



Children's Wisconsin- Surgicenter

MEDICAL STAFF

BYLAWS:

Governance and Organizational Manual

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PREAMBLE

Subject to the approval of the Children's Hospital and Health System, Inc./Children's Hospital of Wisconsin, Inc. ("CW") joint Board of Directors, the Medical Staff of Surgicenter of Greater Milwaukee, LLC ("Surgicenter") is organized in conformity with these Bylaws, Policies, and Rules and Regulations to fulfill the duties and responsibilities delegated to the Medical Staff by the Board. These Bylaws and related Medical Staff documents are prepared for compliance with appropriate licensing laws and accreditation standards. These Bylaws and related Medical Staff documents are not intended to, and do not, constitute an express or implied contract with any individual or entity.

DEFINITIONS

The following definitions apply to terms used in these Bylaws and in all the Medical Staff documents, unless otherwise specified when referenced:

- (1) "ASSOCIATE CHIEF MEDICAL OFFICER" ("ACMO") means the individuals serving with the CMO as the administrative liaisons to the Medical Staff of the Fox Valley, Milwaukee and Surgicenter campuses responsible for ensuring applicable standards of quality clinical care are implemented at the Hospital and in its programs. The ACMO will assist the CMO and COO in the areas of performance improvement and quality assurance activities and Hospital Administration/Medical Staff liaison functions, and the clinical organization of the Medical Staff. The site-specific ACMO will act as the primary designee if the CMO is unavailable.
- (2) "BOARD" means the Board of Directors, which has the overall responsibility for the Hospital, or its designated committee.
- (3) "CHIEF MEDICAL OFFICER" ("CMO") means the individual serving as the liaison officer to the Medical Staff. The CMO assists with the Medical Staff's performance improvement, quality assurance activities, and Hospital Administration/Medical Staff liaison functions and with the clinical organization of the Medical Staff.
- (4) "CHIEF OPERATING OFFICER" ("COO") refers to the individual appointed by the Board to act on its behalf in the overall management of the Hospital, or that individual's designee. "CLINICAL PRIVILEGES" or "PRIVILEGES" means the authorization granted to a provider by the Board to render specific patient care services within the provider's lawful scope of practice to patients at the Hospital and permission to use Hospital resources necessary to exercise granted clinical privileges. Clinical privileges may include the permission to practice granted to a PHP to perform certain clinical activities and functions under the supervision or collaboration of member(s) of the Medical Staff by the processes set forth in these Bylaws.
- (5) "DAYS" means calendar days.

- (6) “DENTIST” means a doctor of dental surgery (“D.D.S.”) or doctor of dental medicine (“D.M.D.”).
- (7) “HOSPITALIZED” means admitted as an inpatient or deemed procedural short stay or observation status.
- (8) “MEDICAL EXECUTIVE COMMITTEE” or “MEC” means the Executive Committee of the Medical Staff.
- (9) “MEDICAL STAFF” means all physicians, dentists, oral surgeons, and podiatrists who have appointed to the Medical Staff by the Board.
- (10) “MEDICAL STAFF OFFICER” or “OFFICER” means the officers of the Medical Staff including the ACMO.
- (11) “MEDICAL STAFF SERVICES” means a Surgicenter department that administers and oversees the credentialing and privileging and performance evaluations processes.
- (12) “MEMBER” means any physician, dentist, oral surgeon, or podiatrist who has been granted Medical Staff appointment by the Board.
- (13) “NOTICE” means written communication by regular U.S. mail, e-mail, facsimile, Surgicenter mail, or hand delivery.
- (14) “ORAL AND MAXILLOFACIAL SURGEON” means an individual with a D.D.S. or a D.M.D. degree, who has completed additional training in oral and maxillofacial surgery.
- (15) “ORGANIZED HEALTH CARE ARRANGEMENT” (“OHCA”) means the term used by the HIPAA Privacy Rule, which permits the Hospital and Medical Staff to use joint notice of privacy practices information when patients are admitted to the Hospital. Practically speaking, being part of an OHCA allows the members of the Medical Staff to rely upon the Hospital notice of privacy practices; and therefore, relieves Medical Staff members of their responsibility to provide a separate notice when members consult or otherwise treat Hospital inpatients.
- (16) “PHYSICIAN” includes doctors of medicine (“M.D.”), doctors of osteopathy (“D.O.”), Bachelors of Medicine, and Bachelors of Surgery (“MBBS”).
- (17) “PODIATRIST” means a doctor of podiatric medicine (“D.P.M.”).
- (18) “PROVIDER” means any particular physician, dentist, oral surgeon, podiatrist or PHP, who is seeking or has been granted Medical Staff membership and/or clinical privileges at the Hospital.
- (19) “PROFESSIONAL HEALTH CARE PROVIDER” or “PHP” means any individually licensed or certified health care provider, (excluding physicians,

