MEDICAL STAFF BYLAWS:

Governance and Organizational Manual

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PREAMBLE

Subject to the approval of the Children's Hospital of Wisconsin Board of Directors, the Medical Staff of Children's Hospital of Wisconsin, Inc., 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.

1. 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 at 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 in 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.

(5) "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 the 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 of or in collaboration with a member or members of the Medical Staff by the processes set forth in these Bylaws.

(6) "DAYS" means calendar days.

(7) "DENTIST" means a doctor of dental surgery ("D.D.S.") or doctor of dental medicine ("D.M.D.").

(8) "DEPARTMENT CHIEF" means the chief elected officer for the department who has the specific obligations and responsibilities as set forth in the Medical Staff Bylaws and related documents.

(9) "HOSPITAL" means Children's Hospital of Wisconsin, Milwaukee. This includes the hospital, emergency department/trauma center, and Milwaukee regional ambulatory specialty clinics.

(10) "HOSPITALIZED" means admitted as an inpatient or deemed procedural short stay or observation status.

(11) "MEDICAL DIRECTOR" means a Medical Staff member who is appointed by the COO or designee, after consultation with Medical Staff leadership, to provide input into and assume responsibilities for various medical administrative matters related to a Hospital department, service, or clinical program.

(12) "MEDICAL EXECUTIVE COMMITTEE" or "MEC" means the Executive Committee of the Medical Staff.

(13) "MEDICAL STAFF" means all physicians, dentists, oral surgeons, and podiatrists who have been appointed to the Medical Staff by the Board.

(14) "MEDICAL STAFF LEADER" means any elected Medical Staff Officer (President, President-Elect, and Treasurer), Department Chief, or Section Chief; any appointed Medical Staff Leader (Pediatrician-in-Chief and Surgeon-in-Chief); and the CMO and ACMO.

(15) "MEDICAL STAFF OFFICER" or "OFFICER" means the elected officers of the Medical Staff, including the President, President-Elect, and Treasurer.

(16) "MEMBER" means any physician, dentist, oral surgeon, or podiatrist who has been granted Medical Staff appointment by the Board to practice at the Hospital.

(17) "NOTICE" means written communication by regular U.S. mail, e-mail, facsimile, Hospital mail, or hand delivery.

(18) "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.

(19) "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 hospitalized patients.

(20) "PEDIATRICIAN-IN-CHIEF" means the professor and chairperson of the Department of Pediatrics of the Medical College of Wisconsin, who will be appointed in accordance with procedures acceptable to the Medical Staff, the Board of Directors of the Hospital, and the Medical College of Wisconsin, and who is responsible to the COO for administrative and leadership functions relating to the Hospital's medical services and programs. This role does not supersede or replace the authority and responsibilities of the elected medical staff leaders.

(21) "PHYSICIAN" includes doctors of medicine ("M.D."), doctors of osteopathy ("D.O."), Bachelors of Medicine, and Bachelors of Surgery ("MBBS").

(22) "PODIATRIST" means a doctor of podiatric medicine ("D.P.M.").

(23) "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.

(24) "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.

(25) "PROFESSIONAL PERFORMANCE EVALUATION" ("PPE") means the process defined in the Professional Performance Evaluation Policy.

(26) "PROFESSIONAL REVIEW COMMITTEE" ("PRC") means the Professional Review Committee of the Medical Staff

(27) "SECTION CHIEF" means the elected officer for the section who has the specific obligations and responsibilities as set forth in the Medical Staff Bylaws and related documents.

(28) "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.

(29) "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 in the Hospital.

(30) "SURGEON-IN-CHIEF" means a surgeon with pediatric expertise appointed in accordance with procedures acceptable to the Medical Staff, the Board of Directors

of the Hospital, and the Medical College of Wisconsin, who is responsible to the COO for administrative and leadership functions relating to the Hospital's surgical services and programs. This role does not supersede or replace the authority and responsibilities of the elected medical staff leaders.

(31) "TELEMEDICINE" means the exchange of medical information between one site and another via a "Telehealth" modality or other electronic means for the purpose of providing patient care, treatment, and services in accordance with the "Telehealth" Remote Care Policy.

(32) "UNASSIGNED PATIENT" means any individual who comes to the Hospital for care and treatment who does not have an attending physician, whose attending physician or designated alternate is unavailable to attend the patient, or who does not want the prior attending physician to provide care while the individual is a patient at the Hospital.

2. 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 Medical Staff Bylaws - 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 Hospital by any of the following:

(i) providing direct care, treatment, diagnosis, or consultation at Hospital facilities;

(ii) referring patients to the Hospital for consultation and/or diagnostic evaluations;

(iii) serving in an administrative capacity; and/or

(iv) actively participating in Medical Staff functions.

1.A.2 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) hold office, serve as department and section chiefs, and serve on Medical Staff committees, and as chairs of such committees.

1.A.3 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; and

(v) provide care, treatment, diagnosis, and consultation to Hospital patients (consistent with privileges granted).

1.B HONORARY STAFF

1.B.1 Qualifications:

(a) The Honorary Staff will consist of providers who are recognized by the Medical Executive Committee for outstanding or noteworthy contributions to the medical sciences or have a record of previous long-standing service to the Hospital and have retired from the active practice of medicine, which means Candidates for appointment to the Honorary Staff will be considered at the Credentials Committee which shall recommend to the MEC and ultimately the Board. Candidates may be removed from this category by recommendation from the MEC to the Board without recourse to procedural rights. In the event an Honorary Staff member elects to re-engage in active patient care and treatment, such provider shall notify the Medical Staff of the provider's intent to renew practice and request reinstatement in accordance with the Medical Staff Bylaws.

