification, reappointment, criteria for Clinical Privileges, monitoring of specified services, and corrective action with respect to Members with Clinical Privileges in his or her Department. Chairs shall maintain files on each of their faculty with Clinical Privileges that includes documentation of peer review conducted that supports the specifically delineated Clinical Privileges requested and granted;
- (e) implement within his or her Department appropriate actions taken by the Clinical Staff Executive Committee or the MCOB;
- (f) generally monitor the quality of patient care and professional performance rendered by Members with Clinical Privileges in the Department through a planned and systematic process, and oversee the effective conduct of the patient care, evaluation, and monitoring functions delegated to the Department by the Clinical Staff Executive Committee, the Dean or the President;
- (g) develop and implement Departmental programs for retrospective patient care review, ongoing monitoring of clinical and ethical practice, credentials review and privileges delineation, medical education, utilization review, and quality assurance and performance improvement, all as part of the peer review process;
- (h) assure compliance with these Bylaws, Clinical Staff Rules and Regulations, Medical Center policies and the Code of Conduct within his or her Department;

- (i) participate in every phase of administration of his or her Department, including cooperation with the nursing service and the Medical Center administration in matters such as personnel, supplies, and special regulations, standing orders, and techniques;
- (j) prepare and submit reports pertaining to his or her Department as may be required by the Credentials Committee, the Clinical Staff Executive Committee or the MCOB;
- (k) be responsible for the teaching, education and research programs in his or her Department;
- (l) ensure that Members and Housestaff within his or her Department are educated to deliver patient-centered care as members of interdisciplinary teams, emphasizing evidence-based practice, quality improvement approaches and informatics;
- (m) facilitate Housestaff education and training to achieve those competencies identified as necessary by the ACGME or other applicable entity;
- (n) keep appropriate records of all Physicians, Dentists, Podiatrists, Ph.D. Clinical Psychologists and Ph.D. Clinical Pathologist practicing within his or her Department; and
- (o) perform such other duties commensurate with the office as may from time to time be reasonably requested by the Dean, the President, the Clinical Staff Executive Committee or the MCOB.

11.7 Committees of the Departments

The affairs of each Department may be delegated to a designee or to a committee of Department members appointed by the Chair of the Department.

11.8 Division Chiefs

Each Division shall have a Chief who shall be a Member of the Attending Clinical Staff and a member of the Division which he or she is to head, and shall be qualified by training, experience and demonstrated current ability in the clinical area covered by the Division. The Chair of the Department in which the Division functions shall select and remove the Division Chief, and the Division Chief either reports to the Chair of the Department or directly to the Dean in some cases. Division Chiefs shall be certified as diplomates of their specialty Board or be equivalently qualified.

11.9 Duties of Division Chiefs

Each Division Chief shall:

- (a) act as presiding officer at Division meetings;

- (b) assist in the development and implementation, in cooperation with Department Chairs, of programs to carry out the quality review and evaluation and monitoring functions of the Division, including credentials review and privileges delineation, medical education, utilization review, and quality assurance and performance improvement, all as part of the peer review process;
- (c) evaluate the clinical work performed in the Division;
- (d) conduct investigations and submit reports and recommendations to the Department Chair regarding the Clinical Privileges to be exercised within his or her Division by Members or Applicants;
- (e) submit reports of the activities of his or her Division to the Department Chair as required by the Department Chair; and
- (f) perform such other duties commensurate with the office as may from time to time be reasonably requested by the Department Chair, the Dean, the Clinical Staff Executive Committee or the MCOB.

ARTICLE XII CLINICAL STAFF STANDING COMMITTEES

12.1 Structure

The standing Committees of the Clinical Staff are as set forth in these Bylaws.

