



CentraCare - Willmar Surgery Center
1310 1st Street South
Willmar, Minnesota

MEDICAL STAFF BYLAWS

Approved by WSC Medical Executive Committee: 03/14/24

**BYLAWS OF THE MEDICAL STAFF
OF THE
CentraCare Willmar Surgery Center**

FORWARD

The CentraCare Willmar Surgery Center (WSC) is located at 1310 South First Street, Willmar Minnesota and is an Ambulatory Surgical Center (ASC).

PREAMBLE

Recognizing that the health care professionals of WSC are responsible for the quality of medical care at WSC, that the health care professionals must accept and assume this responsibility subject to the ultimate authority of WSC, and that the best interests of the patients are protected by cooperative effort, the health care professionals practicing at WSC hereby organize themselves into a Medical Staff in conformity with these Bylaws and Rules and Regulations.

ARTICLE I NAME and DEFINITIONS

SECTION 1 NAME

The name of the Medical Staff practicing at WSC shall be the Medical Staff of the CentraCare Willmar Surgery Center.

Section 2 DEFINITIONS

- (A) WSC means CentraCare Willmar Surgery Center.
- (B) SURGERY CENTER means a freestanding facility organized for the specific purpose of providing elective outpatient surgery for pre-examined, pre-diagnosed, low-risk patients. Admissions shall be limited to procedures which utilize local to general anesthesia, and which do not require overnight inpatient care. It is not organized to provide regular emergency medical services and does not include the physician’s, dentist’s, or podiatrist’s office or clinic for the practice of medicine or the delivery of primary care.
- (C) BOARD OF DIRECTORS means the governing body of the CentraCare Willmar Surgery Center
- (D) ADMINISTRATOR/CHIEF EXECUTIVE OFFICER means the person responsible to the Board of Directors for performing or overseeing all business and administrative management functions of WSC.
- (E) DIRECTOR means the person responsible to the Chief Executive Officer for the daily operations of the Surgery Center.
- (F) MEDICAL EXECUTIVE COMMITTEE is comprised of two Active members of the Medical Staff, each

of whom represent at least one of the following specialties: General Surgery, Otolaryngology, Gastroenterology, Ophthalmology, Orthopedics, Gynecology, Urology, Internal Medicine, Pediatrics, Anesthesiology, as well as the WSC Chief Executive Officer, Medical Director, Director, Supervisor and QI coordinator. CentraCare Board of Directors has delegated responsibility to the Medical Executive Committee to act on behalf of the CentraCare Board of Directors (WSC governing body), with MEC meeting minutes being given to the BOD, to communicate findings and events at WSC.

- (G) MEDICAL DIRECTOR OF SURGICAL SERVICES shall be appointed by the CentraCare Board of Directors and shall act as the Medical Staff liaison to the CentraCare Board of Directors.
- (H) ANESTHESIA MEDICAL DIRECTOR shall be appointed by the CentraCare Board of Directors (or by the MEC on behalf of the BOD) and shall act as the Anesthesia staff liaison to the CentraCare Board of Directors.
- (I) MEDICAL STAFF MEMBER, MEDICAL STAFF, MEMBER OR STAFF means the group of Physicians who pursuant to State regulations are licensed, have been granted Membership and privileges pursuant to the Bylaws and may attend to patients at WSC.
- (J) MEMBERSHIP means that status on the Medical Staff which defines a Physician's rights, prerogatives and responsibilities to participate in the Medical Staff organization.
- (K) PHYSICIAN means a medical or osteopathic doctor who is duly licensed in the State of Minnesota to practice medicine, a podiatrist duly licensed to practice podiatry or an appropriately licensed Doctor of Dental Surgery or medical dentistry.
- (L) SURGEON means a physician, dentist, or podiatrist who is licensed to perform surgery or endoscopy procedures.
- (M) MEDICAL STAFF BYLAWS, STAFF BYLAWS OR BYLAWS refer to the provisions, procedures, terms and conditions of the Bylaws and Rules and Regulations of WSC.
- (N) INVESTIGATION means a process specifically instigated by the Medical Executive Committee to determine the validity, if any, to a concern or complaint raised against a member of the medical staff.
- (O) PRIVILEGES mean the permission granted to health care professionals to render specified diagnostic, therapeutic, medical, dental or surgical services ("clinical privileges"). Privileges are distinct and separate from Membership.
- (P) ALLIED HEALTH PROFESSIONAL STAFF means a health care professional, other than one who meets all of the definition requirements of a "Medical Staff Member," who exercises independent judgment and/or provides special professional advice or services to patients under the supervision of a Medical Staff member, and who has been granted authority to render such care and services by the Medical Executive Committee in consideration of the applicant's training, experience, demonstrated competence, judgment, current capability and licensure. Allied Health Professionals shall include, but not be limited to, physician assistants, CRNA's, registered nurses, licensed practical nurse, scrub techs, personal assistants, dental hygienists, occupational therapists, audiologists, and respiratory therapists.
- (Q) CRNA means an appropriately licensed certified registered nurse anesthetist.

