

NORTHWEST HOSPITAL CENTER, INC.

MEDICAL STAFF BYLAWS

PART I

JULY 11, 2023

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MEDICAL STAFF BYLAWS

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MEDICAL STAFF BYLAWS

DEFINITIONS

“Advanced Practice Professionals” are individuals other than physician members of the Medical Staff who are authorized by law and by the Hospital to provide patient care services as described in Article XI of the Bylaws. Advanced Practice Professionals may include Physician Assistant, Certified Nurse Midwife, Certified Nurse Anesthetist, and Nurse Practitioners.

“Governing Body” or the “Board of Trustees” or the “Board” shall mean the Board of Trustees of the Northwest Hospital Center, Inc. To the extent that the Board has delegated any of its functions to a committee, any references to the Board or Governing Body in these bylaws may refer to that committee. As of the date of adoption of these Bylaws, the Board has delegated the authority to the Professional Review and Performance Improvement Committee, as designee of the Board, to act with respect to credentialing and privileging of applicants or appointees for appointment or reappointment to the Medical Staff.

“Hospital” shall mean Northwest Hospital Center, Inc.

“Medical Executive Committee” or “MEC” shall mean the executive committee of the Medical Staff.

“Medical Staff” shall mean all physicians, dentists, podiatrists, psychologists and Advanced Practice Professionals who are privileged to care for patients in the Hospital and who have been granted appointment to the Medical Staff by the Board.

Words used in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires. The captions or headings are for convenience only and are not intended to limit or define the scope or effect of any provision of the Bylaws.

ARTICLE I: NAME

The name of this organization is the Medical Staff of the Northwest Hospital Center.

ARTICLE II: PURPOSE

The purpose of this organization is to bring the professionals who practice at the Hospital together into a cohesive group to promote quality patient care. To this end, among other activities, it will assist in screening applicants for Medical Staff Membership and reviewing credentials and privileges of Members, evaluate and assist in improving the work done by the Medical Staff, provide education, and advise the President of the Hospital.

ARTICLE III: MEDICAL STAFF MEMBERSHIP

3.1 Medical Staff Appointment and Reappointment

Appointment and reappointment to the Medical Staff is a privilege that shall be extended only to competent professionals who continuously meet the qualifications, standards, and requirements set forth in these Bylaws. Any applicant for Membership or Member has a right to a hearing and appeal in accordance with Part II of these Bylaws.

3.2 Qualifications for Membership

Only physicians, dentists, podiatrists, psychologists, or Advanced Practice Professionals licensed to practice in the State of Maryland who can document their background, experience, training, and demonstrated competence, their adherence to the ethics of their profession, their good reputation, and their ability to work with others with sufficient adequacy to assure the Medical Staff and the Governing Body that any patient treated by them in the Hospital shall be given appropriate medical care shall be qualified for Membership on the Medical Staff. No physician, dentist, podiatrist, psychologist, or Advanced Practice Professional shall be entitled to Membership on the Medical Staff or to the exercise of particular clinical privileges in the Hospital merely by virtue of the fact that he is duly licensed in this or in any other state, or that he is a member of any professional organization, or that he had in the past, or presently has, such privileges at this or another hospital.

New members of the Active Medical Staff must be eligible for certification by the appropriate specialty board and/or a national certifying body in the area of their major clinical activities, as is approved by the Medical Executive Committee, and must become certified by such board or certifying body within the eligibility period outlined by the specialty board. This requirement does not apply to any member who was initially credentialed prior to July 1, 1994 and who has maintained continuous medical staff appointment since then.

Members of the Active Medical Staff for whom such board certification is required must maintain their board certification to continue their membership. Each Active Staff member shall be allowed the next two opportunities to regain their individual board requirements beyond their board certification expiration date to obtain recertification. Members of the Active Medical Staff who do not meet the above requirements by the specified deadlines may be deemed to have resigned voluntarily from the medical staff and shall not be entitled to any of the appeal rights provided for in these bylaws. If a member of the Active Medical Staff is not recertified by the board certification expiration date, such member shall be subject to an annual Department Chair's quality review until recertified. Such members should demonstrate that they are preparing for Board certification.

In exceptional circumstances, the Department Chair may recommend to the MEC that an exception be made to the board eligibility/certification/recertification requirements set forth in the preceding paragraph. If the MEC determines that an exception is warranted, the recommendation shall be brought before the Board, which shall have the final decision regarding the matter.

3.3 Non-Discrimination

No individual shall be denied Medical Staff appointment or reappointment and/or clinical privileges due to discrimination in accordance with Title VI of the Civil Rights Act.

3.4 Staff Dues

Active and Affiliate Staff Members shall pay annual dues as set by the MEC. Dues shall be payable upon request. Failure to pay dues as required shall be considered voluntary resignation from the Medical Staff.

ARTICLE IV: NORTHWEST HOSPITAL MISSION, VISION, AND GUIDING PRINCIPLES

The following is the mission, vision and guiding principles for the Northwest Hospital Medical Staff which was formed and voted in by the. All members of the medical staff shall receive a copy and sign an agreement and understanding prior to being appointed. The mission and vision will be reviewed from time to time and updated and voted on according the standard bylaw processes.