1.B.2 Prerogatives:

(a) Honorary Staff members may:

(i) attend meetings of the Medical Staff and department or section meetings when invited to do so (without vote);

(ii) not vote, hold office, or serve as department chiefs, section chiefs, or committee chairs; and

(iii) attend educational and social activities sponsored by the Medical

Staff and the Hospital.

1.B.3 Responsibilities:

(a) Honorary Staff members will:

(i) remain committed to the mission and success of the Hospital and have good reputation and character as determined by the Medical Staff Leadership, in its sole discretion;

(ii) not Hospitalize, treat, or diagnose patients; exercise hospital clinical privileges; write patient orders or progress notes; perform consultations; assist in surgery; or otherwise participate in the provision or management of clinical care to patients at the Hospital;

(iii) not need to submit quality information or a reappointment application; and

(iv) not pay application fees, dues, or assessments.

1.C PROFESSIONAL HEALTHCARE PROVIDERS

Professional Healthcare Providers or PHPs are those licensed or certified individuals whom 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 Bylaws - 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 Medical Staff Bylaws - 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

ELECTED MEDICAL STAFF OFFICERS

2.A DESIGNATION

The elected officers of the Medical Staff will be the President, President-Elect, and Treasurer.

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:

(1) be appointed in good standing to the Active Staff, and have served on the Active Staff for at least two (2) years;

(2) have experience in a leadership position or other involvement in performance improvement functions for at least two (2) years;

(3) be certified by an appropriate specialty board or show evidence of comparable competence, as determined through the credentialing and privileging process;

(4) have no pending adverse recommendations concerning Medical Staff appointment or clinical privileges;

(5) 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

(6) be willing to faithfully discharge the duties and responsibilities of the position;

(7) 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;

(8) have demonstrated an ability to work well with others;

(9) disclose any financial relationship (i.e., an ownership of or investment interest in or compensation arrangement) with an entity that competes with the Hospital 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; and

(10) not concurrently hold another elected Medical Staff position in the Hospital.

2.C DUTIES

2.C.1 President of the Medical Staff:

The President of the Medical Staff will:

(a) act in coordination and cooperation with the CMO, ACMO, and Hospital leadership; PHPs; nursing; and other patient care services in matters of mutual concern involving the care of patients in the Hospital;

(b) accurately represent and communicate the views of the Medical Staff and PHPs regarding financial and strategic planning and policies to the CMO, Hospital leadership, and the Board;

(c) report on the activities of the Medical Staff to the CMO, Hospital leadership, and the Board, as requested;

(d) call, preside at, and be responsible for the agenda of all general Medical Staff meetings and the MEC;

(e) appoint all Medical Staff committee chairs and committee members;

(f) chair the MEC and serve as a member of all other Medical Staff committees, *ex officio,* with vote;

(g) serve as an *ex officio* member of the Board and the Quality Committee of the Board;

(h) be responsible to the Board, in conjunction with the MEC, for the quality and

efficiency of clinical services and professional performance within the Hospital 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 Hospital;

(j) recommend Medical Staff representatives to Hospital committees;

(k) participate in the ongoing evaluation of the performance of the CMO;

(l) advise the COO regarding interim appointments for the CMO or ACMO;

(m) perform all functions authorized in all applicable Medical Staff policies and other functions assigned by the MEC or COO; and

(n) assume duties as delegated by the CMO in the CMO's absence.

2.C.2 President-Elect:

The President-Elect will:

(a) assume all duties of the President of the Medical Staff and act with full authority as President of the Medical Staff in the President's absence;

(b) serve as an *ex officio* member of the Quality Committee of the Board, and as an *ex officio* member with vote of the MEC and all other Medical Staff committees;

(c) assist the Medical Staff Leaders in the review and analysis of medical care activities;

(d) act as a resource for department and section chiefs;

(e) assume all such additional duties as are assigned to the President-Elect by the President of the Medical Staff or the MEC; and

(f) become President of the Medical Staff upon completion of the President-Elect's term.

2.C.3 Treasurer:

The Treasurer will:

(a) be elected biennially, at the same time as the President-Elect, and serve as chair of the Medical Staff Funds Committee;

(b) oversee the keeping of complete and accurate records of the financial transactions of the Medical Staff;

(c) oversee the collection of dues, proper disbursements, and keeping of accurate records of the assets, receipts, disbursements, and cash balance of the Medical Staff funds;

(d) deliver a detailed report at the Annual Meeting or upon request of the MEC; and

(e) assume all duties assigned by the President of the Medical Staff or the MEC.

2.D NOMINATIONS

The Nominating Committee will be formed in August of each election year by the President of the Medical Staff with the input of the MEC and will consist of three (3) Active Staff members, two (2) members of the Board, and the Immediate Past President of the Medical Staff, who will serve as chair (with vote). If the Immediate Past President is unable or unwilling to serve, a fourth Active Staff member will be selected by the MEC, and the Nominating Committee will select its own chair. The Nominating Committee will solicit input from the Medical Staff and will submit at least one (1) candidate each for the offices of President-Elect and Treasurer to the MEC prior to its October meeting.

The MEC will either approve the chosen candidates for President-Elect and Treasurer or will reconvene the Nominating Committee in order to produce additional candidates. The MEC may select additional candidates on its own, but the Nominating Committee's choices must be retained. (If the Nominating Committee must be reconvened, the MEC will then meet at a special meeting called for that purpose.)

In October, all the candidates will be submitted to the Board for approval. (If the Nominating Committee was reconvened and it was not possible to submit candidates to the Board in October, they will be submitted in December.)

2.E ELECTION OF OFFICERS

In January, ballots containing the slate of individuals approved by the Board will be distributed to the voting members of the Medical Staff using a secure electronic means. Write-in votes will be accepted. The candidate receiving the highest number of the votes cast will be elected, subject to Board confirmation. In the case of a tie, a run-off election will be held within thirty (30) days, and the candidate receiving the highest number of votes in that election will be declared the winner.