(R) BUSINESS DAY means any day other than a day that is a Saturday or Sunday or federal holiday.

ARTICLE II PURPOSES

The purposes of the Medical Staff organization are as follows:

- (A) To maintain a qualified Medical Staff, whereby all patients treated at WSC shall receive quality medical care.
- (B) To provide a high level of professional performance by all Members through the appropriate delineation of clinical privileges for each Member and through ongoing review and evaluation of each Member's clinical and ethical performance.
- (C) To provide a means of continuing accountability to the MEC for delivery of quality health care services and appropriate care.
- (D) To provide a means whereby issues concerning WSC and the Medical Staff may be discussed by the Medical Staff with the Medical Executive Committee.
- (E) To provide and recommend to the Medical Executive Committee ways and means to contain the cost of medical care.
- (F) To promote and maintain appropriate accreditation.

ARTICLE III MEMBERSHIP

SECTION 1 NATURE OF MEMBERSHIP

No physician, oral surgeon, or podiatrist, including those in a medical administrative position by virtue of a contract with the surgery center, shall admit or provide medical or health-related services to patients in the surgery center unless he/she is a member of the medical staff or has been granted temporary privileges in accordance with the procedures set forth in these bylaws. Appointment to the medical staff shall confer only such clinical privileges and prerogatives as have been granted in accordance with these bylaws.

These Bylaws, Rules and Regulations do not create a contractual relationship between the Medical Staff (or any member thereof) and CentraCare Surgery Center-Willmar.

SECTION 2 ELIGIBILITY AND QUALIFICATION FOR MEMBERSHIP

GENERAL QUALIFICATIONS of physicians, oral surgeons, and podiatrists:

- (A) Graduated from an approved and accepted medical, osteopathic, dental or other medical professional school.
- (B) Are Board Certified or Board Eligible/Qualified by the Board of Medical Specialties of the American Medical Association and the American Osteopathic Association in the respective specialty or field in which privileges are sought or, in lieu of such status, have been previously credentialed by CentraCare

Rice Memorial Hospital as a member of its medical staff and are currently a member of such medical staff.

- (C) Possess a current valid Drug Enforcement Administration (DEA) number, if applicable.
- (D) Provide documentation of (i) professional education, training, experience, demonstrated competence, judgment, character, and mental and physical capability; (ii) adherence to the ethics of his/her profession; (iii) professional and moral character and integrity; (iv) ability to work and cooperate with WSC personnel, Allied Health Professionals and Medical Staff Members; (v) to keep as confidential, as required by law, all information or records received in the physician-patient relationship; (vi) to be willing to participate in and properly discharge those responsibilities determined by the medical staff, and (vii) good reputation for professional competency to assure that any patient treated by him/her at WSC will be given proper medical care with professional skill.
- (E) Maintain in force professional liability insurance in not less than the minimum amounts, if any, as from time to time may be jointly determined by the Board of Directors.
- (F) Provide evidence of a current valid Minnesota State professional license to practice in the respective specialty or field in which privileges are sought.
- (G) All Medical Staff must maintain a current BLS and/or ACLS certification. All Medical Staff directing conscious sedation must have ACLS certification. In addition, all Certified Registered Nurse Anesthetists (CRNAs) and Anesthesiologists (MD/DO) must maintain a current ACLS and PALS certification from the American Heart Association or other vendor that includes a hands-on portion of training and skills demonstrations of airway management and AED use. Anesthesiologists who are ASA board certified or board eligible are exempt from these recommendations.
- (H) Furthermore, the applicant shall:
 - 1. Authorize consultation with members of the Medical Staffs of hospitals and surgery centers with which the applicant has been associated, and with others who may have information on his/her competence, character and ethical qualifications.
 - 2. Consent to inspection of all records and documents that may be material to an evaluation of his/her professional qualifications and competency to carry out the privileges he/she requests.
 - 3. Release from any liability all representatives of the Surgery Center and its Medical Staff for their acts performed in good faith and without malice in connection with evaluating the applicant and his/her credentials;
 - 4. Release from any liability all individuals and organizations who provide information in good faith and without malice concerning the applicant's competence, ethics, character and other qualifications for Medical Staff appointment and privileges.