Northwest Medical Staff Vision, Mission and Guiding Principles

- **VISION:** To be the health system of choice for providers; to have a highly engaged medical staff; to provide the best care in a collegial, professional, and fiscally responsible manner and to serve the health care needs of our community now and in the future.
- **MISSION:** To consistently deliver high quality, compassionate, collaborative, and evidence-based care to our patients and their families.
- **Our medical staff guiding principles are based on the 4 pillars of our organization: CULTURE, QUALITY, SERVICE, VALUE**
 1. Promoting an organizational environment that encourages wellness, excellence, learning, research, constructive expression of emotions, spirituality, social connection, and fun.
 2. Practicing in a patient, family and relationship-centered care approach.
 3. Nurturing diversity and cultural sensitivity within the Medical Staff and throughout the organization.
 4. Utilizing purposeful collaboration and collegiality across all disciplines and focusing on process and outcome measurements that align with the pillars and goals of the organization.
 5. Practicing fiscally responsible, ethical, quality, and outcome focused care.
 6. Developing and implementing processes to ensure evidence-based care is consistently delivered to our patients.
 7. Recognizing that as medical staff, we are always viewed as leaders of our organization and strive to model professional behavior standards.
 8. Assuming the best and inquiring first in order to maximize understanding, collaboration and collegiality.
 9. Respectfully holding each other accountable and supporting one another.
 10. Recognizing that we have an obligation to participate in and inform the strategies and tactics of LBH.

ARTICLE V: CATEGORIES OF THE MEDICAL STAFF

5.1 Active Medical Staff

The Active Medical Staff shall be Members of the staff who admit to and/or treat patients in the Hospital, who are able to provide continuous care to their patients, and who assume all functions and responsibilities of Medical Staff Membership, including, where appropriate, Emergency Department coverage and consultation assignments. These Members shall be appointed to a specific Department and shall be eligible to vote, hold office, and serve on Medical Staff committees. They shall be encouraged to attend at least one Medical Staff meeting each year and are strongly encouraged to attend meetings of their Department.

5.2 Affiliate Staff

The Affiliate Medical Staff shall consist of Medical Staff Members who do not wish to provide direct care to patients in the Hospital or conduct any other clinical activity in the Hospital, but who wish to have ties to the Hospital and its Medical Staff. Members of the Affiliate Medical Staff may use hospitalists, intensivists, other Hospital-employed clinicians, or other appropriately delineated Medical Staff members for the care of their patients. They may attend Medical Staff and Department meetings, but do not have voting rights. They may be appointed to Medical Staff committees and are entitled to voting rights in committees to which they are appointed. In addition, they may attend CME events, and will be kept informed of relevant Hospital information. They will have no clinical delineation. They may be required to pay application fees and may pay reduced membership dues according to the MECs vote.

It is hoped that members of this category will maintain ties to the Hospital even as they no longer conduct direct clinical activities.

5.3 Emeritus Staff

Emeritus status is restricted to those individuals who are retiring from the active practice of medicine and whom the Medical Staff wishes to honor for their continuous contribution to the Hospital. Dues are not required for this category. Emeritus Members are not eligible to admit patients to the Hospital or to exercise clinical privileges in the Hospital. They may attend Medical Staff and Department meetings, but do not have voting rights. They may be appointed to Medical Staff committees and are entitled to voting rights in committees to which they are appointed. In addition, they may attend CME events, and will be kept informed of relevant Hospital information.

ARTICLE VI: OFFICERS

6.1 Officers of the Medical Staff

The Medical Staff shall have the following elected officers: President, Vice President, and Secretary-Treasurer. In addition, after completing a term as President, the outgoing President shall serve as Immediate Past President until a new immediate past president is cycled in.

6.2 Qualifications of Officers

Officers must be Members of the Active Medical Staff at the time of nomination and election and must remain Members in good standing during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved. Candidates for office must also:

- a. have no pending adverse recommendations concerning staff appointment or clinical privileges;
- b. not be serving as a Medical Staff or corporate officer, Department Chair, or committee chair at another hospital outside of LifeBridge Health, and shall not so serve during the term of office;
- c. have constructively participated in Medical Staff affairs;
- d. have actively served on at least two Medical Staff committees;
- e. be willing to discharge faithfully the duties and responsibilities of the position to which the individual is elected or appointed;
- f. be knowledgeable concerning the duties of the office;
- i. possess and have demonstrated an ability for harmonious, professional interpersonal relationships.

6.3 Election of Officers

6.3.1 Election Date

Elections for President, Vice President, and Secretary-Treasurer shall be held at the annual meeting of the Medical Staff.

6.3.2 Nominating Committee

There shall be a Nominating Committee consisting of six members. Five members of the active medical staff shall be appointed to the Nominating Committee shall be appointed by the President of the Medical Staff, subject to the approval of the Medical Executive Committee. The sixth member of the committee shall be the Immediate Past President, who shall attend meetings of the Nominating Committee in an advisory capacity without a vote. The Chair of the Nominating Committee will be appointed by the President of the Medical Staff for one election cycle from among the members of the five appointed members of the committee. This committee shall offer one or more nominees for each position. In order to be included on the ballot as a candidate each nominee must possess all the qualifications set forth in Section 5.2 above. The report of the committee will be forwarded to the MEC for review **and approval** prior to release to the Active Staff Membership. Nominations must be

announced, and the names of the nominees distributed to all Members of the Active Medical Staff at least 30 days before the annual meeting. Members of the current Nomination Committee may not be nominated and may not run for office.

6.3.3 Additional Nominations

Additional nominations may be made by written petition of at least ten members of the Active Medical Staff, submitted to the President of the Medical Staff at least two weeks prior to the annual meeting so that a final composite slate may be circulated to the Active Staff at least one week prior to the annual meeting. Any additional nominees must possess the qualifications set forth in Section 5.2 above.

6.3.4 Manner of Election

The manner of election shall be as determined by the Medical Executive Committee.

6.3.5 Requirement for Election

In the event that there are three or more candidates for any one position, the candidate receiving a majority of votes shall be deemed the winner. In the event that no majority is obtained, the candidate receiving the lowest number of votes shall be omitted from each successive vote until a majority is obtained by one candidate.