dentists, oral surgeons, and podiatrists), who has an independent or dependent scope of practice and who provides a medical level of care or performs surgical tasks consistent with granted clinical privileges or permission to practice. PHPs may be required by law and/or the Hospital to exercise some or all of their clinical privileges under the direction of, or in collaboration with, a Sponsoring Member.

- (20) “PROFESSIONAL PERFORMANCE EVALUATION” (“PPE”) means the process defined in the Professional Performance Evaluation Policy
- (21) “PROFESSIONAL REVIEW COMMITTEE” (“PRC”) means the professional or “peer” review committee of the Medical Staff.
- (22) “SPECIAL NOTICE” means hand delivery, certified mail (return receipt requested), or overnight delivery service providing receipt. All Special Notices shall be considered received on the date actually received if given by personal delivery or traceable courier service, or on the date shown as received on the certified mail receipt or fax confirmation sheet if given by such method. A refusal to accept delivery of service shall constitute effective delivery as of the date of any such refusal.
- (23) “SPONSORING MEMBER” means a member of the Medical Staff with clinical privileges, who has agreed in writing to supervise or collaborate with a PHP while the PHP is practicing or providing clinical services at the Surgicenter.

TIME LIMITS

Time limits referred to in these Bylaws are advisory only and are not mandatory, unless it is expressly stated that a particular right is waived by failing to take action within a specified period.

ARTICLE 1 CATEGORIES OF THE MEDICAL STAFF

Only those providers who continuously satisfy the qualifications and conditions for appointment to the Medical Staff and/or clinical privileges contained in the Credentialing Manual are eligible to apply for appointment to one of the following categories:

1.A ACTIVE STAFF

1.A.1 Qualifications:

- (a) The Active Staff will consist of physicians, dentists, oral surgeons, and podiatrists who show an ongoing commitment to the mission and success of the Surgicenter by all the following:
 - i. providing direct care, treatment, diagnosis, or consultation at the Surgicenter;

- ii. possessing admitting privileges at a local, Medicare-participating hospital; and
- iii. actively participating in Medical Staff functions.

1.A.4 Prerogatives:

- (a) Active Staff members may:
 - i. exercise such clinical privileges as are granted to them without limitation, except as otherwise provided in the Bylaws or Bylaws-related documents, or as limited by the Board;
 - ii. vote in all general and special elections and on all matters brought before the Medical Staff and at applicable department, section, and committee meetings; and
 - iii. serve on Medical Staff committees and as chairs of such committees.

1.A.5 Responsibilities:

- (a) All Active Staff members will:
 - i. serve on committees and participate in other Medical Staff initiatives, as requested;
 - ii. participate in the performance improvement and utilization management processes;
 - iii. pay application fees, dues, and assessments;
 - iv. participate in the PPE process, if granted clinical privileges; and
 - v. provide care, treatment, diagnosis, and consultation to Hospital patients (consistent with privileges granted).