12.1.1 Reporting and Accountability to Clinical Staff Executive Committee

All Clinical Staff Committees report, and are accountable, to the Clinical Staff Executive Committee. The Chair of each Clinical Staff Committee shall report its activities to the Clinical Staff Executive Committee by submitting to it a copy of the minutes of each meeting, or as it is otherwise requested by the Chair or Vice Chair of the Clinical Staff Executive Committee, or as otherwise provided by these Bylaws.

12.1.2 Membership

The membership of the Clinical Staff Committees may consist of Members, Allied Health Professionals, Medical Center administration and administrative staff members, and other professional staff or employees of the Medical Center appointed as provided in these Bylaws. The President and the Chief Executive Officer shall be ex-officio members of all Clinical Staff Committees unless otherwise provided in these Bylaws.

12.1.3 Appointments

Except as otherwise provided in these Bylaws, all chairpersons and members of Clinical Staff Committees shall be appointed jointly by the President and the Chief Executive

Officer. Appointments to Clinical Staff Committees shall be for an indefinite period, subject to the discretion of the President and the Chief Executive Officer, or the resignation of the Clinical Staff Committee member.

12.1.4 Quorum, Voting and Meetings

A quorum for each Clinical Staff Committee shall be thirty percent (30%) of the members currently serving. All voting and decisions ordinarily shall occur in meetings of the Clinical Staff Committee, but decisions may be made by electronic means as may be reasonably necessary from time to time. Except as otherwise provided in these Bylaws, all Clinical Staff Committees shall meet at least quarterly and as otherwise called by the chair of the Clinical Staff Committee.

12.2 Bylaws Committee

The Bylaws Committee shall ensure that the Bylaws of the Clinical Staff are consistent with the Medical Center's operational needs, JCAHO Standards and the policies of the Clinical Staff Executive Committee and the MCOB. In performing this function, the Bylaws Committee shall: (a) review the Bylaws on at least on an annual basis; (b) review proposed Bylaws amendments that may be proposed by Members of the Clinical Staff; (c) develop draft revisions and recommendations regarding proposed amendments to the Bylaws; (d) present proposed revisions to the Clinical Staff Executive Committee and the MCOB for review and approval; and (e) provide each Member a current copy of the Bylaws.

The Bylaws Committee shall meet as necessary but not less than once per year.

12.3 Credentials Committee

The Credentials Committee shall review and evaluate the qualifications of each Applicant for initial appointment, reappointment or modification of appointment to the Clinical Staff in accordance with the procedures outlined in the Clinical Staff Credentialing and Privileging Manual and Resource Guide and these Bylaws. The Credentials Committee shall recommend to the Clinical Staff Executive Committee and the MCOB appointment or denial of all Applicants to the Clinical Staff and the granting of Clinical Privileges.

The Credentials Committee shall also serve as the investigatory body for all matters set forth in Article VII of these Bylaws.

The President-elect shall serve as chair of the Credentials Committee. Only Members of the Clinical Staff serving on the Credentials Committee shall be eligible to vote on Credentials Committee matters.

12.4 Nominating Committee

The Nominating Committee shall provide nominees for Officers of the Clinical Staff and shall provide nominees for the Clinical Staff Representatives, as provided in these Bylaws. The

Nominating Committee shall consist of (i) the immediate past president of the Clinical Staff, who shall serve as Chair of the Nominating Committee, and (ii) six (6) Members of the Active Clinical Staff chosen by the President, subject to confirmation by the Chief Executive Officer and the Dean. The Nominating Committee shall include at least one Member from each of the Departments of Internal Medicine, Pediatrics and Surgery.

12.5 Other Committees

The Clinical Staff Executive Committee may designate such other standing committees of the Clinical Staff as may be necessary from time to time for compliance with accreditation standards, regulatory requirements and governance of the Clinical Staff. In such event, each such committee shall be subject to the provisions of Section 12.1. In addition, the Medical Center may create, from time to time, any committees deemed necessary.