6.4 Term of Office

All officers shall serve for two years, or until their successors are elected. Officers shall take office at the conclusion of the annual meeting of the Medical Staff, subject to final approval of the Board. If there is a vacancy in the office of the President, the Vice President shall serve out the remaining term.

6.5 Duties of Officers

6.5.1 President

The President shall serve as the chief executive officer of the Medical Staff and will fulfill the following duties:

- a. act in coordination and cooperation with the President of the Hospital in all matters of mutual concern within the Hospital;
- b. call, preside at, and be responsible for the agenda of all general meetings of the Medical Staff;
- c. serve as the Chairman of the Medical Executive Committee;
- d. serve as ex officio member of all other Medical Staff committees, except the Nominating Committee, without vote;
- e. be responsible for the enforcement of Medical Staff Bylaws, for implementation of sanctions where these are indicated, and for the Medical Staff's compliance with procedural safeguards in all instances where professional review action has been requested against a practitioner;

- f. appoint committee members to all standing, special, and multi-disciplinary Medical Staff committees (except the Medical Executive Committee or as otherwise provided in these Bylaws);
- g. the duties of the President of the Medical Staff include attending meetings of the Board of Directors of the parent organization at the direction of the Board;
- h. represent the views, policies, needs, and grievances of the Medical Staff to the Board of Trustees and to the President of the Hospital and, upon request, attend meetings of the board of directors of the parent organization of the Hospital to represent the interests of the Medical Staff;
- i. receive the policies of the Board of Trustees, interpret those policies to the Medical Staff, and report to the Board of Trustees on the performance and maintenance of quality with respect to the Medical Staff's delegated responsibility to provide medical care;
- j. be the spokesman for the Medical Staff in its external professional and public relations.

6.5.2 Vice President

In an absence of the President, the Vice President shall assume all duties and have the authority of the President. They shall perform additional duties as may be assigned by the President, the Medical Executive Committee or the Board. The Vice President of the Medical Staff shall attend the meetings of the Medical Staff and the Medical Executive Committee. The Vice President serves as the Chairperson of the Quality Oversight Committee but may delegate if approved by the President of the Medical Staff and vote of the MEC. The Vice President shall also be a signer on all Medical Staff Fund Accounts.

6.5.3 Secretary-Treasurer

The Secretary-Treasurer shall oversee the safeguarding of staff funds, the administration of staff expenditures, and the collection of dues, and shall make periodic reports of the status of these matters to the Medical Staff. He shall oversee keeping minutes of all Medical Staff meetings, call meetings at the order of the President, attend to all correspondence, and perform such other duties as naturally pertain to the office. The Secretary-Treasurer shall be a signer on all Medical Staff Fund Accounts. The checkbook and files may be kept with the Medical Staff Office Executive Assistant and locked for safe keeping at the discretion of the Secretary-Treasurer.

6.6 Removal of Officers

The Board may remove any Medical Staff Officer, but only after a joint conference between representatives of the Board and representatives of the MEC. The individual in question has the right to address the joint conference. The Active Medical Staff may request removal of an Officer of the MEC by petition of 25 Members of the Active Medical Staff. A special meeting shall be called by the President of the Medical Staff at which two-thirds vote by ballot of the Active Medical Staff Members present and voting at said special meeting. Removal shall be based upon the failure to conduct those responsibilities assigned by these Bylaws or other policies and procedures of the Medical Staff. Removal by the Medical Staff shall be subject to Board approval.

6.7 Removal of Members At-Large

The Board may remove any at-large Member of MEC, but only after a joint conference between representatives of the Board and representatives of the MEC. The individual in question has the right to address the joint conference. The Active Medical Staff may request removal of an Officer of the MEC by petition of 25 Members of the Active Medical Staff. A special meeting shall be called by the President of the Medical Staff at which two-thirds vote by ballot of the Active Medical Staff Members present and voting at said special meeting. Removal shall be based upon the failure to conduct those responsibilities assigned by these Bylaws or other policies and procedures of the Medical Staff. Removal by the Medical Staff shall be subject to Board approval.

6.8 Vacancies

In the event of a vacancy in any office, the Medical Executive Committee shall appoint an interim replacement. The Nominating Committee shall nominate a candidate for the office within thirty days of the replacement. The election shall take place at the next regular meeting of the Medical Staff. The newly elected officer shall take office immediately, subject to Board approval, and shall serve only through the remaining period of the term to which the prior officer had been elected.

6.8.1 President

In the event of a vacancy in the office of President, the Vice President shall assume the responsibilities. In the event he declines, Secretary-Treasurer will assume the role for the duration of the term. If he declines, and the Nominating Committee shall nominate a candidate for the office within 30 days of the replacement. The election shall take place at the next regular meeting of the Medical Staff. The newly elected officer shall take office immediately, subject to Board approval, and his term shall be the remainder of the current term.

6.8.2. Vice President

In the event of a vacancy in the office of either the Vice President, the Secretary--Treasurer shall assume the roles and responsibilities for the remainder of the term. In the event he declines, The President of the Medical Staff shall appoint a replacement and the Nominating Committee shall nominate a candidate for the office within thirty days of the replacement. The election shall take place at the next regular meeting of the Medical Staff. The newly elected officer shall take office immediately, subject to Board approval, and shall serve only through the remaining period of the term to which the prior officer had been elected subject to the term adjustment specified above.