Failure to comply with any of the foregoing requirements shall be ground for denial of his/her application.

- (A) No Physician shall be automatically entitled to Medical Staff Membership or to exercise clinical privileges at WSC merely because he/she is licensed to practice in the State of Minnesota, is a member of any professional organization, has had or presently has privileges at a hospital, or for any other reason, other than the granting by the Medical Executive Committee of privileges to practice at WSC pursuant to these Bylaws.

- (B) No aspect of medical staff membership or particular clinical privileges shall be denied on the basis of sex, race, age, creed, color, national origin, religion, marital status, familial status, sexual orientation, status with regard to public assistance, or disability that does not pose a threat to the quality of patient care.

SECTION 3 - ETHICS AND ETHICAL RELATIONSHIP

The Codes and Principles of Ethics as adopted or amended by the American Medical Association or other appropriate professional association and as provided in these Bylaws shall govern the professional conduct of the Members of the Medical Staff. Such Codes or Principles are hereby incorporated into these Bylaws by this reference.

Specifically, each applicant and Member of the Medical Staff pledges and agrees as follows:

I authorize WSC to request, procure and review any information regarding my medical practice at any institution or from any individual. I fully understand that any significant misstatement in, or omission from, my application, whether intentional or not, constitutes cause for refusal of my application or for disciplinary action as provided in these Bylaws. Further, I understand that as a Member of the Staff I must conduct my professional and public life according to standard and reasonable moral precepts. Failure in this regard may be grounds for disciplinary action as provided in these Bylaws. Specifically, the habitual use of narcotics or addicting drugs or any habitual drunkenness, conviction of a felony, or any action which would adversely reflect on WSC or the Medical Staff or which would degrade the ideals of my profession, may be considered grounds for disciplinary actions as provided in these Bylaws. I agree to abide by the Medical Staff Bylaws, the Rules and Regulations of WSC, and policies and procedures of WSC, as amended and issued from time to time, as well as the Code or Principles of Ethics of the American Medical Association or other appropriate professional organization.

All Members of the Medical Staff shall pledge themselves to participate in the discharge of Medical Staff responsibilities, including but not limited to:

- (A) Providing patients with the quality of care meeting the professional standards of the community and medical staff of this surgery center;
- (B) Discharging in a responsible and cooperative manner such reasonable responsibilities and assignments imposed upon the member by virtue of medical staff membership, including committee assignments;
- (C) Preparing and completing in timely fashion medical records for all the patients to whom the member provides care in the surgery center;
- (D) Working cooperatively with members, nurses, surgery center administration and others so as not to adversely affect patient care;
- (E) Avoiding or refusing to engage in illegal conduct that relates to moral turpitude or the practice of a health care profession, including but not limited to, improper inducements for patient referral;
- (F) Providing information to and/or testifying on behalf of the medical staff or an accused practitioner regarding any matter under an investigation pursuant to Article VIII, and those which are the subject of a hearing pursuant to Article IX.

- (G) Credentialed medical staff and allied health professionals are responsible for complying with the Surgery Center’s security policies and procedures and privileges can be terminated for failure to do so.
- (H) If: (1) the applicant's license to practice medicine in any jurisdiction has ever been or is suspended or revoked, (2) the applicant's hospital privileges at any hospital have ever been or are suspended, diminished, revoked or not renewed, (3) the applicant's application for Membership or reappointment to any hospital medical staff has ever been or is denied, (4) the applicant has been or is subject to investigation or disciplinary proceedings in any hospital, clinic or medical organization, (5) the applicant has been or is involved in a professional liability action, or (6) the applicant has been or is suspended or excluded from participation in a federally funded program, the applicant is under a continuing obligation, both at the time of initial application and at all times thereafter, to disclose in writing to the Chairperson of the Medical Executive Committee such matter, including a positive, accurate and satisfactory explanation which may be presented to the Medical Staff.
- (I) All applicants as well as all Members of the Medical Staff will report to the Medical Executive Committee in writing within ten (10) days following the occurrence of any event described in subsection (H) immediately above, or a final negative judgment or any settlement of a professional liability claim against that Member. Such reports shall include the Member’s name and all relevant material facts, including but not limited to, details of the occurrence, the amount of a settlement payment, the name of the hospital or other health care facility, if any, involved in the claim, and a description of the acts or omissions and injuries or illnesses upon which the action was based. Failure to report in writing may result in denial of appointment as well as suspension of privileges or non-reappointment.

