

Whereas, Canyon View ASC, LLC d/b/a Canyon View Surgery Center (the "Center"), organized under the laws of the State of Colorado, is an ambulatory surgery center designed to provide quality care for eligible patients who are scheduled to undergo procedures which meet the criteria for ambulatory care; and

Whereas, it is recognized there is a need to provide quality care and management for the Center; and

Therefore, the physicians practicing at the Center shall organize their activities pursuant to these Medical Staff Bylaws (the "Bylaws") in order to carry out the functions delegated to the Medical Staff by the Board of Managers of the Center.

Article I.  
Definitions

For the purposes of these Bylaws, the following definitions shall apply:

- 1.1 Administrator. The individual appointed by the Board of Managers to serve as administrator of the Center.
- 1.2 Admitting Physician. A Physician whose Privileges support initiating the admission of a patient to the Center.
- 1.3 Advanced Practice Professional and Clinical Assistant. An individual, other than those defined under "Physician," who provides direct patient care services in the Center under a defined degree of supervision, exercising judgment within the areas of documented professional competence and consistent with applicable law. Advanced Practice Professionals and Clinical Assistants are designated by the Board of Managers to be credentialed through the Medical Staff system and are granted clinical privileges or practice prerogatives. Advanced Practice Professionals and Clinical Assistants are not eligible for Medical Staff membership. The Board of Managers will, from time-to-time, determine the categories of individuals eligible for clinical privileges or practice prerogatives as an Advanced Practice Professionals, such as physician assistants (PA), certified registered nurse anesthetists (CRNA), advanced practice registered nurse practitioners (APRNP), or Clinical Assistants, such as surgical assistants (SA), surgical technicians (ST), physical therapists (PT), and other qualified individuals as determined by the Board of Managers.
- 1.4 Board of Managers. The Managers shall be elected by the Members. The holders of the Class A Units shall elect three (3) Managers and the holders of the Class B Units shall elect three (3) Managers. Each Manager shall have the rights, powers, duties, and obligation of a Manager as set forth in the Operating Agreement. The Board of Managers is charged with the responsibility for the conduct and operation of the Center in all its activities and functions. By virtue of such responsibility it shall have the authority for the final action in all matters of the Medical Staff.
- 1.5 The Center. Canyon View Surgery Center, LLC  
2373 G Road, Suite 180  
Grand Junction, Colorado 81505
- 1.6 Criminal Conviction. Conviction, guilty plea, or *nolo contendere* plea for any felony or for any misdemeanor related to the practice of health care, participation in a Federal Health Care Program fraud or abuse, third-party reimbursement, or controlled substances.
- 1.7 Federal Health Care Program. Any plan or program that provides health benefits, whether directly, through insurance, or otherwise, which is funded directly, in whole or in part, by the United States Government or a State health care program (with the exception of the Federal Employees Health Benefits Program). The most significant Federal health care programs are Medicare, Medicaid,\* Blue Cross Federal Employee Program (FEP)/Tricare/Champus and the Veterans programs.
- 1.8 GME Physician. A physician enrolled as an intern, resident, or fellow in a graduate medical education program.

- 1.9 GSA List. The General Service Administration's List of Parties excluded from Federal Health Care Programs.
- 1.10 HIPAA. The Health Insurance Portability and Accountability Act of 1996 and the regulations promulgated by the U.S. Department of Health and Human Services pursuant to HIPAA.
- 1.11 IIHI. Individually identifiable health information ("IIHI") is information that is: (i) created or received by a health care provider, health plan, employer, or health care clearinghouse; and (ii) relates to the past, present or future physical or mental health or condition of an individual; the provision of health care to an individual; or the past, present or future payment for the provision of health care to an individual; and that identifies the individual or with respect to which there is reason to believe the information can be used to identify the individual. IIHI includes demographic information collected from an individual.
- 1.12 Ineligible Person. Any individual who: (1) is currently excluded, suspended, debarred, or ineligible to participate in any Federal health care program; or (2) has not been reinstated in a Federal health care program after a period of exclusion, suspension, debarment or ineligibility.
- 1.13 Medical Advisory Committee. The Medical Advisory Committee (MAC), comprised of the medical director and representative members from each major specialty of the Medical Staff, which represents and acts for the Medical Staff as described in these Bylaws. The Administrator and Nursing Director of the Center may each serve as an ex-officio **non-voting** member of the Medical Advisory Committee.
- 1.14 Medical Director/Medico-Administrative Officer. A Physician who is employed by or contracts with the Center, or otherwise serves pursuant to a contract in a capacity that includes administrative responsibilities, and may also include clinical responsibilities. This Physician, preferably a Board-Certified anesthesiologist or surgeon is a member of the Medical Staff and is appointed by the Board of Managers.
- 1.15 Medical Staff. The formal organization of all categories of Physicians designated by the Board of Managers to be eligible for Medical Staff membership. The Board of Managers has determined that the following are eligible for Medical Staff membership: physicians (M.D. or D.O.), maxillofacial/oral surgeons (D.M.D.), dentists (D.D.S.), and podiatrists (D.P.M.). The Medical Staff is an integral part of the Center and is not a separate legal entity.
- 1.16 PHI. Protected health information ("PHI") means individually identifiable health information that is a subset of health information, including demographic information, and (i) is created or received by a health care provider, health plan, employer, or health care clearinghouse; and (ii) relates to the past, present or future physical or mental health or condition of an individual; the provision of health care to an individual; or the past, present or future payment for the provision of health care to an individual; and identifies the individual, and (iii) is transmitted by electronic media, maintained in electronic media or transmitted or maintained in any other form or medium. PHI excludes individually identifiable health information in education records under FERPA and the federal Privacy Act; records described at 20 U.S.C. §1232g(a)(4)(B)(iv); and employment records held by a covered entity in its role as an employer.
- 1.17 Physician. An individual with a M.D., D.D.S., D.M.D., D.P.M., or D.O. degree who is licensed to practice medicine, dentistry or podiatry in the state of Colorado.
- 1.18 Privileges. The permission granted to Medical Staff members to provide patient care to the Center's patients and includes use of the Center's resources to the extent necessary to effectively exercise those Privileges.

Article II.  
Purposes of the Medical Staff

- 2.1 To promote the provision of quality medical care to all patients treated in the Center, regardless of race, gender, disability, age, creed, veteran status, or national origin.

- 2.2 To serve as the primary means for accountability to the Board of Managers for the quality and appropriateness of the professional performance and ethical conduct of the Medical Staff and to provide a means for oversight of patient care in line with applicable standards of care and in accordance with all federal, state, and local laws, rules, and regulations.
- 2.3 To provide an appropriate setting to maintain scientific and clinical standards within the Center.
- 2.4 To initiate and maintain rules and regulations for the governance of the Medical Staff.
- 2.5 To provide a forum where issues concerning the Medical Staff and the Center can be discussed.
- 2.6 To provide a means for complying with the policies and standards of the Accreditation Association for Ambulatory Health Care, or other accrediting bodies as may be designated by the Board of Managers.
- 2.7 To promote the public's confidence in and utilization of the comprehensive outpatient services available at the Center.

Article III.  
Medical Staff Membership

- 3.1 Nature of Membership. Membership on the Medical Staff of the Center is a Privilege and not a right extended by the Center to Physicians who continuously meet the standards and requirements set forth in these Bylaws. No person otherwise qualified as provided for in these Bylaws shall be denied appointment or reappointment to the Medical Staff or denied particular Privileges solely on the basis of gender, race, age, creed, disability, veteran status, or national origin.
- 3.2 Organized Health Care Arrangement; HIPAA Compliance. The Center and all members of the Medical Staff, and all Advance Practice Professionals and Clinical Assistants shall be considered members of, and shall participate in, the Center's Organized Health Care Arrangement ("OHCA") formed for the purpose of implementing and complying with the Standards for Privacy of Individually Identifiable Health Information promulgated by the U.S. Department of Health and Human Services pursuant to the Administrative Simplification provisions of HIPAA. An OHCA is a clinically integrated care setting in which individuals typically receive health care from more than one healthcare provider. An OHCA allows the Center to share information with the Physicians and the Physicians' offices for purposes of payment and practice operations. The patient will receive one Notice of Privacy Practices during the Center's registration or admissions process, which shall include information about the Organized Health Care Arrangement with the Medical Staff, Physicians or Advanced Practice Professionals on the Advanced Practice Professional Staff with practice prerogatives or clinical privileges and Clinical Assistants. Each Medical Staff member, each Physician with temporary privileges, Advanced Practice Professional with clinical privileges or practice prerogatives and Clinical Assistant agrees to comply with the Center's policies as adopted from time to time regarding the use and disclosure of protected health information ("PHI"), as those terms are defined by HIPAA or as any similar terms are defined by more stringent state law.
- 3.3 Minimum Objective Qualifications for Medical Staff Membership.
  - 3.3.1 Licensure. The applicant must possess a current license in the State of Colorado for the practice of medicine, oral or maxillofacial surgery, dentistry or podiatry. Proof of licensure in the form of a copy of the license shall be included as part of the application for membership. The applicant shall also be required to provide information related to any current or past licensure as a healthcare professional in any other States.
  - 3.3.2 Controlled Substance Registration. To have prescribing Privileges for controlled substances, the applicant must possess a current Federal Drug Enforcement Administration (DEA) registration. Proof of registration in the form of a copy of the registration certificate(s) shall be included as part of the application. Prescribing Privileges shall

be limited to the classes of drugs granted to the applicant by the DEA and may be further limited by the Medical Staff through the delineation of medication prescribing Privileges based on the scope of practice and current competence of the applicant.

- 3.3.3 Professional Education and Training. The applicant must have graduated from an approved medical college, dental college or podiatry school as defined by Colorado law, or school appropriate to their profession. If the applicant is a Physician who is a foreign medical graduate, he must have successfully completed the Education Commission for Foreign Medical Graduate (ECFMG) verification of graduation from a foreign medical school. An applicant Physician must also have successfully completed an approved internship or residency as defined by Colorado law, in the field of specialty for which Physician requests clinical privileges and shall be board certified, board qualified as defined by the specialty board for his specialty, or comparably qualified as defined by the Medical Advisory Committee.
- 3.3.4 Professional Liability Insurance. The applicant shall maintain professional liability insurance coverage for the Privileges requested with limits of at least \$1 million per occurrence/\$3 million aggregate with an insurer satisfactory to the Board of Managers.
- 3.3.5 Eligibility to Participate in Federal Programs and Criminal Convictions. The individual shall not currently be an Ineligible Person and shall not become an Ineligible Person.
- 3.3.6 Staff Membership at Area Medicare Certified Hospital. Admitting Physicians must have similar Privileges at an area Medicare certified hospital, except Dentists who are unable to achieve Medical Staff membership at an area Medicare certified hospital and, in such cases, Dentists must provide evidence of a Physician sponsor who will accept responsibility for patient transfers to an area Medicare certified hospital when needed.
- 3.3.7 Exclusive Contract. If the Physician is applying for Privileges in a service that is the subject of an exclusive contract, the Physician must be employed by or under contract with the person or entity that holds the exclusive contract.
- 3.3.8 Failure to Satisfy Minimum Objective Qualifications. A Physician who does not meet the minimum qualifications under Section 3.3 or whose qualifications cannot be verified is ineligible to apply for or maintain Medical Staff membership or Privileges, and is not entitled to the procedural rights set forth in these Bylaws for rejection of his application or automatic suspension or termination of Medical Staff membership or Privileges if he no longer meets these minimum qualifications.
- 3.3.9 Waiver. Insofar as is consistent with applicable laws, the Board of Managers has the discretion to deem a Physician to have satisfied a qualification for Medical Staff membership or Privileges, after consulting with the Medical Advisory Committee, if it determines that the Physician has demonstrated he has substantially comparable qualifications and that this waiver is necessary to serve the best interests of the Center and its patients. There is no obligation to grant any such waiver, and Physicians have no right to have a waiver considered and/or granted. A Physician who is denied a waiver or consideration of a waiver shall not be entitled to any hearing and appeal rights under the Fair Hearing Plan.
- 3.4 Additional Minimum Qualifications for Medical Staff Membership
- 3.4.1 Current Competence, Experience and Judgment. The applicant must document his current clinical competence, experience and judgment with sufficient adequacy, as determined at the discretion of the Medical Advisory Committee and the Board of Managers, to demonstrate that patients receiving healthcare services from him will receive care of the generally recognized professional level of quality and efficiency established by the Center. Evidence of current competence and experience shall include, but shall not be limited to, responses to related questions provided in information from training programs, peers, and other facility affiliations. In the case of an applicant for reappointment, evidence of medical/clinical knowledge, technical and clinical skills and clinical

judgment shall also include, but not be limited to, documentation of continuing medical education, the results of performance improvement and peer review, and recommendation(s) provided by peers.