ARTICLE XIII MEETINGS OF THE CLINICAL STAFF

13.1 Regular and Annual Meetings

Regular meetings of the Clinical Staff shall be held at a time mutually determined by the President and the Chief Executive Officer but no less than annually. One week prior to the time of the meeting a written or printed notice shall be delivered either personally, by mail or by electronic mail to each Member stating the date, time and place of the meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting.

13.2 Special Meetings

The President or President-elect of the Clinical Staff, the Chief Executive Officer, the Clinical Staff Executive Committee, or the MCOB may call a special meeting of the Clinical Staff at any time. The President of the Clinical Staff shall call a special meeting within fourteen (14) days after receipt by him or her of a written request for same signed by not less than fifteen percent (15%) of the Attending Clinical Staff and stating the purpose for such meeting.

At least twenty-four (24) hours prior to the meeting a written or printed notice stating the date, time and place of the special meeting of the Clinical Staff shall be delivered, either personally, by mail, or by electronic mail to each Member. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting. No business shall be transacted at any special meeting except that stated in the notice calling the meeting.

13.3 Quorum

The presence of fifty (50) Members entitled to vote at any regular or special meeting shall constitute a quorum. No official business may be taken without a quorum.

13.4 Attendance Requirements

Each Member of the Active and Ph.D. Clinical Pathologist Staffs is encouraged to attend fifty percent (50%) of all regular Clinical Staff meetings in each year unless unusual circumstances prevent their attendance. Attendance at special meetings will be counted toward the attendance requirement. The Honorary Clinical Staff are encouraged to but are not required to attend. A Member of the Active or Ph.D. Clinical Pathologist Staff who is compelled to be absent from any regular Clinical Staff meeting shall promptly submit to the President of the Clinical Staff, in writing, his/her reason for such absence. Unless excused for cause by the President of the Clinical Staff, the failure to meet the foregoing annual attendance requirements shall be grounds for corrective action as outlined in Article VII herein, which may lead to revocation of Clinical Staff membership. Reinstatement of Members whose membership has been revoked because of absence from Clinical Staff meetings shall be made only upon application, and all such applications shall be processed in the same manner as applications for original appointment.

13.5 Action by Electronic Means

Whenever these Bylaws require the vote of or action by the Clinical Staff, such vote or action may be taken by electronic means.

ARTICLE XIV CONFIDENTIALITY, IMMUNITY, AND RELEASES

14.1 Authorization and Conditions

By applying for or exercising Clinical Privileges within this Medical Center, an Applicant:

- (a) authorizes representatives of the Medical Center and Clinical Staff to solicit, provide, and act upon information bearing upon, or reasonably believed to bear upon, the Applicant's professional ability and qualifications;
- (b) authorizes persons and organizations to provide information concerning such Applicant to the Clinical Staff;
- (c) agrees to be bound by the provisions of this Article and to waive all legal claims against any representative of the Clinical Staff or the Medical Center who acts in accordance with the provisions of this Article; and
- (d) acknowledges that the provisions of this Article are express conditions to an application for Clinical Staff membership, the continuation of such membership, and to the exercise of Clinical Privileges at the Medical Center.

14.2 Confidentiality of Information; Breach of Confidentiality

- (a) Clinical Staff, Department, Division, Committee or any other applicable minutes, files, and records, including information regarding any Member or Applicant to this Clinical Staff shall, to the fullest extent permitted by law, be confidential. Dissemination of such information and records shall only be made where permitted by law, or pursuant to officially adopted policies of the Clinical Staff, or, where no officially adopted policy exists, only with the express approval of the Clinical Staff Executive Committee or its designee, or to the appropriate University personnel and officers in connection with the discharge of their official duties.
- (b) Because effective peer review and consideration of the qualifications of Members and Applicants to perform specific procedures must be based on free and candid discussions, any breach of confidentiality of the discussions or deliberations of Clinical Staff Departments, Divisions, or committees, is outside appropriate standards of conduct for this Clinical Staff and will be deemed disruptive to the operations of the Medical Center. If it is determined that such a breach has occurred, the Clinical Staff Executive Committee may undertake such corrective action as it deems appropriate.