They shall exhibit such conduct so as not to jeopardize:

- (A) Full accreditation of WSC by the Accreditation Association for Ambulatory Health Care Inc. or other accrediting bodies;
- (B) Continuance of all of WSC’s licenses and/or operating certificates issued to WSC by any federal, state, or local governmental body or agency;
- (C) Approval, accreditation and certification of WSC by applicable review or certifying agencies or boards and/or any professional programs that are adopted by the Management Committee; and
- (D) Participation by WSC in all third-party reimbursement programs, including Medicare and Medicaid, in which the Management Board chooses to participate.

Appointments to the Medical Staff may also be guided by the ability of WSC as determined by the MEC to meet the present and future health care needs of the community it serves, and specifically with reference to:

- (A) Providing continuity of service by the Medical Staff;
- (B) Providing new professional skills as they may be developed by the evolution of medical science and specialty areas not adequately represented on the Medical Staff; and
- (C) Availability of WSC staff and facilities to provide quality health care and to maintain WSC’s plan of development including the mix of patient care services to be provided.

SECTION 4 PARTICULAR QUALIFICATIONS

- (A) **PHYSICIANS** An applicant for physician membership in the medical staff must hold an MD or DO degree or their equivalent and a valid and unsuspended certificate to practice medicine issued by the Minnesota Board of Medical Practice. For the purpose of this Article, “or their equivalent” shall mean any degree (i.e., foreign) recognized by the licensing boards in the State of Minnesota to practice medicine.
- (B) **ORAL SURGEON** An oral surgeon may also apply for membership in the medical staff, providing he/she has met the necessary requirements and is licensed to practice by the Minnesota Board of Dentistry.
- (C) **PODIATRIST** A podiatrist may also apply for membership in the medical staff, providing he/she has met the necessary requirements and is licensed to practice by the Minnesota Board of Podiatric Medicine.

ARTICLE IV CATEGORIES OF MEMBERSHIP

The Medical Staff shall have two categories: Active or Provisional. In addition, there shall be an Allied Health Professionals staff category which shall not be part of the Medical Staff, but whose members shall be subject to credentialing, privilege delineation and discipline in accordance with these Bylaws.

Regardless of the category of membership in the medical staff, members who are oral surgeons and podiatrists shall only have the right to vote on matters within the scope of their licensure. In the event of a dispute over voting rights, that issue shall be determined by the chair of the meeting, subject to final decision by the Medical Executive Committee; and shall exercise clinical privileges only within the scope of their licensure and as set forth in Article VII.

SECTION 1 DURATION OF APPOINTMENT AND REAPPOINTMENT

Initial appointment and reappointments to active staff shall be for a period of up to two years.

SECTION 2 ACTIVE STAFF

- (A) Members of the Active Medical Staff shall be Physicians who regularly admit and/or attend to patients at WSC, and who assume all functions and responsibilities of Membership on the Active Medical Staff.
- (B) Members of the Active Medical Staff shall retain full responsibility within their area of professional competence for the continuous care and supervision of their patients in WSC. Active Medical Staff Members shall actively participate in quality management activities required of the Medical Staff, and they shall be responsible to perform Medical Staff functions and assignments as may be required from time to time.

SECTION 3 TRANSFER OF ACTIVE STAFF MEMBER

After two consecutive years in which a member of the active staff fails to regularly care for patients in this surgery center or be regularly involved in medical staff functions as determined by the medical staff, that member may be transferred to another appropriate category, if any, for which the member is qualified.

SECTION 4 PROVISIONAL STAFF

- (A) All initial appointments to the Medical Staff and all grants of initial privileges shall be for a period of two (2) years from the date of the appointment of, or granting of, privileges to the Physician. The members of the Provisional Staff must hold the rank of Provisional for at least 2 years during which they must perform at least one surgical case before they may be promoted to Active Staff. If a Provisional Staff member fails to perform one surgical case during the first six months, the Medical Director will, by written notice to the Provisional Staff member, notify them of the requirement to perform at least one surgical case in the next six months. If no case is performed in this six-month period, the Provisional Staff member shall be deemed to have voluntarily withdrawn his/her application for Active Medical Staff privileges and all Provisional privileges shall automatically expire.
- (B) During the term of this provisional period, the Physician receiving the provisional status may be evaluated by the Medical Director or the Medical Executive Committee, as to that Physician's clinical competence and as to his or her general behavior and conduct in WSC.
- (C) If at the end of the provisional period or an extension of a provisional period, a Member does not qualify for active status, the Member's Membership and privileges shall be terminated subject to the rights of hearing and appeal as set forth in these Bylaws.