2.F TERM OF OFFICE

Officers will serve for a term of two (2) years. At the next annual meeting of the Board after the expiration of the two-year term, the President-elect will automatically assume the office of President. The Treasurer will serve no more than three (3) consecutive two (2)-year terms.

2.G VACANCIES

A vacancy in the office of President of the Medical Staff will be filled by the President-Elect, who will serve until the end of the President's unexpired term and may then serve for an additional two (2)-year term as President. In the event that there is a vacancy in the office of President-Elect or Treasurer, the MEC will appoint an individual to fill the office for the remainder of the term or until a special election can be held, at the discretion of the MEC.

2.H REMOVAL

(1) Removal of an elected officer may be effectuated by a two-thirds vote of the Active Staff, by a two-thirds vote of the MEC, or by the Board. Grounds for removal will be:

(a) failure to meet the criteria of or to comply with applicable policies, Bylaws, or Rules and Regulations;

(b) failure to continue to satisfy any of the criteria in Section 2.B of these Bylaws;

(c) failure to perform the duties of the position held;

(d) conduct detrimental to the interests of the Hospital and/or its Medical Staff;

(e) an infirmity that renders the individual incapable of fulfilling the duties of that office; or

(f) other activities deemed inconsistent with the office by the MEC.

(2) At least ten days prior to the initiation of any removal action, the individual will be given written notice of the date of the meeting at which action is to be considered. The individual will be afforded an opportunity to speak to the Active Staff, the MEC, or the Board, as applicable, prior to a vote on removal. The decision will be final, with no opportunity for appeal or hearing.

2.I DELEGATION OF FUNCTIONS

Any Medical Staff Officer may delegate certain tasks and activities to various designees, including the CMO, ACMO, and COO, to assist the Officer in fulfilling said Medical Staff Officer's duties and responsibilities, which may include activities related to credentialing, privileging, and peer review.

ARTICLE 3

AT-LARGE MEC MEMBERS

3.A QUALIFICATIONS OF AT-LARGE MEC MEMBERS

At-large MEC members must satisfy all the criteria in Section 2.B of these Bylaws in order to be eligible to serve.

3.B ELECTION AND REMOVAL OF AT-LARGE MEC MEMBERS

At-large MEC members will be elected, and may be removed, using the same procedures used for department chiefs as set forth in Article 5 of these Bylaws. They will serve for two (2)-year terms and may not serve more than three (3) consecutive two (2)-year terms in accordance with the requirements set forth in Section 2.B.(1) above.

3.C DUTIES OF AT-LARGE MEC MEMBERS

At-large MEC members will serve as members of the MEC and will also perform any additional duties as may be assigned by the President of the Medical Staff, the CMO, or the MEC.

ARTICLE 4

CLINICAL DEPARTMENTS

4A. ORGANIZATION

(1) The Medical Staff will be organized into the following departments and sections:

Department of Medicine

- Asthma/Allergy
- Cardiology
- Critical Care Dermatology
- Emergency Medicine
- Endocrinology
- Gastroenterology
- Hematology/Oncology/BMT
- Hospital Medicine
- Infectious Disease
- Neonatology
- Nephrology
- Pediatrics – includes medical specialists who are not represented by a separate section
- Pulmonary and Sleep Medicine
- Psychiatry
- Rheumatology

Department of Surgery

- Anesthesiology
- Cardiothoracic Surgery
- Dentistry
- Gynecology
- Neurosurgery
- Ophthalmology
- Orthopedics
- Otolaryngology
- Plastic Surgery
- Surgery – includes surgical specialists who are not represented by a separate section
- Urology

Department of Imaging

Department of Pathology/Laboratory Medicine

(2) 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.

4.B ASSIGNMENT TO DEPARTMENT AND SECTION

(1) Upon initial appointment to the Medical Staff, each Medical Staff member and PHP will be assigned to a clinical department. Assignment to a particular department or section does not preclude an individual from seeking and being granted clinical privileges typically associated with another department or section.

(2) An individual may request a change in department assignment to reflect a change in the individual's clinical practice.

4.C FUNCTIONS OF DEPARTMENTS

Departments are organized for the purpose of determining clinical privileges and implementing processes

(i) to monitor and evaluate the quality and appropriateness of the care of patients served by the departments and oversee the Professional Performance Evaluation Process,

(ii) to monitor the practice of all those with clinical privileges in a given department, and

(iii) to provide appropriate specialty coverage in the Hospital, consistent with the provisions in these Bylaws and related documents.

4.D SECTIONS

Members of the Medical Staff and PHP with similar clinical interests recognized as a specialty by the American Board of Medical Specialties or a group of related specialties may organize as a section and request of the relevant department chief to petition that such section be officially recognized by the MEC.

(1) Sections may perform any of the following activities:

(a) continuing training and education;

(b) discussion of policy;

(c) discussion of equipment needs;

(d) development of recommendations to the department chief or the MEC on any matters referred to the section, including professional performance evaluation measures;

(e) participation in the development of criteria for clinical privileges (when requested by the department chief or Credentials Committee);

(f) cooperating with and assisting the appropriate department chief as requested and assigned to accomplish department responsibilities;

(g) discussion of a specific issue at the special request of a department chief or the MEC; and

(h) conducting business of the section and pursuing clinical interest activities of their specialty, including professional performance evaluation and quality assessment and improvement activities, as requested by the department chief.

(2) No minutes or reports will be required reflecting the activities of sections, except when a section is making a formal recommendation to a department, a department chief, the Credentials Committee, or the MEC or is conducting health care services review.

(3) Sections will not be required to hold any number of regularly scheduled meetings. Meetings will be determined by the section chief and members.