- 3.4.2 Conduct and Behavior. The applicant must be able to demonstrate the ability to work cooperatively with others and to treat others within the Center with respect. Evidence of ability to display appropriate conduct and behavior shall include, but shall not be limited to, responses to related questions provided in information from training programs, peers, and other facility affiliations. In the case of an applicant for reappointment, evidence of ability to display appropriate conduct and behavior shall also include, but not be limited to, a written review of interpersonal skills, communication skills and professionalism during the previous term(s) of appointment and recommendation(s) provided by peers.
- 3.4.3 Professional Ethics and Character. By virtue of applying for Medical Staff membership or clinical Privileges and agreeing to abide by the Medical Staff Bylaws, the applicant shall be bound to adherence to the code of ethics of his professional discipline (e.g. the Principles of Medical Ethics of the American Medical Association, the American Osteopathic Association, the Code of Ethics of the American Dental Association, the Code of Ethics of the American Podiatry Association, or the ethical standards governing the applicant's practice if it is not listed). The applicant shall also agree to abide by the code of ethical business and professional behavior of this Center.
- 3.4.4 Health Status/Ability to Perform. Once the Medical Advisory Committee has determined that a Physician is otherwise qualified for medical staff membership and Privileges, the Medical Advisory Committee will consider whether the applicant possesses the ability to perform the Privileges requested. In the event that the applicant has a physical or mental impairment that adversely affects his ability to practice within the Privileges requested in a manner consistent with patient safety, the applicant shall notify the Medical Director and the Administrator. Upon receipt of such notification or notification from any other source (e.g., peer references, staff), the Medical Director and the Administrator will meet with the applicant to determine the extent of the impairment. The applicant may be required to seek a medical evaluation by a physician approved by the Medical Advisory Committee. If it is determined that the impairment does not adversely affect the applicant's ability to perform the essential functions of the Privileges requested, the Medical Director and the Administrator and applicant will discuss whether there is a reasonable accommodation that would enable the applicant to perform such functions. If reasonable accommodation is necessary, the Center will provide such accommodation to the extent required by law, or if not so required, as determined to be appropriate within the sole discretion of the Center. If the applicant has an impairment that affects his ability to exercise Privileges in a safe and competent manner, the application will be reviewed by the Medical Advisory Committee.
- 3.4.5 Communication Skills. The applicant shall possess an ability to communicate in English in an understandable manner sufficient for the safe delivery of patient care (as determined in the sole discretion of the Center), both verbally and in writing. Center records, including patients' medical records, shall be recorded in a legible fashion, in English.
- 3.4.6 Further Conditions of Membership. Medical Staff membership further constitutes the Physician's agreement that he will: (1) strictly abide by these Medical Staff Bylaws, Rules and Regulations, and all other rules, regulations, policies, procedures, and guidelines of the Medical Staff and the Center; (2) work cooperatively with others so as not to adversely affect patient care or the efficient operation of the Center; (3) conscientiously participate in and discharge Medical Staff responsibilities; and (4) agree to provide the Center, with or without request at any time during the application process or Medical Staff membership, any new or updated information that is pertinent to the individual's professional qualifications or any question on the application form, including but not limited to any change in Ineligible Person status or any change in the sanctions imposed or recommended by the federal Department of Health and Human Services or any State.
- 3.4.7 Additional Qualifications. The foregoing qualifications shall not be exclusive of other qualifications and requirements deemed by the Medical Advisory Committee or the Board of Managers to be relevant in considering an applicant's qualifications for membership and Privileges at the Center.

Article IV.  
Clinical Privileges

- 4.1 Each Medical Staff member practicing at the Center shall be entitled to exercise those specific Privileges granted to him by the Board of Managers.
- 4.2 Evidence of similar Privileges at an area Medicare certified hospital shall be considered relevant but shall not be the sole factor in granting Privileges.
- 4.3 A request by a Medical Staff member for initial Privileges, or increased Privileges or modifications in Privileges may be made at any time, but such requests must be supported by documentation of training and/or experience supportive of the request. In processing such a request, the National Practitioner Data Bank will be queried, and the response used by the Medical Staff and the Board of Managers in considering the request. The following documentation shall be included with any requests for an increase in Privileges and new Privileges:
- 4.3.1 The Physician's license will be verified.
- 4.3.2 Training and experience related to the new Privileges requested shall be verified in writing.
- 4.3.3 Written evidence of current competence related to the new Privileges requested shall be verified from a primary source, including Physician-specific data compared to aggregate data, when available.
- 4.3.4 Morbidity and mortality data, when available.
- 4.3.5 Information provided by peers of the Physician shall be included in deliberations for the Privileges requested.
- 4.3.6 Physicians are required to report malpractice insurance coverage information for the new or increased Privileges requested.
- 4.3.7 When requesting new or increased Privileges the Physician shall be required to respond to queries, and the Center will verify any information regarding the following:
- Previously successful or currently pending challenges, or voluntary relinquishment, of licensure or registration;
  - Voluntary or involuntary limitation, reduction or loss of Privileges or membership at any facility;
  - Involvement in liability actions, including claims, final judgments or settlements;
  - Evidence of an unusual pattern or an excessive number of professional liability actions resulting in final judgment; and
  - Documentation as to the applicant's health status.
- 4.4 Temporary Privileges for New Applicants. The Medical Director is empowered, where good cause exists and upon the basis of the information contained within the completed application, to grant temporary Privileges to a new applicant. Prior to granting temporary Privileges, a completed application and Privilege request form and the information contained in Sections 3.3 and 3.4 must be on file. If there is a failure on the part of the applicant to provide accurate information or an inability to verify the accuracy of information, his temporary Privileges will automatically be terminated. For this purpose, the applicant shall provide his Medicare NPI, and the Center, through the Credentialing Coordinator of the Center or the Credentialing Verification Department, shall check the OIG Sanction Report and the GSA List, and verify at least the following: current licensure; education, training or experience; current competence; ability to perform the Privileges requested; NPDB; other criteria required by the Privilege form or the Rule and Regulations. Temporary Privileges shall not be granted if the applicant has not submitted a completed application; has a current or previously successful challenge to licensure or registration; has been subject to involuntary termination of Medical Staff membership; has been subject to involuntary

limitation, reduction, denial, or loss of Privileges at another facility. Temporary Privileges will be subject to the automatic suspension and automatic termination provisions of Sections 6.7 and 6.8 hereof. Temporary Privileges will remain in effect until the next Medical Advisory Committee and Board of Managers meetings. In no case shall temporary Privileges continue for more than one hundred twenty (120) days.

- 4.5 Temporary Privileges for Specific Cases. The Medical Director is empowered, where good cause exists and upon the basis of the information received, to grant temporary Privileges to an individual Physician for a specific case, including coverage for another Medical Staff member. Prior to granting temporary Privileges, the applicant shall provide his Medicare NPI, and the Center, through the Credentialing Coordinator of the Center or the Credentialing Verification Department, shall check the OIG Sanction Report and the GSA List, and verify at least the following: current licensure; education, training or experience; current competence; ability to perform the Privileges requested; NPDB; other criteria required by the Privilege form or the Rule and Regulations. Temporary Privileges shall not be granted if the applicant has a current or previously successful challenge to licensure or registration; has been subject to involuntary termination of Medical Staff membership; has been subject to involuntary limitation, reduction, denial, or loss of Privileges at another facility. Temporary Privileges will be subject to the automatic suspension and automatic termination provisions of Sections 6.7 and 6.8 hereof. Temporary Privileges will remain in effect until the specific case is completed. No individual may be granted temporary Privileges for a specific case more often than three (3) times in a calendar year.
- 4.6 Emergency Privileges. In an emergency, Medical Staff members and Physicians with Privileges shall, to the extent permitted by their licenses and regardless of Staff membership or Privileges at the Center, be permitted to do everything possible within the scope of the Center's capabilities to save the life of a patient or to save the patient from serious injury, including stabilizing and transferring patients to appropriate facilities for additional care. When the emergency no longer exists the patient shall be assigned to an appropriate member of the Active Staff or transferred to an appropriate facility for additional care. An emergency is a condition in which serious or permanent harm would result to a patient or in which the life of a patient is in immediate danger and any delay in administering treatment would add to that danger.
- 4.7 Disaster Privileges. During community disaster(s), as determined by the Board of Managers or the Medical Director and one member of the Board of Managers, Disaster Privileges may be granted upon presentation of any of the following:
- Current hospital ID card.
  - Current licensure to practice and a valid picture ID issued by a state, federal, or regulatory agency.
  - Identification indicating that the individual is a member of Disaster Medical Assistance Team (DMAT).
  - Identification indicating that the individual has been granted authority to render patient care in emergency circumstances. Such authority having been granted by a federal, state or municipal entity.
  - Presentation by current Center Medical Staff member(s) with personal knowledge regarding the Physician's identity.

Disaster Privileges may not exceed thirty (30) days in length.

- 4.8 **Credentialing Verification Organization (CVO).** The Center may utilize the services of a capable CVO, including Colorado West Healthcare System dba Community Hospital, for Medical Staff and Advanced Practice Professionals and Clinical Assistants credentialing. Canyon View Surgery Center and its Board of Managers, however is responsible for the safety and quality of services offered to its patients. Thus, all licensed Medical Staff and Advanced Practice Professionals and Clinical Assistants providing care, treatment and services to patients at the Center are subject to the credentialing and privileging processes of the Center which may be provided in the following manner.

- Privileging and credentialing may be accomplished using available credentialing information from Community Hospital as long as:
  - the hospital is a Joint Commission accredited organization or accredited by an organization meeting all of the CMS requirements for accreditation.
  - The Medical Staff and Advanced Practice Professionals and Clinical Assistants is privileged at the hospital for those services to be provided at the surgery center
  - The hospital has evidence of an internal review of the Medical Staff and Advanced Practice Professionals and Clinical Assistants performance of these privileges at the hospital and Center and sends information to the Center that is useful to assess the Medical Staff and Advanced Practice Professionals and Clinical Assistants quality of care, treatment and service for use in privileging and performance improvement. This information includes all adverse outcomes related to sentinel events considered reviewable by the Joint Commission or by an accredited organization meeting all of the CMS requirements for accreditation that result from the services provided.

Article V.

Procedures for Appointment and Reappointment to the Medical Staff

5.1 Application for Appointment and Reappointment.

- 5.1.1 Applications for appointment and reappointment to the Medical Staff shall be made in writing and signed by the applicant on a printed form (the Colorado Health Care Provider Credentials Application Form) and any supplemental form endorsed by the Medical Advisory Committee and approved by the Board of Managers. The application shall contain detailed information concerning the applicant's professional qualifications as requested and specified by the Medical Advisory Committee, including a statement indicating the applicant has read or had the opportunity to read the Bylaws, Rules and Regulations of the Medical Staff and agrees to abide by the terms thereof for as long as his membership continues.
- 5.1.2 The application form shall include information as to any current or pending sanctions affecting participation in any Federal Health Care Program, or any actions which might cause the applicant to become an Ineligible Person, as well as any sanctions from a professional review organization and whether the applicant has ever been subject to a Criminal Conviction, as defined in these Bylaws.
- 5.1.3 Every application for staff appointment must contain a request for the specific Privileges requested. The evaluation of such request shall be based upon the applicant's education, training, experience, demonstrated competence, peer references, data based on analysis of treatment outcomes compared to aggregate data (when available) and other relevant information.
- 5.1.4 The applicant has the burden of producing adequate information for proper evaluation of professional competence, character, ethics, and other qualifications and for resolving any doubts about such qualifications.