1.B PROFESSIONAL HEALTHCARE PROVIDERS

Professional Healthcare Providers or PHPs are those licensed or certified individuals who the Board has determined to be eligible to apply for clinical privileges consistent with the minimum eligibility and qualification requirements established by the Board and Medical Staff as described in the Medical Staff Credentialing Manual, including their recognized training, licensure, certification, education, and demonstrated competency. PHPs who are eligible for and granted clinical privileges will be classified into those categories as described in Article 6 of the Credentialing Manual. PHPs are not eligible for membership on the Medical Staff or entitled to the rights, privileges, and/or prerogatives of Medical Staff appointment unless otherwise provided for in these Bylaws.

ARTICLE 2
MEDICAL STAFF OFFICER

2.A DESIGNATION

The officer of the Medical Staff will be the ACMO.

2.B ELIGIBILITY CRITERIA

Only those members of the Active Staff who satisfy the following criteria initially and continuously will be eligible to serve as an officer of the Medical Staff, unless an exception is recommended by the MEC and approved by the Board. They must:

- (a) be appointed in good standing to the Active Staff, and have served on the Active Staff for at least two (2) years;
- (b) have experience in a leadership position, or other involvement in performance improvement functions, for at least two (2) years;
- (c) be certified by an appropriate specialty board or show evidence of comparable competence, as determined through the credentialing and privileging process;
- (d) have no pending adverse recommendations concerning Medical Staff appointment or clinical privileges;
- (e) not presently be serving as Medical Staff officers, Board members, or department chiefs, at any other hospital and will not so serve during their terms of office;
- (f) be willing to faithfully discharge the duties and responsibilities of the position;
- (g) attend continuing education relating to Medical Staff leadership and/or credentialing/peer review functions as requested prior to or during the term of the office;
- (h) have demonstrated an ability to work well with others; and
- (i) disclose any financial relationship (i.e., an ownership of or investment interest in or compensation arrangement) with an entity that competes with the Surgicenter or any affiliate. This does not apply to services provided within a provider's office and billed under the same provider number used by the provider.

2.C DUTIES

2.C.1 Associate Chief Medical Officer (ACMO):

The ACOMO will:

- (a) Review applications for initial appointment and clinical privileges and for reappointment and renewal of clinical privileges, including interviewing applicants;
- (b) act in coordination and cooperation with the Medical Staff, the CMO and Surgicenter leadership, PHPs, nursing and other patient care services in matters of mutual concern involving the care of patients in the Surgicenter;
- (c) accurately represent and communicate the views of the Medical Staff and PHPs regarding financial and strategic planning and policies to the CMO, Surgicenter leadership, and the Board;
- (d) report on the activities of the Medical Staff to the CMO, Surgicenter leadership, and the Board, as requested;
- (e) call, preside at, and be responsible for the agenda of all general Medical Staff meetings and the MEC;
- (f) appoint all Medical Staff committee chairs and committee members;
- (g) chair the MEC and serve as a member of all other Medical Staff committees, *ex officio*, with vote;
- (h) be responsible to the Board, in conjunction with the MEC, for the quality and efficiency of clinical services and professional performance within the Surgicenter and for the effectiveness of patient care evaluations and the quality improvement functions delegated to the Medical Staff;
- (i) enforce compliance with the Bylaws, policies, and Rules and Regulations of the Medical Staff and the Policies and Procedures of the Surgicenter;
- (j) recommend Medical Staff representatives to Surgicenter committees;
- (k) perform all functions authorized in all applicable Medical Staff policies and other functions assigned by the MEC or COO.
- (l) assume duties as delegated by the CMO in the CMO's absence, and
- (m) oversee the keeping of complete and accurate records of the financial transactions of the Medical Staff.

2.D SELECTION OF OFFICER

The ACMO must be a physician with knowledge of pediatric healthcare, practiced in pediatrics or a related field within the past 5 years and has at least two years of relevant medical leadership.

The ACMO shall be appointed by the CMO and COO of Children's Hospital & Health System, Inc.