(4) All members of a section may vote on section matters, with the exception of election of the section chief, for which only Active Staff members may vote.

ARTICLE 5

DEPARTMENT CHIEFS AND SECTION CHIEFS

5.A QUALIFICATIONS OF DEPARTMENT CHIEFS

Each department chief will satisfy all the criteria in Section 2.B of these Bylaws in order to be eligible to serve in these positions.

5.B ELECTION OF DEPARTMENT CHIEFS

(1) The Departments of Medicine, Surgery, Imaging, and Pathology/Laboratory Medicine will each have a Department Nominating Committee, which will prepare a slate of qualified candidates for the elections of the chiefs of those departments. Each Department Nominating Committee will consist of three (3) members who are appointed by the department chief and two (2) members appointed by the President of the Medical Staff. The nominating committees for the Departments of Medicine and Surgery will also select the MEC at-large candidates as part of the nominating process.

Department chiefs will be elected by the department, subject to Board confirmation. Department chiefs will serve a two (2)-year term and may not serve more than three (3) consecutive two (2)-year terms. The Department Nominating Committee will submit at least one (1) candidate for each department chief position to the MEC for approval in December. Ballots will be distributed to the voting members of the respective departments immediately following this review, and the election of department chief will be concluded in January. The ballots will be distributed using

a secure electronic means. Ballots for write-in candidates will be accepted. The candidate receiving the highest number of the votes cast in each election will be elected, subject to Board confirmation. In the case of a tie, a run-off election will be held within thirty (30) days, and the candidate receiving the highest number of votes in that election will be declared the winner.

5.C VACANCIES AND REMOVAL

(1) In the event of a vacancy in the position of department chief, the President of the Medical Staff will, within sixty (60) days, appoint an Active Staff member to serve the remainder of the term.

(2) A department chief may be removed by a two-thirds vote of the department members, by a two-thirds vote of the MEC, or by the Board. Grounds for removal will be:

(a) failure to meet criteria or comply with applicable policies, Bylaws, or Rules and Regulations;

(b) failure to continue to satisfy any of the criteria in Section 2.B of these Bylaws;

(c) failure to perform the duties of the position held;

(d) conduct detrimental to the interests of the Hospital and/or its Medical Staff;

(e) an infirmity that renders the individual incapable of fulfilling the duties of that office; or

(f) other activities deemed inconsistent with the position by the MEC.

(3) At least ten (10) days prior to the initiation of any removal action, the individual will be given written notice of the date of the meeting at which such action will be taken. The individual will be afforded an opportunity to speak to the applicable department, the MEC, or the Board, as applicable, prior to a vote on removal. The decision will be final, with no opportunity for appeal or hearing.

5.D DUTIES OF DEPARTMENT CHIEFS

Each department chief, directly or through a designee, is responsible for the following functions, either personally or in collaboration with Hospital medical directors, section chiefs, and Hospital personnel:

(1) all clinically-related activities of the department;

(2) assisting with administrative activities of the department;

(3) continuing surveillance of the professional performance of all individuals in the department, including PHPs, who have delineated clinical privileges;

(4) recommendations for a sufficient number of qualified and competent persons to provide care or service;

(5) determination of the qualifications and competence of department personnel who

provide patient care services;

(6) recommending criteria for clinical privileges that are relevant to the care provided in the department;

(7) evaluating requests for clinical privileges for each member of the department;

(8) assessing and recommending off-site sources for needed patient care services not provided by the department or the Hospital;

(9) enforcing, as applicable, the Bylaws, policies, and Rules and Regulations of the Medical Staff, as well as Hospital/patient care policies and procedures and initiation of appropriate corrective actions as indicated;

(10) the integration of the department into the primary functions of the Hospital;

(11) the coordination and integration of interdepartmental and intradepartmental services;

(12) the development and implementation of policies and procedures that guide and support the provision of services;

(13) providing liaison with the Board, Hospital leadership, the CMO, the ACMO, and medical directors in regard to the Hospital administrative organization, clinical programs, and services, including Hospital long-range plans, mission, goals, and objectives;

(14) representing the department in the Medical Staff and Hospital structure through membership on various committees, including the MEC, the Credentials Committee, and other groups when requested;

(15) continuous assessment and improvement of the quality of care and services provided;

(16) maintenance of quality monitoring programs, as appropriate;

(17) the orientation and continuing education and training of all providers in the department;

(18) recommendations for space and other resources needed by the department;

(19) performing the duties of section chiefs when there is no section chief in a specialty area; and

(20) performing all functions authorized in the Medical Staff Bylaws - Credentialing Manual and other Medical Staff policies, including collegial intervention.

In the event a department chief is absent from the Hospital on a temporary basis, a temporary chief may be appointed by the department chief, by written notice to the President of the Medical Staff, to function during such absence. Such individual will attend the meetings that would be required of the department chief and have full voting powers and rights of the office. If such temporary appointment is not made by the department chief, the President of the Medical Staff may do so.

5.E QUALIFICATIONS, ELECTION, VACANCIES, AND REMOVAL OF SECTION CHIEFS

(1) Section chiefs will meet the same qualifications as department chiefs as set forth in Section 2.B of these Bylaws

(2) Every two (2) years, prior to the Annual Meeting, section chiefs will be elected from the Active Staff. At least one (1) month prior to the annual meeting, the current section chief will solicit names of persons willing and eligible to serve as section chief. Ballots will be distributed to the voting members of the section using a secure electronic means. The recommendation for section chief will be forwarded to the MEC for approval. Section chief will serve a two (2)-year term and may not serve more than three (3) consecutive two (2)-year terms.

(3) In the event the section is too small or cannot elect a chief or a vacancy occurs such chief will be appointed by the department chief upon ratification by the MEC and term limits may be waived.