5.2 Procedures for Appointment and Reappointment.

- 5.2.1 Upon receiving the application, the Medical Advisory Committee shall delegate responsibility to the Credentialing Coordinator of the Center who may utilize the services of a capable CVO including Community Hospital for researching and verifying all necessary references, licensure, board certification, DEA registration, insurance, valid government-issued photo identification, and other information concerning the applicant's qualifications for the requested staff Privileges. The OIG Sanction Report and the GSA List shall be checked to ensure that the applicant is not listed.

A Physician who submits an application for initial appointment must be Board Certified by the appropriate specialty board (American Board of Medical Specialties (ABMS), the Bureau of Osteopathic Specialists, the American Board of Podiatric Surgery (ABPS) and the American Board of Oral/Maxillofacial Surgeons (ABOMS) or offer written proof that he has met the requirement for examination for certification by the appropriate specialty Board. Board Certification must be attained within five (5) years of completion of Residency or Fellowship training.

In the event that a Physician does not obtain certification or recertification, he may request an extension of time in which to obtain certification/recertification. The Medical Advisory Committee, in its sole discretion, may grant an extension for a period not to exceed two (2) years.

If a Physician's request for extension of time to obtain certification or recertification is **is granted**, and the Physician fails to achieve recertification within the extended period of time, the Physician's membership and clinical privileges shall expire at the end of his current term of appointment. The Physician's failure to obtain recertification within the extended period of time and automatic termination of membership and clinical privileges shall not entitle the Physician to the procedural rights outlined herein.

If a Physician's request for extension of time to obtain certification/recertification is **not granted**, the Physician will be deemed to have voluntarily resigned at the time his board certification/recertification expires. The decision not to grant an extension of time for the Physician or failure to obtain certification/recertification shall not entitle the Physician to the procedural rights outlined herein. At such time as board certification /recertification is obtained, the Physician may reapply for medical staff membership and clinical privileges.

- 5.2.2 The completed application shall be transmitted to the Medical Director. Temporary Privileges may be granted in accordance with Section 4.4.
- 5.2.3 The completed application along with the recommendation from the Medical Director shall be submitted to the Medical Advisory Committee. The Medical Advisory Committee shall evaluate the character, qualifications, professional standing and suitability of the applicant, and shall make a recommendation regarding appointment after this evaluation is completed. When determining qualifications, the Medical Advisory Committee shall recommend Privileges for specific procedures to be granted, commensurate with the applicant's documented education, training, and experience, as provided in these Bylaws.
- 5.2.4 All applicants, as well as members of the Medical Staff, consent to the release of pertinent information for any purpose set forth in these Bylaws, and release from liability and agree to hold harmless any person or entity furnishing or releasing such information concerning application for Medical Staff status as more fully detailed in Article XI of these Bylaws.
- 5.2.5 The recommendation of the Medical Advisory Committee shall be transmitted to the Board of Managers for review. The Board of Managers will consider the recommendation at its next regularly scheduled meeting, and shall have ultimate authority in all decisions concerning staff appointments and Privileges. The Center will endeavor to act upon a complete application within one hundred twenty (120) days of receipt but not to exceed one hundred eighty (180) days of receipt from the date that the application was received complete in the Credentials Processing Center.

- 5.2.6 In the event the Medical Advisory Committee should decide to recommend against Medical Staff membership or the granting of some or all of the Privileges for which an applicant has applied due to the applicant's professional competence or professional conduct, or the Board of Managers should decide against granting some or all of the Privileges for which an applicant has applied due to the applicant's professional competence or professional conduct, the applicant shall be notified in writing, in accordance with Article VII.
- 5.2.7 The Medical Staff shall be divided into the following categories: Temporary and Active Staff, as more fully delineated in Sections 5.5 and 5.6.
- 5.3 Assistance With Evaluation. The Board of Managers, the Administrator, the Medical Director, the Medical Staff or any committee involved in the review or evaluation of applications for Medical Staff membership or Privileges, or the ongoing review or evaluation of performance of those who currently hold Medical Staff membership or Privileges, may as part of these duties:
- 5.3.1 Obtain the assistance of an independent consultant, capable CVO, Community Hospital, or others to verify credentials or otherwise evaluate the healthcare professional being subject to review;
- 5.3.2 Consider the results of performance improvement or quality assessment activities of the Center or other hospitals or health care institutions with respect to the healthcare professional under evaluation;
- 5.3.3 Request or require the healthcare professional under evaluation to submit to interviews with consultants who may be retained to assist in the review or evaluation process;
- 5.3.4 Subject to Federal or State regulations, request that specific patient records or categories of records of patients treated by the healthcare professional under evaluation be submitted for review, subject to appropriate protection of patient confidentiality (i.e., de-identification); and,
- 5.3.5 Require detailed statements, data and information concerning matters that may impact the qualifications, professional competence or conduct of the healthcare professional under evaluation, including information concerning threatened or pending legal or administrative proceedings.
- 5.4 Performance Profiling. The Board of Managers has ultimate responsibility for the quality and appropriateness of patient care services. To meet this responsibility, the Board of Managers shall direct and enforce the establishment of a peer review, performance improvement and quality assessment program with the requisite quality assessment processes. Processes shall include the ongoing measurement, monitoring, analysis, and improvement of the quality and appropriateness of services provided by individual Medical Staff members and Advanced Practice Professionals and Clinical Assistants with practice prerogatives. The Medical Staff, and Advanced Practice Professionals and Clinical Assistants shall participate in peer review, quality assessment and performance improvement activities as defined in these Medical Staff Bylaws, the Rules and Regulations, the Peer Review Policy and the Center's Performance Improvement Plan.
- 5.4.1 The Medical Staff peer review measurement, analysis and improvement activities shall be directed to assuring uniformly high quality and clinically appropriate care resultant from the performance of Medical Staff members and Advanced Practice Professionals and Clinical Assistants with practice prerogatives. Such activities shall also be used to assure the fair and equitable treatment of each Medical Staff member and Advanced Practice Professional and Clinical Assistant with practice prerogatives in appointment, reappointment, and credentialing processes. The data measurements and profiling established by the Medical Staff shall include clinical and other indicators directly attributable to quality and patient outcomes. Measures and their resultant analysis and performance improvement shall be managed within the established peer and quality review committees of the Medical Staff for maximization of information and individual protections by state and federal peer review protections and immunity including the Health Care Quality Improvement Act.

- 5.4.2 Relevant information from the Center's peer review activities that is specific to an individual shall be considered and compared to aggregate information when these measures are appropriate for comparative purposes in evaluating the individual's professional performance, judgment, clinical or technical skills. Any results of peer review regarding the individual's clinical performance shall also be included. The Center may use epidemiological and statistical methods to compare practice patterns of individuals on dimensions of cost, service use, or quality (including process and outcome) of care. The Center may consider resource consumption and quality of care by an individual through an examination of patterns of health care delivery. Profiles may be constructed for individuals or groups of individuals based on Center, geographic, specialty, and type of practice or other characteristics. Performance profiles, including the results of performance based measures such as patterns of treatment, health care outcomes, and patient satisfaction shall be taken into account in evaluating applications for appointment or reappointment. The data, measures and profiles may include, but are not limited to, clinical and other information regarding each individual's:
- Quality and appropriateness of patient care, including patient care outcomes compared to aggregate data;
  - Malpractice and professional liability experience;
  - Utilization of Center resources and facilities;
  - Timely, legible and accurate completion of patient medical records;
  - Attendance and participation in Medical Staff committee and Center meetings; and
  - Attribution to sentinel events, medical errors or other risk occurrences.
- 5.4.3 The Board of Managers shall be responsible for assuring the use of clinical and other measurements for the improvement of patient care. The sources for the information shall be identified by the Center and data quality shall be verified. Recommendations from the Medical Staff regarding their conclusions from Medical Staff and Center performance improvement and quality assessment shall be reported to the Board of Managers for their decision making and enforcement of actions for the improvement of patient care and execution of the quality assessment process.
- 5.5 Provisional Staff. The Provisional Staff category of membership has been retired.
- 5.6 Active Staff. The Active Staff shall consist of all members of the Medical Staff with the exception of those having temporary privileges. Active Staff members have full rights and responsibilities of Medical Staff membership for a period not to exceed twenty-seven (27) months.
- 5.7 Procedures for Reappointment. The Medical Advisory Committee shall review and evaluate each Physician's reappointment application and request for Privileges no less frequently than every thirty six (36) months, or as otherwise required by the Center's accrediting body or applicable law..
- 5.7.1 Recommendations for appointment or reappointment and renewed privileges may be contingent upon an individual's compliance with certain specific conditions. These conditions may relate to behavior (e.g., code of conduct) or to clinical issues (e.g., general consultation requirements, proctoring, completion of CME requirements). Unless the conditions involve the matters set forth in Article VII, the imposition of such conditions does not entitle an individual to request the procedural rights set forth in Article VII of these Bylaws. Recommendations may also be recommended for periods of less than thirty six (36) months in order to permit closer monitoring of an individual's compliance with any conditions that may be imposed. A recommendation for reappointment for a period of less than thirty six (36) months does not, in and of itself, entitle an individual to the procedural rights set forth in Article VII of these Bylaws. In addition, in the event the applicant for reappointment is the subject of an investigation or hearing at the time reappointment is being considered, a conditional reappointment for a period of less than thirty six (36) months may be granted pending the completion of that process.

- 5.8 Previously Denied or Terminated Applicants. Notwithstanding any other provisions in these Bylaws, if an application is tendered by an applicant who has been previously denied membership and/or clinical privileges, or who has had membership and/or clinical privileges terminated due to lack of sufficient qualifications required to maintain membership or clinical privileges, or whose prior application was deemed incomplete and withdrawn, and it appears that the application is based on substantially the same information as when previously denied, terminated, or deemed withdrawn, then the application shall be deemed insufficient by the Medical Director and the Medical Advisory Committee and returned to the applicant as unacceptable for processing. If an application is tendered by an applicant who has been previously denied membership and/or clinical privileges, or who has had membership and/or clinical privileges terminated due to circumstances that permanently disqualify the applicant for membership, as has been so designated by prior action of the Board of Managers, then the application shall be returned to the applicant as unacceptable for processing. No application shall be processed, and no right of hearing or appeal shall be available in connection with the return of such application.
- 5.9 Medical Director/Medico-Administrative Officer
- 5.9.1 Medical Director Appointment, Clinical Privileges and Obligations. The Medical Director shall be subject to the same procedures as all other applicants for membership or privileges and shall be subject to the same obligations of Staff membership or clinical privileges, as outlined in these Bylaws. Additional requirements for employment or a contractual agreement may be imposed.
- 5.9.2 Effect of Removal from Office or Adverse Change in Membership Status or Clinical Privileges. In the event the Medical Director is subject to removal from office through the termination or expiration of employment or of the contract, full effect shall be given to any specific provisions in the contract regarding the consequence such termination or expiration of the contract has on the Medical Staff membership and clinical privileges of the Physician. The underlying grounds for termination of the contract may themselves be cause for initiating adverse action under these Bylaws.
- An adverse action, as defined in these Bylaws, against a Medical Director for clinical reasons or for violation of these Bylaws shall be subject to the hearing and appeal procedures in Article VII of these Bylaws. Pursuant to any specific provisions of the contract, such adverse change in membership status or clinical privileges may result in termination of the contract. In the event there is a conflict between the terms of the contract and these Bylaws, the terms of the contract shall control.
- 5.10 Individuals Providing Professional Services by Contract or Employment
- 5.10.1 Qualifications and Selection. Physicians providing clinical services pursuant to a contract, agreement or other arrangement or through Center employment shall be subject to the same procedures as all other applicants for membership or privileges and shall be subject to the same obligations of Staff membership or clinical privileges, as outlined in these Bylaws. Additional requirements for employment or an agreement may be imposed. The Staff, as in the case of other Physicians, shall recommend the clinical privileges to admit and/or treat patients for Physicians who are Center employed, or providing services through a contract, agreement or other arrangement.
- 5.10.2 Effect of Contract Termination on Medical Staff Membership or Clinical Privileges. The terms of any written contract between the Center and a contract Physician or contractor shall take precedence over these Bylaws as now written or hereafter amended. Such contract may provide, for example, that the Staff membership and clinical privileges of a contract Physician or individuals providing services through a contractor are automatically terminated or modified in the event of termination of the written contract, and the contract Physician or individuals providing services through a contractor have no rights to a hearing and appeal or otherwise with regard to such termination or modification of Staff membership or clinical privileges. The underlying grounds for termination of the contract may themselves be cause for initiating adverse action under these Bylaws.
- 5.11 Leaves of Absence. A Medical Staff member or Advanced Practice Professional (APP) may request a voluntary leave of absence from the Staff by submitting a written notice to the Administrator and Medical Director. The

request must state the beginning date and ending date for the period of leave desired, which may not exceed one year, and include the reasons for the request. The Medical Advisory Committee shall review and recommend leave of absence requests to the Board of Managers, but in extenuating circumstances such as military leave, the Administrator and Medical Director shall have the authority to approve a leave of absence and their actions shall be reported to the Medical Advisory Committee and Board of Managers. During the period of leave, the Physician or APP shall not exercise clinical privileges at the Center, and membership prerogatives and responsibilities shall be in abeyance. When the reasons for the leave of absence indicate that the leave is optional, the request shall be granted at the discretion of the Medical Advisory Committee based on their evaluation of the abilities of the Medical Staff to fulfill the patient care needs that may be created in the Center by the absence of the Medical Staff member or APP requesting the leave. A leave of absence shall be granted for Medical Staff members or APPs in good standing, provided all incomplete medical records and Medical Staff and Center matters have been concluded. Exceptions shall be allowed only in the event that a Medical Staff member or APP has a physical or psychological condition that prevents him from completing records or concluding other Medical Staff or Center matters. A leave of absence may be granted for the following reasons:

- 5.11.1 Medical Leave of Absence. A Medical Staff member or APP may request and be granted a leave of absence for the purpose of obtaining treatment for a medical or psychological condition, disability, or impairment. If an individual is unable to request a medical leave of absence because of a physical or psychological condition, the Medical Advisory Committee or Board of Managers may submit the written notice on his behalf. A certified letter will be sent to the individual informing him of this action. Reinstatement of membership status and/or clinical privileges may be subject to production of evidence by the individual that he has the ability to perform the clinical privileges requested.
- 5.11.2 Military Leave of Absence. A Medical Staff member or APP may request and be granted a leave of absence to fulfill military service obligations. In addition to a written request for leave, a military reservist shall submit a copy of deployment orders. Medical Staff members or APPs who are on active military duty for more than one year will be afforded an automatic extension of their leave until their active duty is completed. Reinstatement of membership status and/or clinical privileges may be subject to certain monitoring and/or proctoring conditions as determined by the Medical Advisory Committee, based on an evaluation of the nature of activities during the leave.
- 5.11.3 Educational Leave of Absence. A Medical Staff member or APP may request and be granted a leave of absence to pursue additional education and training. Any additional clinical privileges that may be desired upon the successful conclusion of additional education and training must be requested in accordance with Article V of these Bylaws.
- 5.11.4 Personal/Family Leave of Absence. A Medical Staff member or APP may request and be granted a leave of absence for a variety of personal reasons (e.g., to pursue a volunteer endeavor such as contributing work to "Doctors Without Borders/USA") or family reasons (e.g., maternity leave). Reinstatement of membership status and clinical privileges may be subject to certain monitoring and/or proctoring conditions as determined by the Medical Advisory Committee, based on an evaluation of the nature of activities during the leave.
- 5.11.5 Termination of Leave. The Medical Staff member or APP on leave of absence may request reinstatement of Medical Staff membership and/or clinical privileges by submitting a written notice to the Medical Advisory Committee or Board of Managers. The written request for reinstatement shall include an attestation that no changes have occurred in the status of any of the credentials listed in Section 3.3, or if changes have occurred, a detailed description of the nature of the changes. The Staff member or APP shall submit a summary of relevant activities during the leave, which may include, but is not limited to the scope and nature of professional practice during the leave period and any professional training completed. If the leave of absence has extended past the Physician's or APP's reappointment time, he will be required to submit an application for reappointment in accordance with Article III of these Bylaws and the reinstatement shall be processed as a reappointment. A Physician or APP applying for reinstatement may apply for temporary privileges while the request for reinstatement is being processed, in accordance with Article IV. The Medical Director shall make a

recommendation and forward it to the Medical Advisory Committee. The Medical Advisory Committee shall forward a recommendation to the Board of Managers for approval. In acting upon a request for reinstatement, the Board of Managers may approve reinstatement either to the same or a different staff category, and may approve full reinstatement of clinical privileges, or a limitation or modification of clinical privileges, or approve new clinical privileges in accordance with the procedures in Article IV. An adverse decision regarding reinstatement of Staff membership or renewal of any clinical privileges held prior to the leave shall entitle the Physician to a fair hearing and appeal as provided in these Bylaws.

- 5.11.6 Failure to Request Reinstatement. Failure, without good cause, to request reinstatement shall be deemed a voluntary resignation from the Medical Staff and/or voluntary relinquishment of clinical privileges. A request for Medical Staff membership or clinical privileges subsequently received from a Medical Staff member or APP deemed to have voluntarily resigned shall be submitted and processed in the manner specified for applications for initial appointment.
- 5.12 Resignation. Resignations from the Medical Staff should be submitted in writing and should state the date the resignation becomes effective. Resignation of Medical Staff membership and/or clinical privileges may be granted for a Physician or APP in good standing provided all incomplete medical records and Medical Staff and Center matters have been concluded. The Medical Director, the Medical Advisory Committee, and the Board of Managers shall review letters of resignation. Once submitted, a resignation may not be withdrawn until it has been considered by the Board of Managers. If a Physician or APP requests to withdraw a resignation before the resignation is accepted by the Board of Managers, the request for withdrawal shall also be forwarded to the Board of Managers for consideration. The Board of Managers may, but is not required to, honor the request for withdrawal of the resignation. Upon acceptance of the resignation by the Board of Managers, the Physician or APP will be notified in writing. When a resignation is accepted or clinical privileges are relinquished during the course of an investigation regarding improper conduct or incompetence, a report shall be submitted to the state professional licensing board for reporting to the NPDB, as required by federal law.

#### Article VI.

#### Corrective Actions and Revocation of Privileges

- 6.1 Initiation. Whenever the professional activities, professional conduct or qualifications of any Physician with Privileges, either within the Center or elsewhere has been or is reasonably likely to be (1) detrimental to patient safety or to the delivery of quality of patient care provided by the Physician, (2) unethical, (3) disruptive or harassing, (as defined in these Bylaws and in Center policies, including sexual harassment), (4) contrary to the Medical Staff Bylaws or Rules and Regulations, or (5) below applicable professional standards, then corrective action against such Physician may be requested by any member of the Medical Staff, Board of Managers, or the Center's administration; however, if the activities or conduct of any Physician presents a risk of imminent danger to the health or safety of any patient, prospective patient, or other person, then the provisions of Section 6.7 hereof shall apply. All requests for corrective action shall be made in writing to the Medical Advisory Committee and shall be supported by reference to the specific activity or conduct that constitutes such grounds for the request.
- 6.2 Alternatives to Corrective Action. Initial focused review of a Physician's performance and collegial efforts may be made prior to resorting to formal corrective action, when appropriate. Such collegial interventions on the part of the Medical Advisory Committee in addressing the conduct or performance of an individual shall not constitute corrective action, shall not afford the individual subject to such efforts to the right to a fair hearing and Appeal, and shall not require reporting to the state licensure board or the National Practitioner Data Bank, except as required by applicable law. Alternatives to corrective action may include:
- 6.2.1 Focused review of the Physician's performance.
- 6.2.2 Informal discussions or formal meetings regarding the concerns raised about conduct or performance;

- 6.2.3 Written letters of guidance, reprimand or warning regarding the concerns about conduct or performance (which shall not be deemed an “admonishment”);
- 6.2.4 Notification that future conduct or performance shall be closely monitored and notification of expectations for improvement;
- 6.2.5 Suggestions or requirements that the individual seek continuing education, monitoring, or other assistance in improving performance;
- 6.2.6 Warnings regarding the potential consequences of failure to improve conduct or performance; and/or,
- 6.2.7 Requirements to seek evaluation and assistance for an impairment or suggestion to seek a voluntary medical leave of absence.
- 6.3 Investigation. Upon receiving a corrective action request the Medical Advisory Committee shall determine whether to authorize an investigation and if so, to appoint an individual or an Ad Hoc Investigation Committee to conduct the investigation (the “Investigators”). Unless circumstances dictate otherwise, the investigators will endeavor to complete the investigation within thirty (30) days after receipt of the corrective action request and shall determine the facts and circumstances surrounding each incident supporting the request. Unless circumstances dictate otherwise, the Medical Advisory Committee shall review the results of the investigation, and the written report of the Investigators’ findings, and recommend action on the request to the Board within the thirty (30) day period following completion of the investigation. The Investigators may seek an external peer review whenever there is a likelihood of litigation, there are conflicts of interest that can’t be appropriately managed, or there is a need for specialized expertise in addition to the expertise available within the Medical Staff.
- 6.4 Request for Preliminary Interview. Prior to the Medical Advisory Committee’s recommendations, the affected Physician may request the opportunity to interview with the Investigators or the Medical Advisory Committee, if the Medical Advisory Committee so desires. At such interview, the Physician will be informed of the general nature of the concerns raised about his conduct or performance and will be invited to discuss, explain, or refute the charges. The interview shall be preliminary in nature, shall not constitute a hearing, and none of the procedural rules provided in these Bylaws pertaining to a hearing shall apply. A record of such interview shall be made by the Investigators or the Medical Advisory Committee. Failure of the Physician to attend a scheduled interview shall constitute a waiver of this interview.
- 6.5 Actions. The Medical Advisory Committee may recommend no action be taken or recommend an appropriate informal action or corrective action. Such actions include, but are not limited to, letters of reprimand; imposing terms of probation, proctoring or mandatory concurrent consultation; reductions, suspensions, or revocations of Privileges; or suspensions or revocations of Medical Staff membership. Any recommendation by the Medical Advisory Committee for denying, altering, or limiting Privileges or suspending or revoking Medical Staff membership is subject to hearing rights as provided for in Article VII hereof, unless provided for otherwise in this Article VI.

6.6 Precautionary and Summary Suspension.

- 6.6.1 Whenever a Physician's activities or conduct present a risk of imminent danger to the health or safety of any patient, prospective patient, or other person, either the Medical Director, the Administrator, or a member of the Medical Advisory Committee shall have the authority to precautionarily suspend the Medical Staff membership or any Privileges of such Physician, effective immediately. The Administrator, Medical Director, or their designees will use best reasonable efforts to immediately notify, orally or in writing, the affected Physician of the precautionary suspension. When a Physician is suspended, as a precaution, the Medical Director or a member of the Medical Advisory Committee shall arrange for alternative medical coverage of the Physician's patients in the Center, if any.
- 6.6.2 A precautionary suspension will remain in effect until terminated or modified by the Medical Advisory Committee. The Medical Advisory Committee shall meet as soon as reasonably possible to review a precautionary suspension and initiate an investigation. The Medical Advisory Committee shall review the circumstances leading to the precautionary suspension and may determine, as a result of the review, to continue, modify, or terminate the precautionary suspension pending the outcome of an investigation.
- 6.6.3 Precautionary suspension under this Section shall be deemed an interim precautionary step in the professional review process, including the investigation process and potential corrective action which may be taken against the Practitioner. A precautionary suspension is not an adverse professional review action and shall not imply any finding of lack of qualifications, quality care or professional conduct. A precautionary suspension under this Section shall not constitute an adverse action which entitles the Physician to a hearing or appeal under the Medical Staff Bylaws and Rules.
- 6.6.4 Effective at the end of a thirty (30) day precautionary suspension or sooner in the discretion of the Medical Advisory Committee, after considering the results of the formal corrective action investigation to date, the Medical Advisory Committee may either terminate the suspension, or continue the suspension as a "Summary Suspension" of the Medical Staff membership or all or any portion of the Privileges of the Physician if the failure to take such action may result in imminent danger to the health of any individual. If the Medical Advisory Committee summarily suspends the Physician's Privileges for longer than fourteen (14) days, then the Physician shall be entitled to the procedural rights of a fair hearing outlined in Article VII.
- 6.7 Automatic Suspension. Any of the following actions are grounds for automatic suspension of Privileges without hearing or appeal rights:
- 6.7.1 Suspension or limitation (temporary) of Physician's license to practice;
- 6.7.2 Suspension (temporary) of Physician's DEA license;
- 6.7.3 Incomplete medical records greater than 30 days as defined in the Medical Staff's Rules and Regulations with the automatic suspension lasting until the medical records are complete. Three (3) automatic suspensions of Privileges and the ability to schedule cases within a calendar year for failure to timely complete or prepare records will be deemed a voluntary resignation of Medical Staff appointment and Privileges. Physicians who are deemed to have voluntarily resigned Medical Staff appointment and Privileges are not entitled to the procedural rights and processes outlined in Article VII of these Bylaws;
- 6.7.4 If a Physician's professional liability insurance is revoked or the Physician fails to maintain ongoing coverage as required in these Bylaws, he shall be immediately automatically suspended from practicing in the Center; and
- 6.7.5 Reinstatement of the Physician's Privileges is directly dependent on reversal of the event that triggered the automatic suspension within six (6) months. However, the facts that led to a state licensing board or DEA sanction may be subject of an immediate investigation and may be the basis for corrective action by the Medical Advisory Committee.