SECTION 5 MODIFICATION OF MEMBERSHIP

On its own, upon recommendation of the Medical Executive Committee, or pursuant to the request by a member, or upon direction of the Board of Directors, may recommend a change in the medical staff category of a member consistent with the requirements of the bylaws.

ARTICLE V ALLIED HEALTH PROFESSIONAL

Allied Health Professionals shall not have independent authority for the care of patients but shall practice under the supervision or direction of an employing or sponsoring Active Medical Staff member. Surgery Center employees will not be classified as Allied Health Professionals and are exempt from these provisions.

- (A) Allied Health Professionals will function under the rules and regulations of WSC. Rules and Regulations will be drawn up by the Medical Staff delineating the scope of practice and responsibilities of any Allied Health Professional.
- (B) Delineation of privileges for each Allied Health Professional will be submitted to the Medical Executive Committee and approved or disapproved. Allied Health Professionals must be directed by an Active Staff Member in their activities to the extent required by Allied Health Professional's licensure and/or certification.
- (C) Allied Health Professionals shall be qualified by training, education, experience, demonstrated competence, judgment, current capability and licensure appropriate for their special services and shall serve within the scope of their recognized professional qualifications and skills.
- (D) The scope and extent of an Allied Health Professional's privileges shall be specifically delineated and granted in the same manner as all other medical and surgical procedures, with final approval of the MEC being required.
- (E) Allied Health Professionals who have been granted privileges may practice within the limits of their

licensure and privileges granted pursuant to these Bylaws.

- (F) The disciplinary procedures and actions for Allied Health Professionals shall be as stated in the Bylaws for the Medical Staff, and all Allied Health Professionals shall be bound by and function under the Bylaws and Rules and Regulations of the Medical Staff and the policies and procedures. However, an Allied Health Professional shall not have rights to hearing or appeal.
- (G) The Allied Health Professional will have a responsible physician who is an Active Staff member and is in the same primary service area as that of the Allied Health Professional. Allied Health Professional staff membership shall be available after the Active Medical staff member signs a WSC Allied Health Professional Privilege Form. The responsible physician assumes full responsibility for supervision of the Allied Health Professional staff member's practice within the surgery center.
- (H) If the responsible physician no longer holds clinical privileges, the Allied Health Professional must be assigned to another physician. The Allied Health Professional is to complete the new privilege form and locate a new responsible physician to complete his/her portion of the form. If no new privileges are requested, only the Medical Director needs to sign for approval. This information is forwarded to the Credentials Committee and Governing Board as Item of Information Only. If new/different privileges are requested the Medical Director signs and it is forwarded to the Credential Committee and Governing Board for approval. A copy of the privileges form is sent to the Allied Health Professional and the responsible physician.
- (I) Allied Health Professional Staff membership shall automatically terminate should the sponsoring Medical Staff member terminate the Allied Health Professionals employment or supervision. It is the responsibility of the sponsoring Medical Staff member to notify Surgery Center of such termination, in writing, within five days of termination.
- (J) All Members of the Allied Health Staff shall maintain professional liability insurance in an amount specified by the Board of Directors for each category of Allied Health Staff and shall provide certificates of such coverage to the administrator at appointment and reappointment and otherwise upon his/her reasonable request.
- (K) The application for Allied Health Professional privileges will be submitted and processed in the same manner as applications to the Medical Staff. Allied Health Professionals are required to apply for reappointment every two years to coincide with the sponsoring Medical Staff member's reappointment.
- (L) In the event that an Allied Health Staff member to whom privileges have been granted is perceived to be performing below surgery center standards, in deviation from the standards of his or her profession, or in violation of the Medical Staff Bylaws and Rules and Regulations, such person shall be subject to one or more of the following remedies: a warning; reprimand; remedial, corrective or rehabilitative action; suspension or revocation of privileges; or denial of an application for reappointment; provided, that this shall not be construed to require progressive discipline. In this event, the individual shall be entitled and subject to the same review and appeal procedures that would apply to a Member under similar circumstances. However, adverse actions against Allied Health Staff members will not be reported to the National Practitioner Data Bank.
- (M) Any Practitioner subject to state licensure shall immediately report any warning, reprimand, fine, probation,

suspension or revocation action taken against him by the involved licensing authority to the Manager and the Medical Director.

- (N) Allied Health Professionals may not admit nor discharge patient. When requested by a sponsoring Medical Staff member, they may, within the scope of their privileges and these Bylaws and Rules and Regulations, attend that patient in the Surgery Center. The extent of the service shall be determined by the sponsoring Medical Staff member who has the final responsibility for the welfare of the patient.
- (O) Allied Health Professionals shall not be considered members of the Medical Staff, and as such, shall not be expected to attend Medical Staff meeting, nor have committee duties.
- (P) Allied Health Professionals shall be required to provide appropriate documentation on the medical records, including progress notes.