(4) In the event a section does not provide sufficient cooperation and assistance as requested, the department chief, President of the Medical Staff, or CMO may request that the MEC replace the section chief or dissolve the section.

5.F DUTIES OF SECTION CHIEFS

Each section chief, directly or through a designee, will carry out the duties requested by the department chief. These duties may include:

(1) reviewing and reporting on applications for initial appointment and clinical privileges, including interviewing applicants;

(2) reviewing and reporting on applications for reappointment and renewal of clinical privileges;

(3) participating in the development of criteria for clinical privileges, unless ultimate authority to approve clinical privileges is delegated in writing from the Department Chief;

(4) coordinating the development of the section-specific Professional Performance Evaluation measures, reviewing those measures on an ongoing basis, discussing any concerns about performance with the section member, and reporting out results of the professional evaluation based upon the agreed-upon measures;

(5) providing input into the review of an individual's performance if requested to do so by the PRC, department chief, or President;

(6) providing support to the department chief, CMO, ACMO, and President;

(7) providing leadership to the section in accomplishing its responsibilities, including calling and chairing meetings as needed;

(8) working collaboratively with Hospital leadership, the medical directors, and the department chief; and

(9) attesting in writing on an annual basis as to the competency of all members of the department, including any PHP.

ARTICLE 6

MEDICAL STAFF COMMITTEES AND PERFORMANCE IMPROVEMENT FUNCTIONS

6.A MEDICAL STAFF COMMITTEES AND FUNCTIONS

This Article 6 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.

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

(1) Unless otherwise indicated, all committee chairs and members will be appointed by the President of the Medical Staff. Committee chairs will be selected based on the criteria set forth in Section 2.B of these Bylaws.

(2) Unless otherwise indicated, standard committee composition will be at least six (6) members appointed by the President of the Medical Staff and which may consist of both Members and PHPs. All members will be appointed for an initial term of two years. Members will not serve more than three (3) consecutive two (2)-year terms. The Chairperson(s), appointed by the President of the Medical Staff, will be selected from committee members and serve no more than two (2) continuous years. Term limits for committee membership or Chairperson(s) may be waived only upon recommendation of the President of the Medical Staff and approval by the CMO. All appointed chairs and members may be removed and vacancies filled by the President of the Medical Staff at the President's discretion.

(3) Unless otherwise provided, any additional representatives on the committees must be approved by the President of the Medical Staff with the approval of the CMO. Unless otherwise provided, all such representatives will serve on the committees without vote.

(4) Unless otherwise provided, the President of the Medical Staff, the President-Elect, the CMO, and the COO (or their respective designees) will be members, ex officio, with vote, on all committees.

6.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 to the committees indicated in these Bylaws.

6.D BLOOD USAGE REVIEW COMMITTEE

Committee composition is recommended to include representatives from Pathology/ Laboratory Medicine, Critical Care, and Surgery.

6.D.1 Duties:

The Blood Usage Review Committee will:

(a) review all categories of blood and blood components for appropriate use;

(b) identify, through ongoing monitoring and evaluation of sufficient numbers of blood or blood product uses, single cases or patterns of cases that require more intensive evaluation by the committee or individual departments of the Medical Staff;

(c) review all confirmed transfusion reactions;

(d) review wastage of blood and blood components;

(e) develop policies and procedures relating to the distribution, handling, use, and administration of blood and blood components;

(f) review the adequacy of transfusion services to meet the needs of patients;

(g) disseminate important transfusion information to the Medical Staff;

(h) improve processes that affect the appropriate and effective use of blood and blood components; and

(i) report its activities to the Joint Patient Care Committee.

6.E CREDENTIALS COMMITTEE

6.E.1 Composition:

In addition to the standard membership composition, the Credentials Committee will also include each of the department chiefs, the Corporate Vice President General Counsel (or designee), PHP discipline representative(s), and the Chair of the Professional Review Committee. Particular consideration is to be given to providers knowledgeable in the credentialing and quality processes.

6.E.2 Duties:

The Credentials Committee will:

(a) in accordance with the Medical Staff Bylaws - Credentialing Manual, review the credentials of all applicants for Medical Staff appointment, reappointment, and clinical privileges, conduct a thorough review of the applications, interview such applicants as may be necessary, and make written reports of its findings and recommendations;

(b) in accordance with the Policy on PHP, review the credentials of all applicants seeking clinical privileges as PHP, conduct a thorough review of the applications, interview such applicants as may be necessary, and make written reports of its findings and recommendations;

(c) review and make recommendations regarding appropriate threshold eligibility criteria for clinical privileges within the Hospital,

including specifically as set forth in Section 4.A.4 ("Clinical Privileges for New and/or Additional Procedures") and Section 4.A.5 ("Clinical Privileges That Overlap Different Specialties") of the Medical Staff Bylaws - Credentialing Manual;

(d) in collaboration with the Professional Review Committee, review and ensure compliance with all PPE requirements; when concerns arise between recredentialing cycles, the committee will review all information available regarding the current clinical competence and behavior of persons currently appointed to the Medical Staff or PHP and, as a result of such review, make a written report of its findings and recommendations;

(e) maintain the Children's Wisconsin Medical Staff Bylaws Credentialing Manual in collaboration with the Parliamentary Committee and review and update the Manual as needed annually;

(f) meet at least every other month to fulfill its responsibilities and to complete credentialing activities in a timely manner, and;

(g) report its activities to the MEC.