- 6.8 Automatic Termination. Any of the following actions are grounds for automatic termination of Medical Staff membership and Privileges without hearing or appeal rights:
- 6.8.1 Revocation of Physician's license to practice;
  - 6.8.2 Revocation of Physician's DEA license;
  - 6.8.3 Physician's Criminal Conviction;
  - 6.8.4 Revocation of Admitting Physician's hospital privileges, such that Physician has no hospital privileges in the local area, except for Physicians who are not required to maintain hospital privileges, as required under Section 3.3.6;
  - 6.8.5 Physician's falsification, misrepresentation, or omission of any aspect of application for membership or Privileges;
  - 6.8.6 Physician's failure to obtain and maintain board certification as required under Section 3.3.3;
  - 6.8.7 Physician's failure to maintain professional liability as required under these Bylaws;
  - 6.8.8 If Privileges are or become subject to an exclusive contract and Physician is not employed by or under contract with the Physician or Group that holds the exclusive contract;
  - 6.8.9 Physician's automatic suspension for longer than six (6) months under Section 6.7 above;
  - 6.8.10 Becoming an Ineligible Person;
  - 6.8.11 Physician's failure to perform the minimum number of cases required for reappointment as set forth in the Credentialing Policy and the Rules and Regulations; and
  - 6.8.12 Should there be a remedy of the grounds above and the Physician desires reinstatement of Medical Staff membership and Privileges, the Physician must reapply in writing for membership and all Privileges. Such reapplication shall be processed in the same manner as reappointments to the Medical Staff as set forth in Section 5.7 hereof.

Article VII.  
Procedural Fairness

- 7.1 Overview. Fair hearing and appellate review procedures shall be used in addressing adverse actions involving those who are applying for Medical Staff membership and for existing Medical Staff members. The fair hearing and appeal process shall be the same for applicants for Medical Staff membership and existing Medical Staff members.
- 7.2 Exceptions to Hearing and Appeal Rights.
- 7.2.1 Availability of Facilities and Exclusive Contracts. The hearing and appeal rights under these Bylaws do not apply to an individual whose application or request for extension of Privileges was declined on the basis that the Privileges being requested are not able to be supported with available facilities or resources within the Center or are not granted due to closed staff or exclusive contract.
  - 7.2.2 Medical Director or Other Contract Physician. The terms of any written contract between the Center and a Physician shall take precedence over these Bylaws as now written or hereafter amended. The hearing and appeal rights of these Bylaws shall only apply to the extent that membership status or Privileges, which are

independent of the individual's contract, are also removed or suspended, unless the contract includes a specific provision establishing alternative procedural rights applicable to such decisions.

7.2.3 Automatic Suspension or Termination of Privileges. The hearing and appeal rights under these Bylaws do not apply if an individual's Medical Staff membership or Privileges are automatically suspended or terminated in accordance with these Bylaws.

7.2.4 Center Policy Decision. The hearing and appeal rights of these Bylaws are not available if the Center makes a policy decision (e.g., closing a department or service, or a physical plant change) that adversely affects the Staff membership or Privileges of any Medical Staff member.

7.3 Hearing Rights.

7.3.1 Adverse Recommendations or Actions. The following recommendations or actions shall be deemed adverse and entitle the Physician affected thereby to a hearing:

- Denial of initial Medical Staff appointment;
- Denial of reappointment;
- Summary suspension of Medical Staff membership or Privileges;
- Revocation of Medical Staff membership;
- Limitation of the right to admit patients, other than limitations applicable to all individuals in a Medical Staff category or a clinical specialty, or due to licensure or insurance limitations;
- Denial of requested Privileges, except denial of Temporary Privileges when an application for full Privileges is still pending;
- Involuntary reduction in Privileges;
- Revocation of Privileges; or,
- Involuntary imposition of mandatory concurrent consultation requirements where the supervising Physician must approve the Physician's exercise of Privileges or has the power to supervise, direct, or transfer care from the Physician under review (excluding focused reviews, or the granting of new Privileges).

7.3.2 Notice of Adverse Recommendation or Action. A Physician against whom an adverse recommendation or action has been taken pursuant to Section 7.3.1 shall promptly be given special written notice of such action. Such notice shall:

- State the reasons for an adverse recommendation or action, with enough specifics to allow response;
- Advise the Physician of his right to a hearing pursuant to the provisions of the Medical Staff Bylaws and of this Fair Hearing Plan;
- Advise the Physician that the Physician has thirty (30) days following receipt of the notice to submit a written request for a hearing;
- State that failure to request a hearing within thirty (30) days shall constitute a waiver of rights to a hearing and to an appellate review of the matter, and the recommendation for adverse action will become final upon approval by the Board of Managers;
- State a summary of the Physician's rights at the hearing or a copy of these Bylaws;
- State that following receipt of his hearing request, the Physician will be notified of the date, time and place of the hearing.

7.3.3 Request for Hearing. A Physician shall have thirty (30) days following his receipt of a notice pursuant to Section 7.3.2 to file a written request for a hearing. Such requests shall be delivered to the Administrator either in person or by certified mail.

7.3.4 Failure to Request a Hearing. A Physician who fails to request a hearing within the time and in the manner specified in Section 7.3.3 waives any right to such a hearing and to any appellate review to which he might otherwise have been entitled. Such waiver in connection with:

- An adverse recommendation by the MAC shall constitute acceptance of that recommendation, which shall become effective pending the final approval of the Board of Managers.
- An adverse recommendation or action by the Board of Managers shall constitute acceptance of that action, which shall become immediately effective as the final decision by the Board of Managers.

7.3.5 Hearing Prerequisite: Special Written Notice. Upon receipt of a timely request for a hearing, the Administrator shall deliver such request to the Medical Advisory Committee or to the Board of Managers, depending on whose recommendation or action prompted the request for hearing. At least thirty (30) days prior to the hearing, the Physician shall be sent a special written notice stating the following:

- The place, time, and date, of the hearing, which date shall not be less than 30 days after the date of the notice, unless both parties agree otherwise;
- A list of the witnesses (if any) expected to testify at the hearing on behalf of the body whose action gave rise to the hearing request;
- The Physician involved has the right to be present at the hearing; to representation by an attorney or other person of the Physician's choice; to have a record made of the proceedings, copies of which may be obtained by the Physician upon payment of any reasonable charges associated with the preparation thereof; to call, examine, and cross-examine witnesses; to present evidence determined to be relevant by the Chairperson of the hearing committee, regardless of its admissibility in a court of law; and, to submit a written statement at the close of the hearing;
- Upon completion of the hearing, the Physician involved has the right to receive the written recommendation of the hearing committee, including a statement of the basis for the recommendations; and, to receive a written decision of the Board of Managers, including a statement of the basis for the decision.
- The right to the hearing may be forfeited if the Physician fails, without good cause, to appear at the hearing.

7.3.6 Hearing Prerequisite: Appointment of Hearing Committee.

- By Medical Staff: A hearing occasioned by an adverse recommendation of the MAC shall be conducted by an ad hoc hearing committee appointed by the Administrator and the Medical Director.
- By Board of Managers: A hearing occasioned by an adverse action of the Board of Managers shall be conducted by an ad hoc hearing committee appointed by the Chairperson of the Board of Managers.
- Composition of Hearing Committee: The Hearing Committee shall be composed of at least three members. One of the members so appointed will be designated as the Chairperson. The Chairperson will preside over the hearing. No member may serve who has acted as accuser, investigator, fact finder, or initial decision maker in the matter. Knowledge of the matter shall not preclude a member from serving. No member shall be appointed who is in direct economic competition with the Physician, or is a member of the Medical Advisory Committee or Board of Managers. If practicable, at least one member shall be of the same medical subspecialty as the Physician. Members may be appointed who are not members of the Medical Staff.
- Challenges for Cause: The Physician may question hearing committee members regarding potential bias, prejudice or conflict of interest and challenge any member of the hearing committee for any cause, which would indicate bias or predisposition. The Chairperson, or if challenged, the Administrator shall decide the validity of such challenges. His/her decision shall be final.

7.4 Hearing Procedure.

7.4.1 Personal Presence. The personal presence of the Physician who requested the hearing shall be required. A Physician who fails without good cause to appear and proceed at such hearing shall be deemed to have waived his rights in the same manner and with the same consequence as provided in Section 7.3.4.

7.4.2 Presiding Officer. The Chairperson of the hearing committee shall be the presiding officer. The presiding officer shall act to maintain decorum and to assure that all participants in the hearing have a reasonable opportunity to present relevant oral and documentary evidence. He/she shall be entitled to determine the order of procedure during the hearing and shall make all rulings on matters of law, procedure, and the admissibility of evidence.

7.4.3 Appointment of a Hearing Officer or Legal Consultant. The use of a hearing officer to preside at an evidentiary hearing is optional. The use and appointment of such an officer shall be determined by the Administrator and the Medical Director. A hearing officer may or may not be an attorney at law, but must be experienced in conducting hearings. He/she shall act as the presiding officer of the hearing. Alternatively, the Administrator and the Medical Director may appoint an attorney to be a legal consultant to the Hearing Committee. The hearing officer or legal consultant may be present during deliberations, but shall not vote.

7.4.4 Representation. The Physician who requested the hearing shall be entitled to be accompanied and represented at the hearing by an attorney or another person of his choice. The Administrator and the Medical Director shall appoint an attorney or other person to present the facts and argument in support of the adverse recommendation or action, and to examine witnesses.

7.4.5 Rights of Parties. During a hearing, each of the parties shall have the right to:

- Call and examine witnesses;
- Introduce exhibits;
- Cross-examine any witness on any matter relevant to the issues;
- Impeach any witness;
- Rebut any evidence; and
- Request that the record of the hearing be made by use of a court reporter or an electronic recording unit.

7.4.6 Procedure and Evidence. The hearing need not be conducted strictly according to rules of law relating to the examination of witnesses or presentation of evidence. Any relevant matter upon which responsible persons customarily rely in the conduct of serious affairs shall be admitted, regardless of the admissibility of such evidence in a court of law. The concern of the hearing committee is with determining the truth of the matter, providing adequate safeguards for the rights of the parties and ultimate fairness to both parties. The committee shall also be entitled to consider all other information that can be considered, pursuant to these Bylaws, in connection with applications for appointment or reappointment to the Medical Staff and for Privileges. At the Chairperson's discretion, each party shall, prior to or during the hearing, be entitled to submit memoranda concerning any issue of law or fact, and such memoranda shall become part of the hearing record.