2.E TERM OF OFFICE

The ACMO's term of office remains in effect unless he/she is removed from office as outlined in these Bylaws or submits a resignation accepted by the COO.

2.F VACANCIES

A vacancy can be created by recall, resignation, disability, death or by no longer meeting medical staff officer eligibility criteria.

In the event of a vacancy with respect to the ACMO, the CMO of Children's Hospital & Health System, Inc. will serve as ACMO until the COO of Children's Hospital of Wisconsin, Inc. appoints a new ACMO.

2.G REMOVAL

The ACMO may be removed by the COO of Children's Hospital & Health System, Inc.

2.H DELEGATION OF FUNCTIONS

The Medical Staff Officer may delegate certain tasks and activities to various designees, including the CMO, CNO, Director of Surgical Services and the COO, to assist the officer in fulfilling duties and responsibilities, which may include activities related to credentialing, privileging, and peer review.

ARTICLE 3
CLINICAL DEPARTMENTS

3.A ORGANIZATION

The Medical Staff will be considered as a single unit.

Subject to the approval of the Board, the MEC may create or eliminate new departments, sections or PHP discipline groups, or otherwise reorganize the department structure.

ARTICLE 4
MEDICAL STAFF COMMITTEES AND PERFORMANCE IMPROVEMENT FUNCTIONS

4.A MEDICAL STAFF COMMITTEES AND FUNCTIONS

This Article 4 outlines the standing committees that carry out the governance, professional performance evaluations and other performance improvement functions that are delegated to the Medical Staff by the Board.

4.B COMMITTEE COMPOSITION AND APPOINTMENT OF COMMITTEE CHAIRS AND MEMBERS

Unless otherwise indicated, all committee chairs and members will be appointed by the ACMO. Committee chairs will be selected based on the eligibility criteria set forth in Section 2.B of these Bylaws. Committee members may consist of both medical staff members and PHPs.

Committee chairs and members will be appointed for a term of two years with no limit on the number of terms. All appointed chairs and members may be removed and vacancies filled by the ACMO at the ACMO's discretion.

Unless otherwise provided, any additional representatives on the committees must be approved by the ACMO. Unless otherwise provided, all such representatives will serve on the committees without vote.

Unless otherwise provided, the ACMO, the CMO and the COO (or their respective designees) will be members, ex officio, with vote, on all committees.

4.C MEETINGS, REPORTS, AND RECOMMENDATIONS

Each committee described in these Bylaws will meet as necessary to accomplish its functions (some committees may have more specific meeting requirements), and will maintain a record of its findings, proceedings, and actions. Each committee will make a timely written report after each meeting or at a minimum on an annual basis to the MEC and to other committees and individuals as indicated in these Bylaws.

4.D MEDICAL EXECUTIVE COMMITTEE

4.D.1 Composition:

- (a) The MEC will consist of the following voting members with the majority of members being physicians to include the:
 - i. ACMO;
 - ii. Six appointed members of medical staff to provide adequate representation of specialties ; and
 - iii. CMO.
- (b) The MEC will consist of the following ex-officio, non-voting members:
 - i. COO of Children's Hospital & Health, Inc.; and

- ii. Chief Nursing Officer (“CNO”).
- (c) The ACMO may request additional individuals to attend the MEC to provide information or input, without vote.
- (d) The ACMO will chair the MEC.
- (e) A majority of the voting members of the MEC will constitute a quorum.