6.F ETHICS ADVISORY COMMITTEE

6.F.1 Duties:

The Ethics Advisory Committee will:

(a) provide advice to the Medical Staff, Hospital leadership, and members of the health care team on clinical ethical issues which have an impact on health care and its delivery at the Hospital;

(b) review and provide recommendations for all applicable policies and procedures regarding clinical bioethics issues;

(c) provide educational programs on clinical ethical issues which have an impact on pediatric medical, surgical, or dental care at the Hospital upon request or when the committee perceives a need for such programming;

(d) provide, communicate, and document consultation to providers who request it concerning the ethical aspects of the care provided to their patients in the Hospital;

(e) upon request, provide, communicate, and document consultation in conjunction with the appropriate attending physician to patients or the parents or legal guardians of patients on the clinical ethical aspects of the care provided at the Hospital; and

(f) report its activities to the Joint Patient Care Committee.

6.G JOINT PATIENT CARE COMMITTEE

6.G.1 Composition:

The Joint Patient Care Committee will consist of the department chiefs, the section chiefs, and the PHP discipline representatives. The committee chairs will be the Department Chief of Medicine and the Department Chief of Surgery. Committee members should send a delegate if they are unable to attend.

6.G.2 Duties:

The Joint Patient Care Committee will:

(a) review and make recommendations in regard to the performance of major patient care functions or events, including but not limited to drug usage, procedural sedation, adverse events, deaths, codes and resuscitation, utilization management, and procedure review;

(b) oversee required educational and training courses for all providers; and

(c) report its activities to the MEC.

6.H MEDICAL EXECUTIVE COMMITTEE

6.H.1 Composition:

(a) The MEC will consist of:

- the President of the Medical Staff;
- the President-Elect of the Medical Staff;
- the Treasurer;
- the Pediatrician-in-Chief;
- the Surgeon-in-Chief;
- the Chief of the Department of Medicine;
- the Chief of the Department of Surgery;
- the Chief of the Department of Imaging;
- the Chief of the Department of Pathology/Laboratory Medicine;
- the Chair of the Credentials Committee; and
- six (6) members of the Active Staff elected at large.

(b) The members-at-large will include three (3) members from the Department of Medicine and three (3) members from the Department of Surgery.

- The President of Children's Specialty Group and the Chief Nursing Officer will serve on the committee without vote.
- The CEO, COO, and CMO will serve on the committee with vote.

- The ACMO will serve on the committee without vote, except as designee for the CMO in the CMO's absence.
- The President of the Medical Staff with the approval of the CMO may request additional individuals to attend the MEC to provide information or input, without vote.
- The President of the Medical Staff will chair the MEC.

6.H.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 members 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:

(1) the Medical Staff's structure;

(2) the mechanism used to review credentials and to delineate individual clinical privileges;

(3) applicants for Medical Staff appointment or reappointment and PHPs seeking clinical privileges;

(4) delineation of clinical privileges for each eligible applicant;

(5) participation of the Medical Staff in Hospital performance improvement activities;

(6) the mechanism by which Medical Staff appointment may be terminated; and

(7) hearing procedures.

(c) monitoring the professional performance evaluation process;

(d) consulting with the Hospital 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) orientation and continuing medical education and training activities;

(j) reviewing, at least every five 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) reviewing and ratifying any action taken by the Action Subcommittee of the MEC; and

(m) performing such other functions as are assigned to it by these Bylaws, the Medical Staff Bylaws - 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.

6.H.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.

6.I ACTION SUBCOMMITTEE OF THE MEDICAL EXECUTIVE COMMITTEE

6.I.1 Composition:

(c) The Action Subcommittee of the MEC will consist of the President of the Medical Staff, who will serve as chair, the CMO, the four (4) department chiefs, and the COO, all of whom are voting members. The ACMO will serve on the Action Subcommittee without vote except as designee for the CMO in the CMO's absence.

(d) Five (5) voting members of the Action Subcommittee will constitute a quorum.

6.I.2 Duties:

(e) The President of the Medical Staff may convene the Action Subcommittee of the MEC to act on behalf of the MEC, in cases of emergency or other exigent circumstances, when at the discretion of the President of the Medical Staff it is infeasible to convene the MEC based on the nature of the issue at hand. The decisions or actions of the Action Subcommittee must be reviewed and ratified by the MEC at its next regular meeting.

(f) Meetings of the Action Subcommittee may be held by telephone conference or any other electronic means permitted under Wisconsin law.

6.J MEDICAL STAFF FUNDS COMMITTEE

6.J.1 Composition:

The committee chair will be the Medical Staff Treasurer.

6.J.2 Duties:

The Medical Staff Funds Committee will:

(g) oversee the financial matters of the Medical Staff organization;

(h) recommend the dues structure;

(i) prepare and recommend an annual budget to the MEC; and

(j) report its activities to the MEC.

6.K NUTRITIONAL SUPPORT COMMITTEE

6.K.1 Composition:

The nutritional support committee will consist of a representative from each of the following specialties: Clinical Nutrition (co-chair), Pharmacy (co-chair), Gastroenterology, General Surgery, Neonatology, Critical Care, Hospital Medicine, Nursing, and Patient Safety/Quality.

The committee chairs may select additional members from the following areas as needed: Nutrition Services, Enteral Feeding Program, Midwest Athletes Against Childhood Cancer (MACC) Fund, Cardiology, Central Access Team, Information Management System (IMS) Services, Hospital Case Management, Fox Valley, Milk Kitchen, Speech Therapy, Children's Medical Group, Supply Chain, and ThedaCare Pharmacy.

6.K.2 Duties:

The nutrition support committee will:

(k) create institutional protocols for nutrition support therapy and formalize an institution-wide nutrition care plan;

(l) establish protocols for the provision of nutrition support therapy in specific patient populations;

(m) develop monitoring standards for enteral and parenteral nutrition and monitor system-wide utilization of nutrition support therapy via the electronic medical record;

(n) review patient safety events and develop, implement, and review and

revise current processes to decrease these events;

(o) identify opportunities for improvement in practices and processes for the provision of nutrition support therapy using national standards as a guideline;

(p) serve as a mechanism for management of parenteral nutrition shortages;

(q) review enteral and parenteral formularies annually, review enteral and parenteral nutrition usage, and assess new non-drug enteral and parenteral products; and

(r) report its activities to the MEC.