ARTICLE VI APPOINTMENT AND REAPPOINTMENT

Upon application for appointment or reappointment to the Medical Staff, each applicant or staff member shall agree not to engage in the practice of the division of fees under any guise whatsoever. Specifically, each individual shall sign a pledge, which includes the following, an original executed copy of which shall be maintained by the Surgery Center during Staff membership:

"I agree to abide by the Bylaws, Rules and Regulations of the Medical Staff and by such Bylaws, Rules and Regulations as may be, from time to time, enacted. I hereby declare that I shall not engage in the practice of the division of fees under any guise whatsoever. In complying with this principle, I understand that I am not to collect fees for others referring patients to me, nor permit others to collect fees for me, nor make joint fees with Physicians referring patients to me for operation or consultation, nor permit any agent or associate of mine to do so. Further, I agree to comply with the principle that all Physicians participating in the care of a patient shall render separate bills and receipts."

SECTION 1 BURDEN OF PRODUCING INFORMATION

In connection with all application for appointment, reappointment, advancement or transfer, the applicant shall have the burden of producing information for an adequate evaluation of the applicant’s qualifications and suitability for the clinical privileges and staff category requested, of resolving any reasonable doubts about these matters, and of satisfying requests for information, and, in general, demonstrating his/her compliance with all applicable standards and eligibility for staff membership. The applicant shall completely fill in all parts of the application or adequately explain any failure to do so. Any misstatement in or omission from the application in any material respect shall void the application and it shall be removed from consideration without the applicant having access to any hearing or appeal processes. Applicant shall bear the burden of providing and procuring all requested information and documentation for a proper evaluation of his/her competence, character, ethics and other qualifications. The applicant’s failure to sustain this burden shall be grounds for denial of the application. This burden may include submission to a medical or psychological examination, at the applicant’s expense, if deemed appropriate by the Medical Executive Committee, which may select the examining physician.

SECTION 2 APPLICATION FOR APPOINTMENT

- (A) The applicant shall deliver an application in such form and content as requested by WSC to the Credentialing Department who shall promptly proceed to collect or verify the references, licensure and other qualification evidence submitted. Credentialing shall promptly notify the applicant of any problem

in collecting the information he/she has requested, and it shall be the applicant's responsibility to obtain the information. The completed application and supporting information shall be promptly forwarded to the Medical Executive Committee for consideration. If the application is not completed (including all requested information) within three (3) months after submission to the Administrator, Facility Director or his or her designee, it shall automatically be removed from consideration. Such action shall not entitle the applicant to any hearing or appellate review rights.

(B) Portions of the application process may be handled or processed by the medical staff office of CentraCare Rice Memorial Hospital.

(C) The application shall require detailed information concerning:

1. The applicant's professional qualifications,
2. The names and addresses of at least three qualified persons with recent, extensive experience in observing and working with the applicant who can provide adequate references pertaining to the applicant's professional competence and ethical character,
3. The applicant's current medical staff category and clinical privileges at all hospitals or institutions,
4. Whether the applicant's medical staff category or admitting or clinical privileges at any hospital or institution have ever been investigated, reduced, limited, restricted, suspended or terminated, or if the applicant has voluntarily resigned or withdrawn an application for appointment from any hospital while under any form of investigation or consideration for denial or disciplinary or corrective action,
5. Whether his/her membership in local, state or national medical societies, or his/her license to practice any profession in any jurisdiction, has ever been suspended or terminated or voluntarily relinquished while such actions were under consideration,
6. Any professional liability actions involving the applicant including a consent to release of information from his/her present and past malpractice insurance carrier(s),
7. Any pending professional medical misconduct proceedings,
8. The substance of the findings in any medical misconduct proceedings,
9. Whether the applicant's narcotics license has ever been suspended, revoked or voluntarily relinquished,
10. Whether or not any final judgments or settlements have been made against the applicant and
11. Whether the applicant has ever been the subject of any investigation or notice of termination or exclusion from or other sanction by any third-party payor, including the Medicare and Medicaid programs.

(D) The National Practitioner Data Bank shall be queried for each Physician who applies for appointment to the Medical Staff.