4.D.2 Duties:

The MEC has the primary oversight authority, as delegated by the Board, related to professional activities and functions of the Medical Staff and performance improvement activities regarding the professional services provided by Medical Staff providers and PHPs. The MEC is responsible for the following:

- (a) acting on behalf of the Medical Staff in the intervals between Medical Staff meetings;
- (b) recommending directly to the Board on at least the following:
 - i. the Medical Staff’s structure;
 - ii. the mechanism used to review credentials and to delineate clinical privileges;
 - iii. Medical Staff provider and PHP appointment or reappointment;
 - iv. delineation of clinical privileges for each eligible provider;
 - v. participation of the Medical Staff in Surgicenter performance improvement activities;
 - vi. the mechanism by which Medical Staff appointment or clinical privileges may be terminated; and
 - vii. hearing procedures.
- (c) monitoring the professional performance evaluation process;
- (d) consulting with Surgicenter leadership on quality related aspects of contracts for patient care services, space allocation, and appropriate staffing;
- (e) receiving and acting on reports and recommendations from Medical Staff committees, departments, and other groups, including PHPs, as appropriate, and making appropriate recommendations for improvement when there are

variances from expected clinical practice patterns or variances from regulatory or accreditation requirements;

- (f) reviewing (or delegating the review of) quality indicators to ensure uniformity regarding patient care services;
- (g) providing leadership in activities related to patient safety;
- (h) providing oversight in the process of analyzing and improving patient satisfaction;
- (i) overseeing orientation and continuing medical education and training activities, including overall review of the performance of residents and students;
- (j) reviewing, at least every five (5) years, the Bylaws, policies, Rules and Regulations, and associated documents of the Medical Staff and recommending such changes as may be necessary or desirable;
- (k) determining assessments and dues of the Medical Staff, with the funds to be placed in the medical staff fund, and approving expenditures for any amount from the medical staff fund up to the existing balance;
- (l) serving as the Professional Review Committee;
- (m) performing such other functions as are assigned to it by these Bylaws, the Credentialing Manual, the Board, or other applicable policies.

In the event that the MEC is unable to fulfill the above, the Board has the authority to remove and assume some or all of the MEC's authority, duties, and responsibilities.

4.D.3 Meetings:

The MEC will meet at least ten (10) times per year to fulfill its responsibilities and will maintain a permanent record of its proceedings and actions.

When circumstances arise in which an action is needed by the MEC in between regularly scheduled meetings of the MEC or when a quorum of the MEC is not present and MEC action is deemed necessary, a review/recommendation will be requested:

- (a) For uncomplicated/time-sensitive activities, unanimous consent will be sought from all MEC voting members via email. All members must vote and all votes must be affirmative. Members are requested to seek further information if needed in order to provide a valid decision. The request, responses, and result will be documented and maintained in the MEC's permanent record and reported to the Board, as applicable.

- (b) If a complex credentials file is identified or if unable to obtain unanimous consent via email, a special meeting will be called/held where a quorum will be required for decision.

4.E PROFESSIONAL REVIEW COMMITTEE

4.E.1 Composition:

The MEC will serve as the Professional Review Committee.

The Professional Review Committee will:

- (a) conduct case reviews based on specific concerns regarding quality of care or unprofessional behavior;
- (b) investigate unsatisfactory initial, focused or ongoing professional performance evaluations (IPPE, FPPE and OPPE);
- (c) oversee the patient/family /peer complaint review process;
- (d) oversee and facilitate the focused peer review activities of all providers, including use of secondary or external peer review as needed;
- (e) develop performance improvement plans that may include, but will not be limited to, the following:
 - i. additional education or training ;
 - ii. focused professional review;
 - iii. second opinions/consultations;
 - iv. concurrent proctoring and or mentoring, and
 - v. participation in a formal evaluation/assessment or executive coaching program.

4.E.2 Performance Improvement Functions

The Medical Staff members and PHPs are actively involved in performance improvement functions, including reviewing data and recommending and implementing processes to address the following:

- (a) ensuring that care and treatment of Surgicenter patients under the direction of an appropriately privileged provider meets generally accepted standards of care;