6.L PARLIAMENTARY COMMITTEE

6.L.1 Composition:

In addition to standard committee composition, the Corporate Vice President and General Counsel (or designee) will also serve on the committee.

6.L.2 Duties:

The Parliamentary Committee will:

(s) as requested, interpret the Medical Staff Bylaws, Rules and Regulations, and other related documents; review and revise the Medical Staff Bylaws, Rules and Regulations, Policies, and other related documents subject to the approval of the MEC and the Board;

(t) recommend changes to the Medical Staff Bylaws and related documents; and

(u) report its activities to the MEC.

6.M PHARMACY AND THERAPEUTICS COMMITTEE

6.M.1 Composition:

In addition to standard committee composition, the Pharmacy and Therapeutics Committee membership will also consist of additional members as outlined in the hospital policy "Committee - Pharmacy and Therapeutics."

6.M.2 Duties:

The Pharmacy and Therapeutics Committee duties are as outlined in the hospital policy "Committee – Pharmacy and Therapeutics." Additionally, the committee will report its activities to the Joint Patient Care Committee.

6.N. PROFESSIONAL HEALTH COMMITTEE

6.N.1 Duties:

The Professional Health Committee will:

(a) assist with the evaluation, monitoring, and support related to the health, well-being, or impairment of a Medical Staff member or PHP;

(b) educate members and organization staff about stress, illness, and impairment recognition issues specific to health care providers;

(c) refer affected members to appropriate professional internal and external resources for evaluation, diagnosis, and treatment of conditions or concerns and provide support to the member during treatment and during reentry into practice, if applicable;

(d) monitor the affected members and the safety of patients until the rehabilitation or any disciplinary process is complete and periodically thereafter, if required;

(e) report to the CMO, President of the Medical Staff, or COO any concerns regarding the safety of patient care provided by the affected member;

(f) maintain confidentiality of the member seeking referral or referred for assistance, except as limited by law, ethical obligation, or when the health or safety of a patient is threatened;

(g) offer resources to the spouse and family of the affected member upon request;

(h) offer consultation to Hospital entities as requested regarding issues of Medical Staff member health and wellness;

(i) review relevant Hospital policies regarding Medical Staff member health and wellness; and

(j) report its activities to the Joint Patient Care Committee.

6.O PROFESSIONAL REVIEW COMMITTEE

6.O.1 Composition:

The committee will be composed of at least nine (9) members comprising Medical Staff and PHPs. Members will be appointed by the President of the Medical Staff for a two (2)-year term. Members may not serve more than three (3) consecutive terms. Chairperson(s), appointed by the President of the Medical Staff, will be selected from committee members and will serve no more than a single consecutive one (1)-year term.

6.O.2 Duties:

The Professional Review Committee will:

(a) conduct case reviews based on specific concerns regarding quality of care or unprofessional behavior;

(b) investigate unsatisfactory initial or ongoing professional performance evaluations (IPPE 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:

(1) additional education (CME);

(2) focused professional review;

(3) second opinions/consultations;

(4) concurrent proctoring and/or mentoring;

(5) participation in a formal evaluation/assessment or executive coaching program; and

(6) additional training; and

(b) report its activities to the Credentials Committee.

6.P SEDATION COMMITEE

6.P.1 Composition:

The committee will be composed of the current medical staff section chiefs (or their designees) for the areas within the hospital that provide the majority of the procedural sedations. This includes Anesthesia, Cardiology, Critical Care, Dental, EDTC, Imaging, and Neonatology. The committee will be chaired by the Section Chief of Anesthesia.

(a) Additional providers, with vote, may be added at the recommendation of the Chair with the support of the President of the Medical Staff.

(b) Membership will also include voting non-medical staff representatives from nursing, imaging, and quality and regulatory and other ad hoc members who will be appointed by the Committee Chair.

(c) All members are requested to designate an alternate to attend a meeting if they are not available.

6.P.2 Duties:

The Sedation Committee will:

(a) oversee the safety of procedural sedation practices within the Hospital;

(b) make recommendations for modifications to the privileging process and procedures;

(c) develop ongoing performance evaluation recommendations regarding initial and ongoing education for providers and other staff regarding sedation practices;

(d) establish best practice documentation standards and monitor data on outcomes and adherence to standards;

(e) review and update the hospital sedation policies;

(f) assure that sedation practices within Hospital meet hospital, state, federal, and other regulatory standards;

(g) provide oversight and serve as subject matter experts to other clinical areas within the health system that also provide procedural sedation;

(h) advise the Hospital on sedation needs and practices, both current and future;

(i) meet at least quarterly; and

(j) report its activities to the Joint Patient Care Committee.

6.Q PERFORMANCE IMPROVEMENT FUNCTIONS

The Medical Staff members 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 hospitalized patients under the direction of an appropriately credentialed physician member of the Medical Staff meets generally accepted standards of care;

(b) ensuring that patient safety, including processes to respond to patient safety alerts, meets patient safety goals and reduces 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) the utilization of blood and blood components, including review of significant transfusion reactions;

(f) procedural sedation and operative and other invasive procedures, including tissue review and review of discrepancies between preoperative and postoperative diagnoses;

(g) education of patients and families;

(h) coordination of care, treatment, and services with other providers and Hospital personnel and related protocol and policies;

(i) accurate, timely, and legible completion of medical records, which are deemed delinquent if not completed within 15 days of the date of patient discharge or ambulatory encounter;

(j) the quality of history and physical examinations described in Article 14 of the Medical Staff Bylaws - Credentialing Manual;

(k) the use of developed criteria for autopsies;

(l) serious reportable events and/or sentinel events, including root cause analyses and responses to unanticipated adverse events;

(m) nosocomial infections and the potential for infection;

(n) unnecessary procedures or treatment;

(o) quality of care; and

(p) appropriate resource utilization.