14.3 Immunity from Liability

14.3.1 For Action Taken

Each representative of the Clinical Staff and the Medical Center shall be immune, to the fullest extent permitted by law, from liability to an Applicant or Member for damages or other relief for any action taken or statements or recommendations made within the scope of his or her duties as a representative of the Clinical Staff or Medical Center.

14.3.2 For Providing Information

Each representative of the Clinical Staff and the Medical Center and all third parties shall be immune, to the fullest extent permitted by law, from liability to an Applicant or Member for damages or other relief by reason of providing information to a representative of the Clinical Staff or Medical Center concerning such person who is, or has been, an Applicant to or Member of the Clinical Staff or who did, or does, exercise Clinical Privileges or provide services at this Medical Center. For the purpose of this Article XIV, "third parties" means both individuals and organizations from whom information has been requested by an authorized representative of the Clinical Staff, the Clinical Staff Executive Committee, the MCOB or the Board of Visitors.

14.3.3 Activities and Information Covered

The confidentiality and immunity provided by this Article shall apply to all acts, communications, reports, recommendations, or disclosures performed or made in

connection with this or any other health care facility's or organization's activities concerning, but not limited to:

- (a) corrective action, including summary or automatic suspension;
- (b) hearings and appellate reviews;
- (c) medical care evaluations;
- (d) utilization reviews;
- (e) other Medical Center, Department, or Division, committee, or Clinical Staff activities related to monitoring and maintaining quality patient care and appropriate professional conduct;
- (f) peer review activities and organizations, the Virginia Board of Medicine, the National Practitioner Data Bank pursuant to HCQIA, and similar reports.

The acts, communications, reports, recommendations, and disclosure referred to in this Section may relate to a practitioner's professional qualifications, clinical competency, character, mental and emotional stability, physical condition, ethics, malpractice claims and suits, and any other matter that might directly or indirectly have an effect on patient care.

14.4 Releases

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

ARTICLE XV AMENDMENT OF BYLAWS

15.1 Amendment

15.1.1 Annual Update

The Clinical Staff Bylaws shall be reviewed at least annually by the Bylaws Committee and updated as necessary.

15.1.2 Process for Amendment

- (a) Consideration shall be given to amendment of these Bylaws upon the request of the President, the President-elect, the Chief Executive Officer, the Clinical Staff Executive Committee, the MCOB, or upon a written petition signed by at least ten

percent (10%) of the Members entitled to vote, or upon recommendation by the Bylaws Committee.

- (b) All proposed amendments to the Bylaws shall be delivered to the Clinical Staff Executive Committee, which shall, on behalf of the Clinical Staff, review and approve, disapprove, or offer modification, as appropriate.
- (c) Any amendment(s) to the Bylaws adopted by the Clinical Staff Executive Committee shall be submitted to the MCOB for review and approval, disapproval or modification, as appropriate.
- (d) Amendments to these Bylaws shall become effective only upon approval by the Clinical Staff Executive Committee and the MCOB. Neither the Clinical Staff Executive Committee nor the MCOB may unilaterally amend the Bylaws.

15.2 Distribution of Bylaws

Each Member shall be provided with a copy of these Amended and Restated Clinical Staff Bylaws. If at any time amendments are made to the Bylaws, each Member shall be provided with a copy of such amendments.

ARTICLE XVI RULES AND REGULATIONS

The Clinical Staff Executive Committee shall adopt such Rules and Regulations for the Clinical Staff as may be necessary to implement more specifically the general principles found within these Bylaws, including those relating to the proper conduct of the Clinical Staff and appropriate clinical standards for the provision of quality patient care, subject to approval of the MCOB. The Rules and Regulations may be amended by the Clinical Staff Executive Committee, subject to the approval of the MCOB.