6.8.3 Secretary -Treasurer

In the event of a vacancy in the office of Secretary-Treasurer, the Vice President shall assume the responsibilities. In the event he declines, the President shall appoint a replacement and the Nomination committee will form recommendations that follow the regular process. The Nominating Committee shall nominate a candidate for the office within 30 days of the replacement. The election shall take place at the next regular meeting of the Medical Staff. The newly elected officer shall take office immediately, subject to Board approval, and his term shall be as follows

ARTICLE VII: CLINICAL DEPARTMENTS

7.1 Departments of the Medical Staff

The following Departments of the Medical Staff are established:

- a. Anesthesiology
- b. Emergency Medicine
- c. Gynecology
- d. Imaging
- e. Medicine
- f. Neurology
- g. Orthopedic Surgery
- h. Physical Medicine and Rehabilitation
- i. Pathology
- j. Psychiatry
- k. Surgery

7.1.1.a. Department Chair

Each Department shall be organized as a separate part of the Medical Staff and shall have a Chair, who shall be responsible for the overall supervision of the quality of the clinical care delivered in his Department.

Each Chair shall be or shall become a Member of the Active Medical Staff in that Department. The Department Chair shall be the candidate best qualified by training and experience and demonstrated ability for the position. In addition to satisfaction of the qualifications for officers set forth in Section 5.2 (except 5.2(i)), a Department Chair must be certified by the appropriate specialty board. This requirement may be waived by the Board at the recommendation by vote of the MEC upon a determination that the individual possesses comparable competence.

Each Department Chair shall be nominated by the President of the Hospital and the President of the Medical Staff after consultation with relevant parties as they determine. If determined to be warranted, the President of the Medical Staff and Hospital President (and/or his designee) may decide to form a search committee to fill the role of the Chair of a department. Once a final candidate is identified, the MEC shall consider the nomination and make a recommendation to the Board. The final decision whether to accept the nominee shall be made by the Board.

A Department Chair may be removed if the President of the Medical Staff (or Vice President if the President is the subject of removal) and the President of the Hospital, after consulting relevant parties as they determine, find that the Chair is not acting in the best interests of the Hospital and/or Department and so recommend to the MEC. The MEC shall consider the recommendation and make a recommendation to the Board. The final decision whether to remove the Chair shall be made by the Board. The Department Chair may also be removed by the Board, after consulting with relevant parties as it determines, if it finds that the Chair is not acting in the best interests of the Hospital and/or the Department.

b. Duties of Department Chairs

The duties and responsibilities of the Chair shall be as follows:

- (1) To be accountable to the Board of Trustees, through the Medical Executive Committee, for all professional activities within his or her Department;
- (2) The Chair of each department is also expected to collaborate with the Chief Medical and or Clinical Officer of the Hospital according to the organizational charts developed by the Hospital.
- (3) To be responsible for determining specific Department priorities, with the input from the Chief Clinical and/or Medical Officers and the Department or Division membership as needed. for clinical quality, safety, service and engagement initiatives based upon current evidence-based medicine and with appropriate CCO/CMO/QOC/MEC/Board input.
- (4) To implement these initiatives in the Department, including developing a work plan, time frames, and expected results and champion the effort.
- (5) To review and monitor results and, based on data provided by the QI Department, educate and counsel individual Department members as necessary.
- (6) To report progress periodically to QOC.
- (7) To participate in Board of Trustees education efforts in the area of clinical quality and report Department results periodically to the Board.
- (8) To utilize the Quality Referral Process in the Medical Staff section of Hospital policy, with particular attention to meeting time frames, required feedback to those under clinical review, and appropriate documentation of same.
- (9) To be a member of the Medical Executive Committee, QOC, and other such Committees as deemed appropriate by the Medical Staff and Hospital Administration giving guidance on the overall medical policies of the Hospital and making specific recommendations and suggestions regarding his or her own Department in order to assure quality patient care;
- (10) To maintain continuing review of the professional performance and competence of all practitioners with clinical privileges within the Department and to provide clinical supervision to the Physician Assistants who render patient services within the Department;
- (11) To monitor the utilization of resources by Departmental members using education and counseling techniques to improve LOS;
- (12) To hold periodic Departmental meetings to review and evaluate the quality of care and treatment rendered to the patients served by the department consistent with the Hospital's Quality Improvement Plan, The Joint Commission Standards, applicable federal, state and local laws, rules and regulations, and professional and peer organization rules and regulations, and to maintain and cooperate in producing such reports to comply with the requirements of these entities;

- (13) To provide the Credentials Committee of the Medical Staff and the Medical Executive Committee of the Medical Staff evaluations and recommendations concerning the staff classification, reappointment, and delineation of the clinical privileges of all practitioners in the Department;
- (14) To direct implementation of those functions specified by the Bylaws and Hospital policies, by the requirements of The Joint Commission, Medicare Conditions of Participation and state licensure regulations;
- (15) To provide for the integration of the Department into the overall functions of the Hospital and LifeBridge Health, including the coordination and integration of inter- and intra-departmental services and the participation with appropriate members of Hospital management in the development and implementation of policies and procedures that aid and support the provision of medical services;
- (16) To assist in the preparation of such annual reports, including budgetary planning, pertaining to his or her Department as may be required by the Medical Executive Committee, the President, the Hospital Administration or the Board of Trustees;
- (17) To provide input regarding capital equipment decisions of a clinical nature;
- (18) To be responsible for the teaching, orientation, and education programs within the Department, and to cooperate with and participate in programs of continuing education for members of the Department and, where appropriate, employees of the Hospital;
- (19) To seek to achieve close cooperation with and coordinate the activities of other departments of the Hospital which affect patient care in his or her Department;
- (20) To be responsible for implementation within his or her Department of actions taken by the Medical Executive Committee of the Medical staff;
- (21) To be responsible for enforcement of the Hospital Bylaws, Medical Staff Bylaws, and rules and regulations within his or her Department;
- (22) To assist in the resolution of any conflicts among the members and staff of the Department;
- (23) To represent the programs and initiatives of the Hospital to the community at large as reasonably requested;
- (24) To provide input on and support for grants submitted to fund patient care and health education programs involving the Department;
- (25) To participate in the educational programs conducted by the Hospital as well as perform such other teaching functions within the Hospital to assure the Hospital's compliance with requirements of accrediting bodies, such as the American Medical Association and the Joint Commission;
- (26) Recommending to the Medical Staff criteria for clinical privileges that are relevant to the care provided in the department;

- (27) Assessing and recommending to the relevant authority off-site sources for needed patient care, treatment and services;
- (28) Recommendations for a sufficient number of qualified and competent staff;
- (29) Determinations of the qualifications and competence of department staff who are not Licensed Independent Practitioners;
- (30) Recommending space and other resources needed.