6.R 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.

6.S 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 President of the Medical Staff and/or the MEC. Such committees 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 President of the Medical Staff and/or the MEC as applicable.

6. T 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 Hospital 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.

6.U DELEGATION OF FUNCTIONS

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

ARTICLE 7
MEETINGS

7.A MEDICAL STAFF YEAR

The Medical Staff year is January 1 to December 31.

7.B MEDICAL STAFF MEETINGS

7.B.1 Regular Meetings:

The Annual Meeting of the Medical Staff will be held in March or April of each year. Regular meetings other than the Annual Meeting will be held at a time and place to be designated by the President of the Medical Staff.

7.B.2 Special Meetings:

Special meetings of the Medical Staff may be called by the President of the Medical Staff, the MEC, or the Board or by a petition signed by not less than one-fourth of the Active Staff.

7.C DEPARTMENT, SECTION, AND COMMITTEE MEETINGS

7.C.1 Regular Meetings:

Except as otherwise provided in these Bylaws, each department, section, and committee will meet as often as necessary to transact its business, at times set by the presiding officer.

7.C.2 Special Meetings:

A special meeting of any department, section, or committee may be called by or at the request of the presiding officer, the President of the Medical Staff, or by a petition signed by not less than one-fourth of the Active Staff members of the department, section, or committee, but not by fewer than two members.

7.D CONFLICT MANAGEMENT PROCESS

When there is a conflict between and Medical Staff and the MEC with regard to:

(a) proposed amendments to the Medical Staff Bylaws,

(b) proposed amendments to the Medical Staff Rules and Regulations,

(c) a new policy proposed by the Medical Executive Committee, or

(d) 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.

7.E PROVISIONS COMMON TO ALL MEETINGS

7.E.1 Notice of Meetings:

(a) Medical Staff members will be provided one (1) week notice of all regular meetings of the Medical Staff and 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.

7.E.2 Quorum and Voting:

(a) For any regular or special meeting of the Medical Staff, a department, a section, or a 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:

(1) for meetings of the MEC, the Credentials Committee, and the Professional Review Committee, the presence of at least 50% of the voting members of the committee will constitute a quorum;

(2) for meetings of the Action Subcommittee of the MEC, at least five voting members will constitute a quorum; and

(3) for amendments to the Medical Staff Bylaws, at least 10% of the voting Members 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, a department, a section, 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 officer by the method designated in the notice. Except for amendments to these Bylaws and actions by the MEC, Action Subcommittee of the MEC, Credentials Committee, and 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 officer by the date indicated. The question raised will be determined in the affirmative if a majority of the responses returned has so indicated.

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

7.F AGENDA

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

7.F.1 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 officer for the meeting. Rather, specific provisions of these Bylaws and Medical Staff, department, section, or committee custom will prevail at all meetings. The presiding officer will have the authority to rule definitively on all matters of procedure.

7.F.2 Minutes, Reports, and Recommendations:

(a) Minutes of all meetings of the Medical Staff and committees will be prepared and will include a record of the attendance of members and the recommendations made and the actions taken on each matter. The minutes will be authenticated by the presiding officer.

(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 Hospital in Medical Staff Services.

7.F.3 Confidentiality:

Members of the Medical Staff 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 Bylaws-Credentialing Manual or other applicable Medical Staff or Hospital policy. A breach of confidentiality may result in the imposition of disciplinary action.

7.F.4 Attendance Requirements:

(a) Attendance at meetings of the MEC, the Credentials Committee, and the Professional Review Committee is required. All 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, departments, sections, and committees), each Active Staff member 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 8
INDEMNIFICATION

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

ARTICLE 9

AMENDMENTS

9.A MEDICAL STAFF BYLAWS

(1) Amendments may be proposed by a signed petition of five percent of the voting members of the Medical Staff, by the Parliamentary Committee, by the MEC, or by the Board. All proposed amendments will be reviewed by the Parliamentary Committee, which will forward its recommendation to the MEC.

(2) All proposed amendments and the recommendations of the Parliamentary Committee must be reviewed 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 the next regular meeting of the Medical Staff, or at a special meeting called for such purpose. The proposed amendments may be voted upon at any 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 staff must be present, and (ii) the amendment must receive a majority of the votes cast by the voting staff at the meeting.

(3) The MEC may also present proposed amendments to the voting 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 staff eligible to vote,

(ii) the amendment must receive a majority of the votes cast.

(4) 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.

(5) All amendments will be effective only after approval by the Board.

(6) 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 CEO within two (2) weeks after receipt of a request for same submitted by the President of the Medical

Staff.

9.B OTHER MEDICAL STAFF DOCUMENTS

(1) In addition to this Governance and Organization Manual, the Medical Staff and Board have adopted the Medical Staff Bylaws-Credentialing Manual, which collectively comprise the Medical Staff Bylaws.

(2) In addition to the Medical Staff Bylaws, there will be policies, procedures, and rules and regulations that will be applicable to all members of the Medical Staff and other individuals 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.

(3) 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 these two documents 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 member may submit written comments on the amendments to the MEC.

(4) All other policies of the Medical Staff may be adopted and amended by a majority vote of the MEC. No prior notice is required.

(5) Adoption of and changes to the Medical Staff Bylaws - Credentialing Manual or Medical Staff Rules and Regulations and other Medical Staff policies will become effective only when approved by the Board.

(6) 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 10
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: 2/16/2022

Approved by MEC: 1/3/2022

Approved by the Board: 2/16/2022