7.4.7 Burden of Proof. The body whose adverse recommendation or action occasioned the hearing shall have the initial obligation to present evidence in support of their recommendation or action, but the Physician shall thereafter be responsible for supporting his challenge to the adverse recommendation or action by a preponderance of the evidence that the recommendation or action lacks any substantial factual basis or that the adverse recommendation or action is either arbitrary, unreasonable, or capricious.

7.4.8 Record of Hearing. A record of the hearing shall be kept that is of sufficient accuracy to permit a valid judgment to be made by any group that may later be called upon to review the record and render a recommendation or decision in the matter. The hearing committee may select the method to be used for making the record, such as

court reporter, electronic recording unit, detailed transcription, or minutes of the proceedings. A court reporter shall be present if requested by any party (at the expense of the requesting party).

- 7.4.9 Postponement. Request for postponement of a hearing shall be granted by the Chairperson to a date agreeable to the hearing committee only by stipulation between the parties or upon a showing of good cause.
- 7.4.10 Presence of Hearing Committee Members and Vote. A majority of the hearing committee, but in no event less than three members, must be present throughout the hearing and deliberations. If a committee member is absent from any part of the proceedings, that member shall not be permitted to participate in the deliberations or to vote.
- 7.4.11 Recesses and Adjournment. The hearing committee may recess the hearing and reconvene the hearing for the convenience of the participants or for the purpose of obtaining new or additional evidence or consultation. Upon conclusion of the presentation of oral and written evidence, the hearing shall be closed. The hearing committee shall, at a time convenient to itself, conduct its deliberations outside the presence of the parties. Upon conclusion of its deliberations, the hearing shall be declared finally adjourned.
- 7.5 Hearing Committee Report and Further Action.
- 7.5.1 Hearing Committee Report. Within fourteen (14) days after the final adjournment of the hearing, the hearing committee shall make a written report of its findings and recommendations in the matter, as decided by a majority of the entire hearing committee, and shall forward the same, together with the hearing record and all other documentation considered by it, to the Administrator for distribution to the Medical Advisory Committee and the Physician.
- 7.5.2 Action of Hearing Committee Report. Within 30 days after receipt of the written report of the Hearing Committee, the MAC or Board of Managers, as the case may be, shall consider the report and affirm, modify or reverse its recommendations or action in the matter. It shall transmit the result, together with the hearing record, the report of the hearing committee and all other documentation considered, to the Administrator.
- 7.5.3 Notice and Effect of Result.
- Notice: The Administrator shall promptly send a copy of the result and report to the Physician by special notice, to the Medical Director, to the MAC and to the Board of Managers.
  - Effect of Favorable Result; Adopted by the MAC: If the MAC's recommendation is favorable to the Physician, the Administrator shall promptly forward it, together with all supporting documentation, to the Board of Managers for its final action. The Board of Managers shall take action thereupon by adopting, rejecting, or modifying the MAC's recommendation in whole or in part, or by referring the matter back to the MAC for further reconsideration. Any such referral back shall state the reasons therefore, set a time limit within which a subsequent recommendation to the Board of Managers must be made, and may include a directive that an additional hearing be conducted to clarify issues that are in doubt. After receipt of such subsequent recommendation and any new evidence in the matter, the Board of Managers shall within 31 days take final action. The Administrator shall promptly send the Physician notice informing him of each action taken pursuant to this Section.
  - Adopted by the Board of Managers: If the Board of Managers' initial hearing action is favorable to the Physician, such result shall become the final decision of the Board of Managers and the matter shall be considered closed.
- 7.5.4 Effect of Adverse Result for Physician: If the result of the MAC or of the Board of Managers continues to be adverse to the Physician in any of the respects listed in Section 7.3.1, the notice required by this Section shall inform the Physician of his right to request an appellate review by the Board of Managers as provided in Section 7.6.1.

7.6 Initiation and Prerequisites of Appellate Review.

7.6.1 Request for Appellate Review. A Physician shall have thirty (30) days following his receipt of a notice pursuant to Section 7.5.4 to file a written request for an appellate review. Such request shall be delivered to the Administrator either in person or by certified or registered mail and may include a request for a copy of the report and record of the hearing committee and all other material, favorable or unfavorable, that was considered in making the adverse action or result.

7.6.2 Failure to Request Appellate Review. A Physician who fails to request an appellate review within the time and in the manner specified in Section 7.3.3 above waives any right to such review. Such waiver shall constitute acceptance of the recommendation or action, which shall become immediately effective. The matter shall be considered closed.

7.6.3 Notice of Time and Place for Appellate Review. Upon receipt of a timely request for appellate review, the Administrator shall deliver such request to the Board of Managers. As soon as practicable, the Board of Managers shall schedule and arrange for an appellate review which shall not be less than 30 days from the date of notice to the Physician of the time, place and date of the review. The time for the appellate review may be extended or expedited by the appellate review body for good cause.

7.6.4 Appellate Review Body. The appellate review shall be conducted by an appellate review committee of at least three (3) members of the Board of Managers appointed by the Chairperson of the Board of Managers. A majority of the members of the appellate review committee must be active members of the Medical Staff. If a committee is appointed, one of its members shall be designated as Chairperson. No person shall serve on the appellate review committee if that person has served on the hearing committee in the same case or if that person is in direct economic competition with the Physician.

7.7 Appellate Review Procedure.

7.7.1 Nature of Proceedings. The proceedings by the review committee shall be in the nature of an appellate review based upon the record of the hearing before the hearing committee, that committee's report, and all subsequent results and actions thereon. The proceedings shall be restricted to reviewing whether the Medical Staff Bylaws were followed and whether substantial evidence to support the recommendation is documented. The appellate review committee shall also consider the written statements, if any, submitted pursuant to Section 7.3.5 and such other material as may be presented and accepted under Sections 7.4.5 and 7.4.6.

7.7.2 Written Statements. The Physician seeking the review and the MAC may submit a written statement detailing the findings of fact, conclusions and procedural matters with which the party agrees or disagrees, and the reasons for such agreement or disagreement. This written statement may cover any matters raised at any step in the hearing process, and legal counsel may assist in its preparation. The statement shall be submitted to the appellate review committee through the Administrator at least three (3) days prior to the scheduled date of the appellate review, except if such time limit is waived by the appellate review committee.

7.7.3 Presiding Officer. The Chairperson of the appellate review committee shall be the presiding officer. He/she shall determine the order of procedure during the review, make all required rulings, and maintain decorum.

- Challenges for Cause. The Physician may challenge any member of the appellate review committee for any cause, which would indicate bias or predisposition. The Chairperson, or if challenged, the Vice-Chairperson shall decide the validity of such challenges. His/her decision shall be final.

7.7.4 Oral Statement. The appellate review committee, in its sole discretion, may allow the parties or their representatives to appear and make oral statements in favor of their positions. Any party or representative so appearing may be requested to answer questions asked him by any member of the appellate review committee.

- 7.7.5 Consideration of New or Additional Matters. New or additional matters of evidence not raised or presented during the original hearing or in the hearing report and not otherwise reflected in the record may be introduced at the appellate review only in the discretion of the appellate review committee, and, as the appellate review committee deems appropriate, only if the party requesting consideration of the matter or evidence demonstrates that it could not have been discovered in time for the initial hearing and that the new matter or evidence is relevant to a material issue. The requesting party shall provide, through the Administrator, a written, substantive description of the matter or evidence to the appellate review committee and the other party at least three (3) days prior to the scheduled date of the review.
- 7.7.6 Powers. The appellate review committee shall have all the powers granted to the hearing committee, and such additional powers as are reasonably appropriate to the discharge of its responsibilities.
- 7.7.7 Presence of Members and Vote. A majority of the appellate review committee, but in no event less than three members, must be present throughout the review and deliberations. If a committee member is absent from any part of the proceedings, that member shall not be permitted to participate in the deliberations or to vote.
- 7.7.8 Recesses and Adjournment. The appellate review committee may recess the review proceedings and reconvene the review proceedings at predetermined time for the convenience of the participants or for the purpose of obtaining new or additional evidence or consultation. Upon the conclusion of oral statements, if allowed, the appellate review shall be closed. The appellate review committee shall thereupon, at a time convenient to itself, conduct its deliberations outside the presence of the parties. Upon the conclusion of those deliberations, the appellate review shall be declared finally adjourned.
- 7.7.9 Action Taken. The appellate review committee may, as decided by a majority vote of its members, affirm, modify or reverse the adverse recommendation or action, or in its discretion, may refer the matter back to the hearing committee for further review and recommendation to be returned to it within 30 days in accordance with its instructions. Within 30 days after receipt of such recommendation after referral, the appellate review committee shall take action.
- 7.7.10 Appellate Review Committee Decision: The appellate review committee's decision is the final decision in the matter and will become effective when ratified by the Board of Managers.
- 7.8 Final Decision of the Board of Managers.
- 7.8.1 Board of Managers Action. Within seven (7) days after the conclusion of the appellate review, the Board of Managers shall render a final decision in the matter in writing and shall send notice thereof to the Physician, to the Administrator, to the Medical Director, and to the MAC.
- 7.9 General Provisions.
- 7.9.1 Number of Hearings and Reviews. Notwithstanding any other provision of the Medical Staff Bylaws, no Physician shall be entitled as a right to more than one evidentiary hearing and appellate review with respect to a specific set of circumstances that gave rise to one or more adverse recommendations or actions.
- 7.9.2 Release. By requesting a hearing or appellate review under this Article, a Physician agrees to be bound by the provisions of Article Eleven in these Bylaws relating to immunity from liability in all matters relating thereto.
- 7.9.3 Confidentiality. The investigations, proceedings and records conducted or created for the purpose of carrying out the provisions of the Fair Hearing Plan or for conducting peer review activities under the Medical Staff Bylaws are to be treated as confidential, protected by State and Federal Law.

- 7.9.4 External Reporting Requirements. The Center shall submit a report regarding a final adverse action to the appropriate state professional licensure board (i.e., the state agency that issued the individual's license to practice) and all other agencies as required by all applicable Federal and/or State law(s).

Article VIII.

Advanced Practice Professional and Clinical Assistant Appointments

8.1 Procedure for Appointment.

- 8.1.1 Requests for appointment to the Advanced Practice Professional and Clinical Assistant Staff shall be made in writing and signed by the applicant on a printed application form (the Colorado Health Care Provider Credentials Application Form), any supplemental form and Privileges or practice prerogatives or clinical privileges form endorsed by the Medical Advisory Committee and approved by the Board of Managers, and the acceptance of appointment letter that is required of all Advanced Practice Professional and Clinical Assistants. The application shall contain detailed information concerning the applicant's professional qualifications and include a statement indicating the applicant has read or has had the opportunity to read the applicable sections of the Bylaws, Rules and Regulations, and Policy and Procedure manuals of the Center, and agrees to abide by the terms.
- 8.1.2 The application shall be signed by the applicant and by the employing or supervising Physician, as applicable, indicating the Physician's agreement to be fully responsible for the Advanced Practice Professional and Clinical Assistant's actions in dealing with patients treated at the Center. If the Advanced Practice Professional and Clinical Assistant does not have a Medical Staff member as his employer, a Medical Staff member must sponsor the applicant as a reference who believes the applicant adheres strictly to the ethics of his profession and works cooperatively with others. In that case, each and every Physician who utilizes that individual's professional services shall assume responsibility as a supervising Physician who is delegating a portion of his patient care to the Advanced Practice Professional and Clinical Assistant.
- 8.1.3 The Privilege form or practice prerogatives or clinical privileges form shall outline a description of duties the applicant desires to perform at the Center, the scope of the practice, and the level of supervision to be provided by the Physician.
- 8.1.4 The applicant shall submit a current Colorado license or registration certification or other legal credentials authorizing their practice, when applicable, and the application form shall include information as to any current or pending sanctions affecting participation in any Federal Health Care Program or any actions which might cause the applicant to become an Ineligible Person, as well as any sanctions from a professional review organization and whether the applicant has ever been subject to a Criminal Conviction for a health care related offense, as defined in these Bylaws. An individual is not eligible to apply for Advanced Practice Professional and Clinical Assistant Staff, and the Center will not process an application, if the individual does not have licensure or certification applicable to his practice, is an Ineligible Person, has a Criminal Conviction, or does not have professional liability insurance in such amounts as outlined in 3.3.4 above.
- 8.1.5 The Medical Director shall review the completed application and recommend or deny granting temporary Privileges or practice prerogatives or clinical privileges.
- 8.1.6 The completed application and practice prerogatives or clinical privileges form along with the recommendation from the Medical Director shall be submitted to the Medical Advisory Committee, subject to primary source verification, and processed in a manner similar to Article V. The Medical Advisory Committee shall make its recommendation based upon the applicant's current license (if applicable), education, training, experience, the references of the applicant, and other information through the application process.