7.1.2 Vice Chair

Each Department Chair may select a Vice Chair(s) and so notify the Board and the MEC. The duties of the Vice Chair of each Department shall be delineated in a departmental policy. The Vice Chair(s) may attend the MEC meetings as a non-voting member.

7.1.3 Assignment to Departments

The Medical Executive Committee shall, after consideration of the recommendations of the clinical Departments as transmitted through the Credentials Committee, recommend initial Departmental assignments for all Medical Staff Members and for all other approved practitioners with clinical privileges.

7.1.4 Creation and Dissolution of Departments

Departments shall be created and may be consolidated or dissolved by the MEC, upon approval by the Board, as set forth below.

The following factors shall be considered by the MEC and the Board in determining whether a Department should be created or maintained:

- a. there are at least three Active Staff appointees who are available for appointment to the Department;
- b. the level of clinical activity affected by the Department is substantial enough to warrant imposing the responsibility to accomplish Departmental functions on a routine basis;
- c. a qualified individual is willing to serve as Department Chair;
- d. the Department can continuously accomplish all designated functions; and
- e. if appropriate, a majority of those individuals eligible to vote in the Department vote in favor of its creation.

The following factors shall be considered by the MEC and the Board in determining whether the dissolution of a Department is warranted:

- a. there is no longer an adequate number of Active Medical Staff appointees in the Department to enable it to accomplish the functions set forth in these Bylaws;

- b. there is an insubstantial number of patients, or an insignificant amount of clinical activity, to warrant the imposition of the designated duties on the appointees in the Department;
- c. the Department fails to fulfill all designated responsibilities and functions;
- d. no qualified individual is willing to serve as Chair; or
- e. a majority of the voting members of the Department vote for dissolution of the Department.

7.1.5 Department Meetings

Departments must hold regular meetings at least annually. A Department Chair may call special meetings to discuss a particular issue(s). Advance notice shall be given in accordance with the department policy.

Those eligible and present to vote shall constitute a quorum for all actions needing a vote. A quorum once having been found; the business of the meeting may continue. All actions taken shall be binding as long as a quorum exists.

In the event that it is necessary for a Department to act on a question without being able to meet, the voting members may be presented with the question in person or electronically and their vote returned to the Chair of the Department. Such a vote shall be binding if greater than 50% of those eligible and responding.

7.1.6 Function of Departments

Each clinical Department shall establish its own criteria, consistent with the policies of the Medical Staff and of the Board of Trustees, for the granting of clinical privileges and for the holding of office in the Department.

Each department in collaboration with the department of quality and patient safety shall participate in continuous quality improvement, continuous quality performance and peer review activities.

Reporting shall be submitted as requested by the Medical Executive Committee detailing Departmental analysis of quality of patient care and monitoring of utilization practices, including documentation of any remedial action taken.

7.2 Creation and Dissolution of Divisions

Any related group may organize into a Division with the approval of the Department Chairman, the MEC, and the Board. Similarly, any Division (including those listed in Sections 7.2.1, 7.2.2, and 7.2.3) may dissolve with the approval of the Department Chair, the MEC and the Board.

7.2.1 Divisions – Medicine

The Department of Medicine shall be divided into the following Divisions and others as recommended by the Department Chair with the approval of the MEC and the Board:

- a. Cardiology
- b. Critical Care Medicine
- c. Endocrinology
- d. Gastroenterology
- e. General Internal Medicine and Other Medical Subspecialties (GIMOMS)
- f. Hematology/Oncology
- g. Hospital Medicine
- h. Infectious Disease
- i. Nephrology
- j. Palliative Medicine
- k. Pulmonary Medicine

7.2.2 Divisions – Surgery

The Department of Surgery shall be divided into the following Divisions and others as recommended by the Department Chair with MEC and Board approval:

- a. General Surgery
- b. Neurosurgery
- c. Ophthalmology
- d. Dentistry and Oral and Maxillofacial Surgery
- e. Otolaryngology
- f. Plastic and Reconstructive Surgery
- g. Thoracic Surgery
- h. Vascular Surgery
- i. Minimally Invasive Laparoscopic and Bariatric Surgery
- j. Breast Surgery
- k. Urology

7.2.3 Divisions – Orthopedic Surgery

The Department of Orthopedic Surgery shall be divided into the following Divisions and others as recommended by the Department Chair with MEC and Board approval:

- a. Orthopedic Surgery
- b. Podiatry
- c. Hand Surgery

7.2.4 Meetings

Divisions are not required to hold any regular meetings. If the Division Chair calls a special meeting to discuss a particular issue, he must give written notice, two weeks in advance, to those expected to attend.

7.2.5 Division Chief

The Department Chair, with the advice of members of the others as deemed appropriate, will appoint Division Chiefs, subject to the approval of the MEC and the Board. The Department Chair may remove a Division Chief, subject to the approval of the Board. In addition, the Board, after consideration with the Department Chair, may remove a Division Chief if it determines that the Division Chief is not acting in the best interest of the Hospital.