- (b) ensuring that patient safety, including processes to respond to patient safety alerts, meet patient safety goals, and reduce patient safety risks;
- (c) individual providers' performance irrespective of payer or program;
- (d) medication management, including review of significant adverse drug reactions, medication errors and the use of experimental drugs and procedures;
- (e) procedural sedation and operative and other invasive procedures, including tissue review and review of discrepancies between pre-operative and post-operative diagnoses;
- (f) education of patients and families;
- (g) coordination of care, treatment, and services with other providers and Surgicenter staff, and related protocol and policies;
- (h) accurate, timely, and legible completion of inpatient medical records, which are deemed delinquent if not completed within 7 days of the date of patient discharge and of ambulatory encounters, which are deemed delinquent if not completed within 15 days of date of service;
- (i) the quality of history and physical examinations described in Article 14 of the Credentialing Manual;
- (j) codes and resuscitations, deaths and the use of developed criteria for autopsies;
- (k) serious reportable events and/or sentinel events, including root cause analyses and responses to unanticipated adverse events;
- (l) nosocomial infections and the potential for infection;
- (m) unnecessary procedures or treatment;
- (n) quality of care; and
- (o) appropriate resource utilization.

4.F CREATION OF STANDING COMMITTEES

The MEC may, by resolution and upon approval of the Board and without amendment of these Bylaws, establish additional committees to perform one or more staff functions. In the same manner, the MEC may dissolve or rearrange committee structure, duties, or composition as needed to better accomplish Medical Staff functions. Any function required to be performed by these Bylaws which is not assigned to an individual, a standing committee, or a special committee will be performed by the MEC.

4.G SPECIAL/AD HOC COMMITTEES/TASK FORCES

Special or ad hoc committees or task forces will be created and their members and chairs will be appointed by the ACMO and/or the MEC. Such committee will confine their activities to the purpose and duration for which they were appointed and will report to the MEC, or another medical staff committee, as directed by the ACMO and /or the MEC as applicable.

4.H COMMITTEE POLICIES AND PROCEDURES

Each Medical Staff committee may adopt and implement various policies and procedures to fulfill its obligations and function within the Medical Staff as described herein provided such policies and procedures do not conflict with these Bylaws, the Surgicenter Bylaws, applicable accreditation standards and applicable federal and state law. Any committee policy or procedure that conflicts or is otherwise inconsistent with these conditions shall be considered void and without effect.

4.I DELEGATION OF FUNCTIONS

Any Medical Staff committee may delegate certain tasks and activities to various designees, whether a committee or individuals, including the ACMO and COO, to assist the committee in fulfilling its duties and responsibilities, which may include activities related to credentialing, privileging, and peer review.

ARTICLE 5 MEETINGS

5.A MEDICAL STAFF YEAR

The Medical Staff year is January 1 to December 31.

5.B MEDICAL STAFF MEETINGS

5.B.1 Regular Meetings:

Meetings of the Medical Staff may be called at any time by the ACMO, the MEC or the Board and will be called by the ACMO upon request of 10% of voting members of the Medical Staff.

5.C CONFLICT MANAGEMENT PROCESS

When there is a conflict between the Medical Staff and the MEC with regard to (1) proposed amendments to the Medical Staff Bylaws, (2) proposed amendments to the Medical Staff Rules and Regulations, (3) a new policy proposed by the MEC or (4) proposed amendments to an existing policy that is under the authority of the MEC, a special meeting of the Medical Staff to discuss the conflict may be called by a petition signed by not less than one fourth of the Active Staff. The agenda for that meeting will be limited to

the amendment(s) or policy at issue. All other provisions of these Bylaws related to special meetings shall apply to meetings called for this purpose.

5.D PROVISIONS COMMON TO ALL MEETINGS

5.D.1 Notice of Meetings:

- (a) Medical Staff members will be provided one (1) week notice of all regular meetings of the Medical Staff. Medical Staff and PHPs will be provided one (1) week notice of all regular meetings of departments, sections and committees. All notices will state the date, time, and place of the meetings. Standing electronic calendar requests may serve as a notice of meetings.
- (b) When a special meeting of the Medical Staff, a department, a section, and/or a committee is called, the notice period will be reduced to 48 hours (i.e., must be given at least 48 hours prior to the special meeting).
- (c) The attendance of any individual at any meeting will constitute a waiver of that individual's objection to the notice given for the meeting.