- 8.1.7 The recommendation of the Medical Advisory Committee shall be transmitted to the Board of Managers for review. The Board of Managers shall have ultimate authority in all decisions concerning Advanced Practice Professional and Clinical Assistant appointments.
- 8.1.8 Advanced Practice Professionals and Clinical Assistants are appointed for a period not to exceed twenty-seven (27) months.
- 8.2 Procedures for Reappointment. Advanced Practice Professionals and Clinical Assistants shall be reappointed in writing according to the same procedure as listed in Section 8.1 above.
- 8.3 Temporary Practice Prerogatives. The Medical Director is empowered, where good cause exists and upon the basis of the information contained within the completed application, to grant practice prerogatives or clinical privileges to the applicant. Prior to granting temporary practice prerogatives or clinical privileges, a completed application and prerogative request form and the information contained in Section 8.2 must be on file. If there is a failure on the part of the applicant to provide accurate information or an inability to verify the accuracy of information, his temporary practice prerogatives or clinical privileges will automatically be terminated. For this purpose, the applicant shall provide his Medicare NPI, and the Center shall check the OIG Sanction Report and the GSA List. If the applicant is excluded from such participation, temporary practice prerogatives or clinical privileges shall not be granted; any exclusion subsequent to having been granted temporary practice prerogatives or clinical privileges shall result in immediate termination of such prerogatives. Temporary practice prerogatives or clinical privileges will remain in effect until the next Medical Advisory Committee meeting. In no case shall temporary Privileges continue for more than one hundred twenty (120) days.
- 8.4 Removal from Advanced Practice Professional and Clinical Assistant Staff.
- 8.4.1 An Advanced Practice Professional and Clinical Assistant who ceases employment with the employing Physician will be automatically terminated from the Advanced Practice Professional and Clinical Assistant staff, effective as of the date of termination of the employment with the Physician, unless the Advanced Practice Professional and Clinical Assistant provides documentation evidencing compliance with Section 8.2.2. The Advanced Practice Professional and Clinical Assistant is not entitled to any due process rights under these Bylaws. The employing Physician is responsible for notifying the Administrator of the termination of employment.
- 8.4.2 Advanced Practice Professional and Clinical Assistants may be terminated from the Advanced Practice Professional and Clinical Assistant Staff for activities or professional conduct inconsistent with the Bylaws, Rules and Regulations of the Center (including policy violations) after review by the Medical Advisory Committee.
- 8.4.3 Advanced Practice Professional and Clinical Assistants may be automatically suspended or terminated for becoming an Ineligible Person, for a Criminal Conviction, as defined in the Bylaws, for failing to maintain professional liability insurance, or for suspension or revocation of their license or certification or DEA registration (if applicable) in a manner parallel to Article VI.
- 8.4.4 Advanced Practice Professional and Clinical Assistants may also be automatically terminated for a violation of their agreements with the Center regarding managed care plans and balance billing referred to in the Advanced Practice Professional and Clinical Assistants' acceptance of appointment letters.
- 8.4.5 Advanced Practice Professional and Clinical Assistants who have Privileges are entitled to the same hearing and appeal rights as Medical Staff Members, but are not entitled to a hearing or appeal for automatic suspensions and terminations under this Section 8.5.
- 8.4.6 Advanced Practice Professional and Clinical Assistants who have practice prerogatives or clinical privileges may interview with the Medical Advisory Committee regarding their termination of practice prerogatives or clinical privileges if the termination of practice prerogatives or clinical privileges is for reasons other than a change in

employment status or becoming an Ineligible Person or for a Criminal Conviction related to the practice of health care.

Article IX.  
Governance and Committees

9.1 Medical Advisory Committee.

9.1.1 Composition. The Medical Advisory Committee shall be a standing committee and shall consist of representatives from each major specialty of the Medical Staff, in addition to the Medical Director. The Medical Advisory Committee members will be appointed by and may be removed by the Board of Managers. The Administrator and Nursing Director of the Center may serve as ex-officio members without a vote of the Medical Advisory Committee. No Medical Staff member actively practicing in the Center is ineligible for membership on the Medical Advisory Committee solely because of his professional discipline, specialty, or practice as a hospital-based Privileges. The Medical Director shall serve as the chairperson of the committee.

9.1.2 Duties and Authority. The Medical Advisory Committee is empowered to represent and act for the Medical Staff in the interval between Medical Staff meetings, subject to such limitations as may be imposed by these Bylaws. The Medical Advisory Committee shall perform or direct the performance of the duties relative to the key functions of the Center. The following duties shall be performed by the Medical Advisory Committee:

- Providing for current Medical Staff Bylaws, rules and regulations, and Medical Staff policies, subject to the approval of the Board of Managers;
- Providing liaison and communication with all levels of Center governance and administration with regard to policy decisions affecting patient care services;
- Collaborating with other leaders of the organization in planning;
- Reviewing the qualifications, evidence of current competence, and the recommendations for each individual applying for Medical Staff membership and Privileges, and make recommendations for appointment, reappointment, staff category, Privileges, and any disciplinary actions;
- Organizing the Medical Staff's quality assessment and performance improvement activities and establishing a mechanism designed to conduct, evaluate, and revise such activities;
- Conducting and supervising Medical Staff peer review activities;
- Receiving and act on reports and recommendations from any Medical Staff standing or ad-hoc committees and assigned activity groups, specifically as related to Medical Staff quality assessment and performance improvement activities;
- Making recommendations directly to the Board of Managers with regard to all of the following: the Medical Staff structure, the mechanism used to review credentials and to delineate individual Privileges, recommendations of individuals for Medical Staff membership, recommendations for delineated Privileges for each eligible individual, the participation of the Medical Staff in organization performance improvement activities, reports regarding the Medical Staff's evaluation of the quality of patient care services provided by the Medical Staff and the Center, the mechanism by which Medical Staff membership may be terminated, and the mechanism for fair hearing procedures.

9.1.3 Meeting, Decisions, and Reporting. The Medical Advisory Committee shall meet as often as is necessary but not less than four (4) times a year. The Medical Advisory Committee shall maintain a permanent record of its proceedings and actions. A quorum shall consist of at least three (3) members of the Medical Advisory Committee. Recommendations and decisions of the Medical Advisory Committee will be determined by majority vote of its members present. The Chairperson of the Medical Advisory Committee shall report the activities of the Medical Staff and the Medical Advisory Committee to the Board of Managers

9.2 Medical Staff Meetings.

- 9.2.1 A meeting of the Medical Staff shall be called when the Medical Advisory Committee or Board of Managers deems it necessary. The Medical Advisory Committee shall arrange the time and place of such meeting. Written notice stating the place, date, and hour of the meeting of the Medical Staff shall be delivered either personally or by mail to each member of the Medical Staff.
- 9.2.2 The agenda at Medical Staff meetings shall be:
- Reading of the notice calling the meeting;
  - Transaction of business for which the meeting was called;
  - Adjournment.
- 9.2.3 A preliminary copy of the minutes will be circulated to Medical Staff members in attendance at the meeting asking for input and corrections prior to final documentation.
- 9.2.4 A majority vote of those present is required to carry out any motion or vote brought before the membership, except as provided for otherwise in Section 13.1.

Article X.  
Interns, Residents and Fellows

- 10.1 The terms “interns”, “residents”, and “fellows” (hereinafter referred to collectively as “GME Physicians”), as used in these Bylaws, refer to individuals who are currently enrolled in a graduate medical education program and who, as part of their educational program, will provide health care services at the Center. GME Physicians shall not be Medical Staff members, shall not be eligible for Privileges, and shall not be entitled to any of the rights, Privileges, or to the hearing or appeal rights under these Bylaws. GME Physicians shall be credentialed by the sponsoring medical school or training program in accordance with provisions of a written affiliation agreement between the Center and the school or program and a member of the Medical Staff; credentialing information shall be made available to the Center upon request and as needed by the Medical Staff in the performance of their supervisory function. In compliance with federal laws, it shall not be necessary to submit a query to the National Practitioner Data Bank prior to permitting a GME Physician to provide services at the Center. GME Physicians may render patient care services at the Center only pursuant to and limited by the following:
- 10.1.1 Applicable provisions of the professional licensure requirements of the State in which the Center is located;
- 10.1.2 A written affiliation agreement between the Center and the sponsoring medical school or training program and a member of the Medical Staff; such agreement shall identify the individual or entity responsible for OSHA training, providing professional liability insurance and workers compensation coverage for a GME Physician in amounts acceptable to the Board of Managers, and require the GME Physicians to participate in HIPAA training as a member of the Center’s work force; and
- 10.1.3 The protocols established by the Medical Advisory Committee, in conjunction with the sponsoring medical school or training program and a member of the Medical Staff regarding the scope of a GME Physician’s authority, mechanisms for the direction and supervision of a GME Physician, and other conditions imposed upon a GME Physician by the Center or the Medical Staff.
- 10.2 While functioning in the Center, GME Physicians shall abide by all provisions of the Medical Staff Bylaws, Rules and Regulations, and Center’s and Medical Staff’s policies and procedures, and shall be subject to limitation or termination of their ability to function at the Center at any time in the discretion of the Administrator or the Medical Director. GME Physicians may perform only those services set forth in the training protocols developed by the applicable training program to the extent that such services do not exceed or conflict with the Rules and

Regulations of the Medical Staff or the Center's policies, and to the extent approved by the Board of Managers. A GME Physician shall be responsible and accountable at all times to a member of the Medical Staff, and shall be under the supervision and direction of a member of the Medical Staff. GME Physicians may be invited or required to attend meetings of the Medical Staff, Medical Staff Departments, or committees, but shall have no voting rights.

- 10.3 The designated Medical Staff member shall be responsible for overseeing GME Physicians and shall communicate to the Medical Advisory Committee and the Board of Managers about the patient care provided by, and the related educational and supervisory needs of, the GME Physicians.

#### Article XI

#### Confidentiality, Immunity, Sharing of Information, and Release

The following shall be express conditions to any person's application to the Medical Staff or Advanced Practice Professional and Clinical Assistant Staff of the Center and to the exercise of any Privileges by a Physician or exercise of Privileges or practice prerogatives by an Advanced Practice Professional and Clinical Assistant.