ARTICLE VIII: COMMITTEES

8.1 Medical Executive Committee

8.1.1 Composition

The Medical Executive Committee shall consist of the Clinical Department Chairs, Division Chiefs, the officers of the Medical Staff, and seven (7) Members of the Active Staff elected at large by the Medical Staff subject to the approval of the Board. The MEC shall also include the Immediate Past President of the Medical Staff, who shall also be a voting member. The President of the Hospital/Chief Operating Officer, the Chief Nursing Officer, Chief Medical Officer and/or Chief Clinical Officer, Chief Quality Officer, Director of Medical Education, Chief Medical Informatics Officer, Chair of the Hospital Board and the Division Chiefs, shall be ex officio members without voting privileges. If a new Department is created, the Chair of that Department shall automatically become a member of the MEC.

The MEC may at its discretion, invite other medical staff members to sit as voting members of the MEC for a two (2) year term. This will require $\frac{3}{4}$ of voting MEC members to assent.

As needs of the MEC vary from year to year, the MEC at its discretion, may invite other administrative non-voting members to the MEC. This will require a majority vote of the MEC. The membership will be for one year or through the end of June of the fiscal year, whichever comes first. All non-voting members other than those listed in the bylaws in 8.1.1 shall be reassessed for necessity annually between April and June and re-voted on for continued membership. This will require a majority vote by MEC members to assent to continue membership of said non-voting members.

The elections of at-large members shall take place at the annual meeting of the Medical Staff, and at-large members serve two-year terms. Nominations are offered by the Nominating Committee according to the procedures provided for officers in Article V of these Bylaws.

The President of the Medical Staff shall serve as the Chair of the MEC. The Vice President of the Medical Staff shall serve as the Chair of the MEC in the absence of the Chair. The Secretary-Treasurer shall serve as Chair in the absence of both the President and the Vice President of the Medical Staff.

If an elected member of the Medical Executive Committee shall die, resign, or shall miss two consecutive meetings of the Medical Executive Committee on account of disability lasting more than ninety days, the MEC shall nominate a replacement via the stand nominating committee process and the election shall take place at the next regular meeting.

8.1.2 Duties

The duties of the Medical Executive Committee shall be:

- a. To represent and to act on behalf of the Medical Staff, subject to such limitations as may be imposed by these Bylaws;
- b. To coordinate the activities and general policies of the various Departments;
- c. To receive and act upon Departmental and multidisciplinary committee reports;
- d. To implement policies of the Medical Staff that are not the responsibility of the Departments;
- e. To provide liaison between Medical Staff and the President of the Hospital and the Board of Trustees;
- f. To recommend action to the President of the Hospital on matters of a medical administrative nature;
- g. To make recommendations on Hospital management matters to the Board of Trustees through the President of the Hospital;
- h. To fulfill the Medical Staff's accountability to the Board of Trustees for the medical care rendered to patients in the Hospital;
- i. To ensure that the Medical Staff is kept abreast of the accreditation program and informed of the accreditation status of the Hospital;
- j. To provide for the preparation of all meeting programs, either directly or through delegation to a program committee or other suitable agent;
- k. To review the Bylaws, policies, rules and regulations, and associated documents of the Medical Staff, including but not limited to the mechanisms designed to evaluate the credentials and to delineate the clinical privileges of Medical Staff applicants and appointees, to terminate Medical Staff appointment and clinical privileges, to provide a fair hearing, and to recommend to the Board such changes as may be necessary or desirable;
- l. To take all reasonable steps to ensure professionally ethical conduct and competent clinical performance on the part of all members of the Medical Staff, including the initiation of and/or participation in Medical Staff corrective or review measures when warranted;
- m. To establish and dissolve Medical Staff committees as deemed necessary; and
- n. To report at each general staff meeting.

8.1.3 Quorum

Under all circumstances, unless specified, a quorum of the Medical Executive Committee shall consist greater than or equal to 50% of the eligible voting members present. Unless otherwise specified, voting is considered positive by a vote of over 50% of those eligible and present.

8.1.4 Meetings: Records

The Medical Executive Committee shall meet at least once a month and maintain a permanent record of its proceedings and actions.

8.1.5 Medical Staff Members' Meetings with MEC

Each Member of the Medical Staff has the right to a meeting with the MEC, or its representatives, as set forth in this Section 7.1.5.

In the event a Member is unable to resolve a difficulty working with his Department Chair, that Member may, upon presentation of a written notice, meet with the MEC to discuss the issue at a mutually acceptable time.

In addition, any member may raise a challenge to any rule, regulation, or policy established by the MEC by submitting a petition signed by 25 Members of the Active Staff. When such petition has been received by the MEC, it will (1) provide the petitioners with information clarifying the intent of such rule, regulation, or policy and/or (2) schedule a meeting with the petitioners to discuss the issue.

8.2 Other Committees

The composition, objectives, and duties of other Medical Staff committees shall be described in Part II of these Bylaws.

ARTICLE IX: MEDICAL STAFF MEETINGS

9.1 Annual Meeting

The annual meeting of the Medical Staff shall be held in June before the end of the fiscal year of the Hospital. Written notice of the meeting shall be sent to all Medical Staff Members and conspicuously posted. The primary objective of the meeting shall be to report on the activities of the Medical Staff and conduct other business as may be on the agenda. Written minutes of all meetings shall be prepared and recorded.

9.2 Regular Meetings

There shall be two regular meetings of the Medical Staff in each calendar year in addition to the annual meeting. In addition to matters of organization, the program of such meetings shall include some or all of the objectives of the annual meeting.

9.3 Special Meetings

The President of the Medical Executive Committee may call a special meeting of the Medical Staff at any time. He shall call a special meeting within ten calendar days after receipt of a written request for such a meeting signed by no fewer than 25 Members of the Active Staff, stating the specific purpose for such meeting. The Medical Executive Committee shall designate the time and place of any special meeting.