5.D.2 Quorum and Voting:

- (a) For any regular or special meeting of the Medical Staff, department, section, or committee, those voting members present (but in no event fewer than two members) will constitute a quorum. Exceptions to this general rule are as follows:
 - i. for meetings of the MEC and the Professional Review Committee, the presence of at least 50% of the voting members of the committee will constitute a quorum;
 - ii. for amendments to the Medical Staff Bylaws, at least 10% of the voting members will constitute a quorum;
- (b) Recommendations and actions of the Medical Staff, departments, sections, and committees will be by consensus. In the event it is necessary to vote on an issue, that issue will be determined by a majority vote of those individuals present;
- (c) As an alternative to a formal meeting, the voting members of the Medical Staff, or a committee may also be presented with a question by mail, facsimile, e-mail, electronic survey, hand-delivery, or telephone, and their votes returned to the presiding chair by the method designated in the notice. Except for amendments to these Bylaws and actions by the MEC and the Professional Review Committee (as noted in (a)), a quorum for the purposes of these votes will be the number of responses returned to the presiding chair by the date indicated. The question raised will be determined in the affirmative if a majority of the responses returned has so indicated; and

- (d) Meetings may be conducted by telephone or any other electronic means permitted under Wisconsin law.

5.D.3 Agenda:

The presiding chair for the meeting will set the agenda for any regular or special meeting of the Medical Staff, department, section, or committee.

5.D.4 Rules of Order:

Robert's Rules of Order will not be binding at meetings or elections, but may be used for reference at the discretion of the presiding chair for the meeting. Rather, specific provisions of these Bylaws, Medical Staff, department, section, or committee custom will prevail at all meetings. The presiding chair will have the authority to rule definitively on all matters of procedure.

5.D.5 Minutes, Reports, and Recommendations:

- (a) Minutes of all meetings of the Medical Staff and committees will be prepared and will include a record of attendance and the recommendations made and the actions taken on each matter. The minutes will be authenticated by the presiding chair.
- (b) A summary of all recommendations and actions of the Medical Staff and committees will be transmitted to the MEC. The Board will be kept apprised of the recommendations of the Medical Staff and its departments and committees.
- (c) A permanent file of the minutes of all meetings will be maintained by the Surgicenter through the Medical Staff Office of Children's Hospital of Wisconsin, Inc.

5.D.6 Confidentiality:

Members of the Medical Staff and PHPs who have access to or are the subjects of credentialing and/or peer review information agree to maintain the confidentiality of this information. Credentialing and peer review documents, and information contained therein, must not be disclosed to any individual not involved in the credentialing or peer review processes, except as authorized by the Medical Staff Credentialing Manual or other applicable Medical Staff or Hospital policy. A breach of confidentiality may result in the imposition of disciplinary action.

5.D.7 Attendance Requirements:

- (a) Attendance at meetings of the MEC and the Professional Review Committee is required. All committee members are required to attend seventy-five percent (75%) of all regular and special meetings of these

committees. Failure to attend the required number of meetings may result in replacement of the member by the chair.

- (b) For all other meetings (Medical Staff, and committees), each Medical Staff member and PHP is expected to attend and participate in at least fifty (50%) of all regular and special meetings. Failure to attend the required number of meetings may result in replacement of the member by the chair.

ARTICLE 6 INDEMNIFICATION

The Surgicenter will provide a legal defense for, and will indemnify, all Medical Staff officers, section chiefs, committee chairs, committee members, and authorized representatives when acting in those capacities, to the fullest extent permitted by the Surgicenter's corporate bylaws.