(E) The applicant's qualifications and application material will be discussed at the next Medical Executive Committee meeting along with the supporting documentation and reports, recommendations or information the Medical Executive Committee has received from Members of the Medical Staff and such other relevant information as may be available to the Medical Executive Committee. The Medical Executive Committee

may also interview the applicant. The Medical Executive Committee shall complete its review and investigation and prepare a written report containing its recommendation regarding the applicant's request for Membership within sixty (60) days after receipt of the completed application unless the Medical Executive Committee defers action on the application, which deferral shall not exceed ninety (90) days from the date of receipt of the application.

- (F) If the Medical Executive Committee recommends Membership for the applicant, the Medical Executive Committee shall act on favorable recommendations to approve the applicant for privileges.
- (G) If the Medical Executive Committee's recommendation is to deny appointment to or privileges on the Medical Staff, the Medical Executive Committee shall forward its report and any supporting documents and recommendations to the Board of Directors. The applicant shall have the right of hearing and appeal as set forth in these Bylaws.
- (H) All decisions to recommend appointment shall delineate clinical privileges to be granted to the applicant.
- (I) When final action has been taken on any application for appointment to the Medical Staff, it shall be, acting through the Administrator or his or her designee, notify the applicant of the action taken. The Board must, within thirty (30) days of a request, provide an applicant who has been denied Membership or privileges with the reasons for the denial in writing.

SECTION 3 - TERMS OF APPOINTMENT

- (A) The Medical Executive Committee shall always have the right to suspend or revoke a Member's Membership or privileges whenever it deems it necessary for the good of WSC's patients.
- (B) Appointment to the Medical Staff shall confer on the appointee only such clinical privileges as have been granted by the Medical Executive Committee. An applicant for Medical Staff Membership must be able to render continuous and appropriate care and supervision of his/her patients and abide by the Bylaws and Rules and Regulations of the Medical Staff.
- (C) Except as otherwise recommended and approved by the Medical Executive Committee, all practitioners initially appointed to the Medical Staff, all Allied Health Professionals granted privileges and all Members who are granted additional privileges may be required to complete a period of proctoring, as determined by the Committee.
- (D) Provisional status may be adjusted at the end of the provisional period to reflect clinical competence. Reappointment after the provisional period shall be contingent upon an evaluation of the factors considered for reappointment as set forth in Section 4 of these Bylaws. A Physician may be terminated after that two (2) year provisional period, granted full Active Medical Staff Membership or continued on provisional status for an additional period of time not to exceed one (1) year. In no event shall a Physician's appointment or grant of clinical privileges be provisional for more than an additional one (1) year period. Should a Physician be terminated during or after the two (2) year provisional period or should that Physician not be given full Active Medical Staff Membership at the end of the two (2) year provisional period or after any extension of the provisional period, that Physician shall be entitled to exercise the hearing and appellate review procedure set forth in Article IX of these Bylaws.

SECTION 4 - REAPPOINTMENT PROCESS

- (A) No Member shall be automatically entitled to or have a vested right of renewal of Membership and *Willmar Surgery Center*.....*Medical Staff Bylaws*

privileges. Renewal of Membership in and privileges of the Medical Staff shall be granted, denied, modified, limited or otherwise affected pursuant to the final decision of the Medical Executive Committee.

- (B) Any Member of the Medical Staff who wishes to be considered for reappointment shall so indicate on the reappointment application. If the Member wishes to be considered for a change in clinical privileges it should be indicated during the reappointment process. All Members who do not indicate otherwise shall be considered for reappointment with the same clinical privileges they then hold. Each Member of the Medical Staff shall be subject to reappointment two (2) years from the date the non-provisional appointment commences and every two (2) years thereafter.
- (C) Except as otherwise provided in these Bylaws, no Member of the Medical Staff shall be reappointed until his/her performance and qualifications have been reviewed and evaluated, including, but not limited to:
- (D) Clinical privileges requested with supporting documents for any changes requested,
- (E) Recommendations and reports, if any, by any review committees, including the Medical Executive Committees and individual peer recommendations from qualified colleagues, attesting to the applicant's current competence, health status and other applicable information,
- (F) Professional performance, current competence and ability, judgment and technical skills,
- (G) Evidence of current licensure,
- (H) Professional ethics and conduct,
- (I) Continuing medical education since the previous appointment,
- (J) Conscientiousness in maintaining timely, accurate and legible medical records,
- (K) Compliance with the Medical Staff Bylaws, Rules and Regulations and WSC policies and procedures, respectively,
- (L) Cooperation with personnel and other Medical Staff Members and
- (M) Participation in WSC programs and willingness to accept WSC committee assignments.
- (N) Any applicant for reappointment will be asked if his/her narcotics license, his/her license to practice medicine in any state or district or his/her hospital admitting or clinical privileges have ever been investigated, reduced, limited, suspended, restricted, denied, or removed, or if he/she has voluntarily relinquished such privileges or licenses while under consideration for denial, discipline or corrective action, and whether or not any final judgments or settlements have been made against the applicant. Furthermore, the applicant for reappointment will be asked if he/she has been the subject of any investigation or notice of termination or exclusion from or other sanction by any third-party payor, including the Medicare and Medicaid programs.
- (O) The National Practitioner Data Bank shall be queried for each Member who applies for reappointment to the Medical Staff.
- (P) Each Member who desires reappointment shall, at least sixty (60) days before expiration of his/her appointment, send a reappointment application to the Credentialing Department. Failure, without good