9.3.1 Agenda

The agenda at Special Meetings shall be:

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

9.3.2 Notice

Written or printed notice stating the place, day, and hour of any special meeting of the Medical Staff shall be sent to each Member of the Active Staff ten calendar days before the date of such meeting. If mailed, notice shall be deemed delivered upon deposit in the United States Postal Service. The attendance of a Member of the Medical Staff at a meeting shall constitute a waiver of the notice requirement for that meeting. No business shall be transacted at any special meeting except that stated in the notice calling the meeting.

9.4 Quorum

9.4.1 Regular Meeting

Those Active Members of the Medical Staff present and voting at any regular meeting shall constitute a quorum.

9.4.2 Special Meeting

When a special meeting is called by the President of the Medical Staff, those Active Members present, and voting shall constitute a quorum. When the meeting is called by 25 Members of the Active Medical Staff for purposes other than those stated in paragraph 8.2, a majority of those calling the meeting plus an additional 25 Members of the Active Staff shall constitute a quorum for the meeting.

9.5 Attendance Requirements

Each Member of the Active and Affiliate Medical Staff shall be encouraged to attend at least one regular meeting each year.

All Members of the Active and Affiliate Medical Staff are strongly encouraged to attend Departmental meetings of their specialty. Members of the Medical Executive Committee, Credentials Committee, QOC, Critical Care Committee, and Pharmacy and Therapeutics Committee shall attend 50 percent of the regularly scheduled meetings of the committee on which they serve.

9.6 Conduct of Meetings

All meetings of the Medical Staff shall be conducted to the current Roberts Rules of Order.

9.7 Manner of Voting

Members who are unable to be present at a regular or special Meeting may submit their vote on the issues specified on the agenda, by first class mail. Mailed votes must be received by the Medical Staff Office no later than the last business day before the scheduled meeting. The ballot shall be signed and dated by the Member. If the Member attends the meeting, the vote by mail shall be nullified.

Electronic voting is permissible when urgency mandates action before the next regularly scheduled meeting.

ARTICLE X: RESIDENTS AND FELLOWS

Individuals who are in postgraduate training programs, who desire to practice at the Hospital as a part of their educational process, and who have sponsorship and supervision by a qualified Medical Staff Member or Members in their specialty may be credentialed for privileges. The privileging process will be conducted by the Medical Staff Office in the same manner as for initial Medical Staff appointment as set out in Part II of these Bylaws, but these individuals are explicitly not eligible for Medical Staff membership. Residents are not required to have a Maryland license for approved rotations at Northwest Hospital, provided that they are enrolled in a postgraduate residency program accredited by the Accreditation Council for Graduate Medical Education and have been registered by their Chief of Service as an Unlicensed Medical Practitioner with the Maryland Board of Physicians. Notwithstanding the above, quality of patient care requires Medical Staff oversight of the practice of these individuals in accordance with, and to the extent provided in, this Article.

For those residents who are credentialed through the Graduate Medical Education (GME) Department at Sinai Hospital, the credentialing process specified above will not be required and they will be considered credentialed at Northwest upon request. All other requirements under this article remain in place. This automatic credentialing process applies only to Sinai residents and those non-Sinai residents credentialed at Sinai. These residents will be expected to abide by all Northwest Bylaws/Rules and Regulations currently in force.

Such individuals may practice only under the supervision of their sponsoring Medical Staff Member(s) at all times. Patients under their care must be informed of their resident status and must consent to such arrangement, including in the instance of assistance rendered by these individuals to the supervising Medical Staff Member in the Operating Suite. Any medical record notations/orders must be reviewed and countersigned by a supervising Medical Staff Member. Surgical residents may obtain patient consent for surgical procedures on behalf of the attending physician. It will be the responsibility of the supervising Medical Staff Member(s) to ensure adherence to these conditions.

It shall be the responsibility of the Department Chair or his designee to report to the MEC and the Board PR/PI Committee information sufficient to satisfy the requirement that the safety and quality care needs of patients treated by these practitioners have been adequately met, and that the

educational goals and required supervision of these practitioners have been accomplished. This same individual must reciprocally report this information to the Graduate Education Program Director.

The privileges of such individuals will automatically terminate upon the completion of the residency period or in the event of withdrawal of the supervising Medical Staff Member's sponsorship. In addition, the privileges of such an individual may be revoked or modified at any time, with or without cause, by the President of the Hospital, the President of the Medical Staff, or the Vice President, Chief Medical Officer. These individuals have a right to the hearing or appeal procedures provided for in Part II of these Bylaws.

ARTICLE XI: ALLIED HEALTH PROFESSIONALS AND PHYSICIANS' EMPLOYEES

Allied Health Professionals and Physicians' employees who are not medical practitioners are not eligible for Medical Staff Membership. Nevertheless, in order to provide for quality patient care, the practice of these individuals shall be overseen by the Medical Staff in the manner, and to the extent, set forth in this Article.

11.1 Hospital-Employed Allied Health Professionals

The hiring process will be conducted by the Department of Human Resources. All information related to credentialing and privileging applications will be reviewed according to the procedures set out in Part II of these Bylaws. Hospital employed Allied Health Professionals will be entitled to Hearing & Appeals rights in issues involving quality of care/clinical competence as set forth in Part II of these Bylaws. Policies of the Department of Human Resources will govern grievance procedures in all other issues. Privileges for Hospital-employed Allied Health Professionals shall terminate at such time as employment with the Hospital is terminated.

11.2 Independent Contractor Allied Health Professionals

The privileging process for independent contractor Allied Health Professionals will be conducted by the Medical Staff Office according to the procedures set out in Part II of these Bylaws. Independent contractor Allied Health Professionals are not entitled to a hearing and appeal as provided for in Part II of these Bylaws, although this is not intended to limit any right the individual may have under any contract he may have with the Hospital or in accordance with the Human Resources Grievance procedure. Privileges for contracted individuals, whether the contract is with the individual or with a group with which the individual is associated, shall terminate at such time as the contract terminates.