- 11.1 That any act, communication, report, recommendation or disclosure concerning any applicant for membership or Privileges given or made by anyone in good faith and without malice, with or without the request of any authorized representative of the Medical Staff, the Medical Advisory Committee, the Board of Managers, the Center or any other healthcare facility or provider for the purposes of providing, achieving or maintaining quality patient care in the Center or at any other healthcare facility shall be confidential and protected from discovery to the fullest extent permitted by law. Such protection shall extend to members of the Medical Staff, the Medical Advisory Committee, Board of Managers members and their representatives, and to third parties who furnish information to any of them to receive, release or act upon such information. Third parties shall include individuals, firms, corporations and other groups, entities, or associations from whom information has been requested or to whom information has been given by a member or authorized representative of the Medical Staff, the Medical Advisory Committee, the Board of Managers, or the Center.
- 11.2 Inasmuch as effective peer review, credentialing and quality assurance/performance improvement activities must be based on free and candid discussions, any breach of confidentiality of the discussions, deliberations, or records of any Medical Staff meeting, Medical Advisory Committee meeting, or Board of Managers meeting is outside appropriate standards of conduct for this Medical Staff and shall be deemed disruptive to the operation of the Center and as having an adverse impact on the quality of patient care. Such breach or threatened breach shall subject the individual responsible for a breach of confidentiality to disciplinary action under the Medical Staff Bylaws, Rules and Regulations, and applicable Center policies.
- 11.3 There shall, to the fullest extent permitted by law, be absolute immunity from civil liability arising from any act, communication, report, recommendation or disclosure performed, given or made, even if the information involved would otherwise be protected. No action, cause of action, damage, liability or expense shall arise or result from or be commenced with respect to any such act, communication, report, recommendation, or disclosure. Such immunity shall apply to all acts, communications, reports, recommendations and disclosures performed, given or made in connection with, or for, or on behalf of any activities of any other healthcare facility or provider including, without limitation, those relating to:
- 11.3.1 Applications for appointment or Privileges or practice prerogatives;
  - 11.3.2 Periodic reappraisals for reappointment of Privileges or practice prerogatives;
  - 11.3.3 Corrective action including precautionary suspension;
  - 11.3.4 Hearings and appellate reviews;

- 11.3.5 Medical care evaluations;
- 11.3.6 Infection control; and
- 11.3.7 Committee activities related to quality patient care and interprofessional conduct.
- 11.4 Board of Managers Approval/Indemnification. To afford the Medical Staff officers and others the full protections of the Healthcare Quality Improvement Act, the Board of Managers shall ratify the appointments of Medical Staff officers and other leaders who will perform professional review regarding competence or professional conduct of Physicians and other individuals requesting clinical privileges, such as credentialing or quality assessment/performance improvement activities. The Board of Manager's ratification shall serve as evidence that they are charged with performing important Center functions when engaging in credentialing or quality assessment/performance improvement activities. Such activities shall have the following characteristics:
- 11.4.1 The activities such leaders undertake shall be performed on behalf of the Center;
- 11.4.2 The activities shall be performed in good faith;
- 11.4.3 That any professional review action shall be taken:
- 11.4.3.1 In the reasonable belief that the action was in the furtherance of quality health care;
  - 11.4.3.2 After a reasonable effort to obtain the facts of the matter;
  - 11.4.3.3 After adequate notice and hearing procedures are afforded to the individual involved or after such other procedures as are fair to the individual under the circumstances; and,
  - 11.4.3.4 In the reasonable belief that the action was warranted by the facts known after such reasonable effort to obtain facts and after meeting this Section.
- 11.4.4 The activities shall follow procedures set forth in these Bylaws, rules and regulations, or policies;
- 11.4.5 Medical Staff leaders who are performing activities meeting the above listed criteria shall qualify for indemnification for those activities through the Center.
- 11.5 To Permit Sharing of Information. Authorization to Share Professional Review Information within the Corporation. The Center's general partner is Community Hospital of Grand Junction. All professional review activities of the Center and its Medical Staff are overseen by the Board of Governors of the Corporation. The purpose of the professional review and quality management activities performed by or on behalf of the Center and the Medical Staff and of other hospitals and medical staffs within the Corporation is to maintain and enhance the quality of care within the Corporation. In order to accomplish the above objectives, the Board has directed that certain information be reported to the medical staffs of all facilities at which a Physician or Advanced Practice Practitioner and Clinical Assistant has staff membership, clinical privileges, or practice prerogatives, as applicable, or has applied for such membership, privileges, or prerogatives.
- 11.6 That the acts, communications, reports, recommendations, and disclosures referred to in this Article may relate to a Physician's or Advanced Practice Professional and Clinical Assistant's professional qualifications, technical and clinical competency, clinical judgment, communication skills, professionalism, mental or emotional stability, physical condition, ethics, or other matters which may directly or indirectly have an impact on patient care.
- 11.7 That all members of the Medical Staff and all Advanced Practice Professionals and Clinical Assistants agree to participate in and be a member of the Center's OHCA formed for the purpose of implementing and complying with the Standards for Privacy of Individually Identifiable Health Information promulgated pursuant to HIPAA, as amended from time to time. That all Medical Staff Members and Advanced Practice Professionals and Clinical Assistants agree to comply with the Center's policies regarding the use and disclosure of IIHI/PHI.

- 11.8 That all Medical Staff Members and Advanced Practice Professional and Clinical Assistants agree to comply with the Center's policies regarding the use and disclosure of PHI.
- 11.9 In furtherance of and in the interest of providing quality patient care, each applicant for Medical Staff membership and Privileges, and each Medical Staff member shall, by requesting or accepting membership or Privileges, release and discharge from loss, liability, cost, damage and expense, including attorney's fees, such persons who may be entitled to the benefit of the Privileges and immunities provided in this Article, and shall, upon the request of the Center or Medical Advisory Committee, execute a written release in accordance with the tenor and import of this Article.
- 11.10 Nonexclusive. The Privileges and immunities provided in this Article shall not be exclusive of any other rights to which those who may be entitled to the benefit of such Privileges and immunities may be entitled under any statute, law, rule, regulation, bylaw, agreement, vote of members or otherwise, and shall inure to the benefit of the heirs and legal representatives of such persons.
- 11.11 Quality and Peer Review Protections. These Bylaws are incorporated by reference into and made a part of the Center's Performance Improvement Plan, as amended from time to time.

Article XII.  
General Provisions

- 12.1 Rules and Regulations. Subject to the approval of the Board of Managers, the Medical Advisory Committee shall adopt such Rules and Regulations as may be necessary to implement these Bylaws. The Rules and Regulations shall relate to the proper conduct of Staff organizational activities and shall embody the level of practice required of each Staff appointee. Rules and Regulations may not conflict with or contravene the Bylaws. In all cases where there are discrepancies or divergent interpretations, the Bylaws shall prevail.
- 12.2 Professional Liability Insurance. Each Physician granted Privileges and Advanced Practice Professional and Clinical Assistant granted Privileges or practice prerogatives at the Center shall continuously maintain professional liability insurance in not less than the minimum amounts, as as outlined in 3.3.4 above, with full coverage for all Privileges or services provided in the Center. Upon request, each Physician and Advanced Practice Professional and Clinical Assistant shall provide satisfactory evidence of such coverage to the Medical Advisory Committee, including full information as to exceptions or exclusions from coverage, and shall immediately notify the Medical Advisory Committee of any change in such coverage.
- 12.3 No Contract Intended. Notwithstanding anything herein to the contrary, it is understood that these Bylaws and the Rules and Regulations do not create, nor shall they be construed as creating, in fact, by implication or otherwise, a contract of any nature between or among the Center or the Board of Managers or the Medical Staff and any member of the Medical Staff or Advanced Practice Professional and Clinical Assistant Staff. Any Privileges or practice prerogatives are simply Privileges that permit conditional use of the Center's facilities, subject to the terms of these Bylaws and the Rules and Regulations. Notwithstanding the foregoing, the provisions containing undertakings in the nature of an agreement or an indemnity or a release shall be considered contractual in nature, and not a mere recital and shall be binding upon Physicians and those Advanced Practice Professional and Clinical Assistants granted Privileges or practice prerogatives in the Center.
- 12.4 No Agency. Physicians and Advanced Practice Professional and Clinical Assistants shall not, by virtue of these Bylaws, memberships or Privileges, be authorized to act on behalf of or bind the Center. Furthermore, they shall not hold themselves out as agents, apparent agents, or ostensible agents of the Center, except where specifically and expressly authorized in a separate written contract with the Center.
- 12.5 Conflicts. If any provision of the Medical Staff Bylaws or Rules and Regulations is in conflict with any policy of the Center regarding any statutory, judicial or regulatory obligation of the Center, including, but not limited to, the

HIPAA Administrative Simplification provisions, any such conflict will be resolved in favor of the Center's policy regarding such obligation.

- 12.6 Minimum Necessary Use and Disclosure of PHI. When PHI is used or disclosed in conjunction with health care operations, including quality improvement and peer review activities pursuant to these Bylaws, all parties shall use reasonable efforts to limit the PHI to the minimum necessary to accomplish the purpose(s) of such use or disclosure. This minimum necessary standard does not apply to the use or disclosure by a health provider for treatment, or to requests for PHI by the patient.
- 12.7 Severability. In the event any provision of these Bylaws are found to be legally invalid or unenforceable for any reason, the remaining provisions of the Bylaws shall remain in full force and effect provided the fundamental rights and obligations remain reasonably unaffected.
- 12.8 Entire Bylaws. These Bylaws are the entire Medical Staff Bylaws of the Center and supersede any and all prior Medical Staff Bylaws that, by adoption hereof, shall be automatically repealed.
- 12.9 Gender. Whenever the singular number is used in this Agreement and when required by the context, the same shall include the plural and vice versa, and the masculine gender shall include the feminine and neuter genders and vice versa.

Article XIII.  
Adoption and Amendments

- 13.1 Adoption, Quorum and Voting. The Medical Staff Bylaws shall be adopted upon the approval of the Medical Staff and become effective upon approval by the Board of Managers. The Medical Staff Rules and Regulations shall be adopted upon the approval of the Medical Advisory Committee, acting on behalf of the Medical Staff, and become effective upon approval by the Board of Managers. Neither the Board of Managers nor the Medical Staff may unilaterally amend the Medical Staff Bylaws or Rules and Regulations, except that the Board of Managers shall maintain responsibility and authority over the operation of the Medical Staff and in the event the Medical Staff refuses to amend these Bylaws or Rules and Regulations to comply with local, state or federal laws and regulations or applicable accreditation standards, the Board of Managers retains the authority to unilaterally amend the Medical Staff Bylaws and Rules and Regulations to so comply. New Medical Staff Bylaws and/or amendments of current Medical Staff Bylaws may be enacted either through a meeting of the Medical Staff or by mail-in written ballots. At least one-third of the total Medical Staff members entitled to vote must be present to constitute a quorum for the transaction of adopting or modifying the Medical Staff Bylaws at any Medical Staff meeting. If a quorum is present for the purpose of enacting a Bylaw change, the change shall require an affirmative vote of greater than fifty percent (50%) of the members voting in person. A bylaws change may also be enacted with an affirmative vote of greater than 50% of the Medical Staff voting by written ballot. The Bylaws will be provided to all Medical Staff members with Active Staff status. Bylaw changes adopted by the Medical Staff shall become effective following approval by the Board of Managers, which approval shall not be unreasonably withheld. Following significant changes to the Bylaws, Rules and Regulations or Medical Staff policies, Medical Staff members shall be provided with a revised text.
- 13.1.1 Upon the request of the Medical Advisory Committee or upon timely written petition signed by at least twenty percent (20%) of the members of the Medical Staff in good standing who are entitled to vote, consideration shall be given to the adoption, amendment, or repeal of these Bylaws. Such action shall be taken at a regular or special meeting of the Medical Staff, provided that written notice of the proposed change was sent to all members of the Medical Staff no less than twenty (20) days prior to the meeting at which the Bylaws changes are to be voted upon. The notices shall include the exact wording of the existing Bylaws language, if any, and the proposed change(s).

- 13.1.2 Medical Staff Rules and Regulations: Subject to approval by the Board of Managers, the Medical Advisory Committee shall adopt such Rules and Regulations as may be necessary to implement these Bylaws. The Rules and Regulations shall relate to the proper conduct of Medical Staff organizational activities and shall embody the level of practice required of each Medical Staff appointee and individuals with Privileges.
- 13.2 Errors in Drafting. The Medical Advisory Committee may correct typographical, spelling, grammatical or other obvious technical or editorial errors in the Bylaws and Rules and Regulations.
- 13.3 Conflicts of Interest. Physicians shall disclose any conflict of interest, as defined by the Board of Managers, or potential conflict of interest in any transaction, occurrence or circumstance which exists or may arise with respect to his participation on any committee or in his activities in Medical Staff affairs, including the review of cases. Where such a conflict of interest exists or may arise, the individual shall not participate in the activity, or as appropriate, shall abstain from voting, unless the circumstances clearly warrant otherwise. This provision does not prohibit any person from voting for himself nor from acting in matters where all others who may be significantly affected by the particular conflict of interest consent to such action.



# CANYON VIEW SURGERY CENTER

Medical Staff Bylaws  
Governance & Administration  
Revised 3/15/2020 | Approved by: Board of Managers

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Adopted by the Medical Staff of Canyon View ASC, L.L.C. d/b/a Canyon View Surgery Center on the: 01 day of June of 2020.

Carolyn Emerson, MD

Chairperson, Medical Advisory Committee

Christina

Member Board of Managers

[Signature]

Member Board of Managers

[Signature]  
Witness