ARTICLE 7 AMENDMENTS

7.A MEDICAL STAFF BYLAWS

- (a) Amendments may be proposed by a signed petition of five percent of the voting members of the Medical Staff, by the MEC, or by the Board.
- (b) All proposed amendments must be reviewed by Hospital's general counsel or designee and by the MEC prior to a vote by the Medical Staff. The MEC will provide notice by reporting on the proposed amendments either favorably or unfavorably at a meeting of the Medical Staff called for such purpose. The proposed amendments may be voted upon at the meeting if notice has been provided at least fourteen (14) days prior to the meeting. To be adopted, (i) a quorum of at least 10% of the voting Medical Staff must be present, and (ii) the amendment must receive a majority of the votes cast by the voting Medical Staff at the meeting.
- (c) The MEC may also present proposed amendments to the voting Medical Staff by mail ballot or e-mail, to be returned to Medical Staff Services by the date indicated by the MEC. Along with the proposed amendments, the MEC may, in its discretion, provide a written report on them either favorably or unfavorably. To be adopted, (i) the amendment must be voted on by at least 10% of the voting Medical Staff and (ii) the amendment must receive a majority of the votes cast.
- (d) The MEC will have the power to adopt such amendments to these Bylaws which are needed because of reorganization, renumbering, or punctuation, spelling, or other errors of grammar or expression. The MEC may not unilaterally change the intent or substance of any provision of these Bylaws.

- (e) All amendments will be effective only after approval by the Board.
- (f) If the Board has determined not to accept a recommendation submitted to it by the MEC or the Medical Staff, the MEC may request a conference between the officers of the Board and the officers of the Medical Staff. Such conference will be for the purpose of further communicating the Board's rationale for its contemplated action and permitting the officers of the Medical Staff to discuss the rationale for the recommendation. Such a conference will be scheduled by the COO within two (2) weeks after receipt of a request for same submitted by the ACMO.

7.B OTHER MEDICAL STAFF DOCUMENTS

- (a) In addition to this Governance and Organization Manual, the Medical Staff and Board have adopted the Medical Staff Credentialing Manual, which collectively comprise the Medical Staff Bylaws.
- (b) In addition to the Medical Staff Bylaws, there will be policies, procedures, and rules and regulations that will be applicable to all Medical Staff members and PHPs and other providers who have been granted clinical privileges or a scope of practice. All Medical Staff policies, procedures, and rules and regulations will be considered an integral part of the Medical Staff Bylaws. These documents include but are not limited to the Medical Staff Rules and Regulations.
- (c) An amendment to the Medical Staff Rules and Regulations may be made by a majority vote of the members of the MEC present and voting at any meeting of that committee where a quorum exists. Notice of all proposed amendments to the Medical Staff Rules and Regulations will be provided to each voting member of the Medical Staff at least fourteen (14) days prior to the MEC meeting when the vote is to take place, and any voting Medical Staff member may submit written comments on the amendments to the MEC.
- (d) If there is a documented need for an urgent amendment to the rules and regulations necessary to comply with law or regulation, the MEC may provisionally adopt, and the Board may provisionally approve an urgent amendment without prior notification of the medical staff. The MEC shall immediately notify the medical staff of the provisional amendment. The medical staff shall retrospectively review and may comment on the provisional amendment. If there is conflict regarding the provisional amendment, the MEC and medical staff may submit a revised amendment to the Board for approval.
- (e) All other policies of the Medical Staff may be adopted and amended by a majority vote of the MEC. No prior notice is required.

- (f) Adoption of and changes to the Medical Staff Rules and Regulations will become effective only when approved by the Board.
- (g) The present Medical Staff Rules and Regulations are hereby readopted and placed into effect insofar as they are consistent with these Bylaws, until such time as they are amended in accordance with the terms of these Bylaws. To the extent any present Rule or Regulation is inconsistent with these Bylaws, it is of no force or effect.

ARTICLE 8
ADOPTION

These Bylaws are adopted and made effective upon approval of the Board, superseding and replacing any and all previous Medical Staff Bylaws, Rules and Regulations, policies, manuals or Hospital policies pertaining to the subject matter thereof.

Adopted by the Medical Staff: 11/12/2025

Approved by the Board: 12/10/2025