11.3 Physicians' Employees

The credentials of physicians' employees who are not physicians or Allied Health Professionals will be reviewed according to the procedures set out in Part II of these Bylaws. Non-Hospital employed Allied Health Professionals will have Hearing and Appeals rights according to procedures set out in Part II of these Bylaws.

ARTICLE XII: IMMUNITY FROM LIABILITY

The following are conditions to any practitioner's application for, or exercise of, clinical privileges at the Hospital:

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

This privilege shall extend to Members of the Hospital's Medical Staff, at-large Member of MECs, Department, Division, and Committee Chairs, members of the Board of Trustees, other practitioners, the Hospital's President and his representatives, and to third parties who supply information to any of the foregoing who are authorized to receive, release, or act upon such information. For purposes of this Article, the term "third parties" means individuals and organizations from whom information has been requested by an authorized representative of the Board of Trustees or of the Medical Staff.

There shall be, to the fullest extent permitted by law, absolute immunity from civil liability arising from any such act, communication, report, recommendation, or disclosure.

This immunity shall apply to all acts, communications, reports, recommendations, or disclosures performed or made in connection with this or any other health care institution's activities related, but not limited, to:

- a. applications for appointments or clinical privileges;
- b. periodic reappraisals for reappointment or clinical privileges;
- c. professional review action, including summary suspension;
- d. hearings and appellate reviews;
- e. medical care evaluations;
- f. utilization reviews; and
- g. other Hospital, departmental, division, or committee activities related to quality care and professional conduct.

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

In furtherance of the foregoing, each practitioner shall, upon request of the Hospital, execute releases in accordance with the intent of this Article, in favor of the individuals and organizations specified in this Article, subject to such requirements, including those of good faith, absence of malice, and the exercise of a reasonable effort to ascertain truthfulness, as may be applicable under the laws of this State.

The consents, authorizations, releases, rights, privileges, and immunities provided by this Article for the protection of the Hospital's practitioners, other appropriate Hospital officials and personnel, and third parties in connection with applications for initial appointment shall also be fully applicable to the activities and procedures covered by this Article.

ARTICLE XIII: REVIEW, ADOPTION, AND AMENDMENT

13.1 Bylaws Committee and Review

The President of the Medical Staff will appoint a bylaws committee and its Chair each term and this committee will be presented and approved by the MEC if changes are made from the prior term's appointments. Upon approval of the MEC, the bylaws committee will in consultation with Hospital counsel and the MEC, review these Bylaws at least once every two years, and recommend revisions as necessary.

13.2 Amendments

All proposed amendments, whether originated by the MEC, another standing committee, or by a Member of the Active Medical Staff, to either Part I or Part II of the Bylaws must be reviewed and discussed by the MEC prior to an MEC vote. The Medical Staff may propose amendments to the Bylaws directly to the Board by written request to the Board Chair after having a petition of 25 Active Staff in agreement with request; however, the Medical Staff must first communicate the proposal to the Chair of the MEC. Amendments may be recommended to the Board by the MEC after a majority vote, provided that the proposed amendments were distributed to the Active Staff Members at least 21 days prior to going to the Board.

The MEC's recommendation may be acted upon by the Board unless more than 25 Members of the Active Staff object within 15 days after the MEC action. If more than 25 Members of the Active Staff object to a proposed amendment, the Chair of the MEC will schedule and hold a meeting of the Active Staff at which the proposed amendment will be presented, discussed, and voted upon. The affirmative vote of a majority of those Active Staff members present and voting is required for passage. Absentee ballots, properly dated and signed, will be permitted.

In cases of documented need for an urgent amendment to Chapter II Rules and Regulations of Part II of the Medical Staff Bylaws necessary to comply with law or regulation, the MEC may provisionally adopt and the Board may provisionally approve an urgent amendment without prior notification to the Medical Staff. When an urgent amendment is so provisionally adopted, the MEC will immediately notify the Medical Staff and the Medical Staff will have the opportunity to review and comment upon the amendment. If the Medical Staff does not object, the provisional amendment will be approved. If there is a conflict between the Medical Staff and the MEC regarding the amendment, the conflict resolution procedure will be implemented. If necessary, a revised amendment will then be submitted to the Board for final action.

13.3 Technical or Clarifying Amendments

Notwithstanding the procedures set out in Section 13.2, the MEC shall have the power to adopt, without following those procedures, such amendments to the Bylaws as are, in the MEC's judgment, technical or legal modifications or clarifications, reorganization, or renumbering, or amendments needed because of punctuation, spelling, or other errors of grammar or expression. Such amendments shall be effective when approved by the Board of Trustees.

13.4 Board Approval

All amendments must be approved by the Board or its authorized agent prior to becoming effective.

ARTICLE XIV – CONFLICT RESOLUTION

The Medical Staff and the MEC desire to ensure timely and objective resolution of conflicts that may arise between them on issues including, but not limited to, proposals to adopt a rule, regulation or policy, or an amendment thereto. When conflicts arise, the relevant parties are encouraged to attempt to resolve the conflicts through one-on-one discussions. If the conflict cannot be resolved between the parties, it shall be presented to the Board of Directors to consider and decide.

These Medical Staff Bylaws, including Part II, are adopted and made effective upon approval of the Board, superseding and replacing any and all previous Medical Staff Bylaws. Henceforth all activities and actions of the Medical Staff and of each individual exercising clinical privileges at the Hospital shall be taken under and pursuant to the requirements of these Bylaws.

Adopted by the Medical Staff on _____

President of the Medical Staff

Secretary/Treasurer of the Medical Staff

Approved by the Performance Oversight Committee of the Board of Trustees on _____

Secretary of the Board of Trustees