cause, to file or complete the application for reappointment shall be deemed a voluntary resignation from the Medical Staff at the expiration of the Member's current term, and the Member shall not be entitled to a hearing or appeal.

- (Q) The Credentialing Department shall, upon receipt of the application, proceed to collect and verify the information on the reapplication form and collect any other relevant materials or information, including information regarding the Member's professional activities, performance, and conduct at WSC. The completed application and supporting information shall then be forwarded to the Medical Executive Committee. The applicant is responsible for submitting any reasonable evidence of current health status that may be requested by the Medical Executive Committee, as well as all other information and documentation with respect to the reappointment application.
- (R) Within sixty (60) days after receipt of a Member's application for reappointment and all supporting documentation, the Medical Executive Committee shall make recommendations regarding reappointment of the Member to the Medical Staff if its recommendation is favorable. Each recommendation shall state the clinical privileges the Medical Executive Committee recommends be granted. If inclined to take adverse action regarding a favorable recommendation, the reasons for that inclination shall be identified and communicated by the Medical Executive Committee. The applicant shall have the right of hearing and appeal as set forth in these Bylaws.
- (S) If the Medical Executive Committee's recommendation is to (i) deny reappointment, (ii) reduce clinical privileges, or (iii) deny a requested increase in privileges, the reasons must be stated and supported with reference to documentation considered. If the Medical Executive Committee's recommendation is averse to the Member, the Member shall have the right of hearing and appeal as set forth in these Bylaws. Unless the action taken is a summary suspension, the Member's then current Medical Staff category and all rights and privileges shall remain in effect pending the outcome of any appeal and final action by the Board of Directors.
- (T) If a Member's review is not completed within the time frame provided in this Section, the review shall be completed as soon as possible and practical. In the interim, the Member shall not be deemed reappointed but shall retain his/her current Membership and privileges until the process is completed unless the applicant's Membership and/or privileges are otherwise modified or revoked pursuant to these Bylaws. If the review is not completed due to the Member's failure to provide all requested information, the failure to provide such information shall be deemed a voluntary withdrawal of the application for reappointment and a voluntary resignation from the Medical Staff and the Member shall not be entitled to a hearing or appeal.

ARTICLE VII CLINICAL PRIVILEGES

Medical Staff Members practicing at WSC shall, in connection with such practice, be entitled to exercise only those privileges specifically granted or approved by the Medical Executive Committee in writing. The privileges shall only be within the scope of the licensure, certification or other legal limitations authorizing the individual's practice. Privileges shall be granted after consideration of an individual's training, experience, demonstrated competence, judgment and current capability.

SECTION 1 APPLICATION FOR PRIVILEGES

Application for privileges, either initially or upon request for reappointment, must be in writing and contain a request for the specific privileges desired by the applicant supported by documentation of the applicant's relevant

recent training and/or experience. The applicants and Members seeking appointment or reappointment are responsible for furnishing the supporting documentation. Requests for privileges will be processed in the same manner as applications for appointment or reappointment to the Medical Staff.

SECTION 2 DELINEATION OF PRIVILEGES

- (A) Initial requests for privileges shall be evaluated based upon the applicant's documented education, training, experience, references, specialty Board qualification or credentialing by CentraCare Rice Memorial Hospital, demonstrated current competence, ability, judgment, licensure and such other criteria developed by the Medical Executive Committee for WSC.
- (B) Upon reappointment, requests for privileges or changes in privileges shall be evaluated based on the individual's training, experience, specialty Board qualifications or credentialing by CentraCare Rice Memorial Hospital, competence, judgment and current capability, which shall be evaluated by review of the individual's credentials, the professional review of records and reports of the Medical Staff and observation of the care rendered, as well as such other criteria as are set forth in these Bylaws and as may be determined by Medical Executive Committee.
- (C) On its own or pursuant to a request, the Medical Executive Committee may recommend a change in the clinical privileges of a member. The Medical Executive Committee may also recommend that the granting of additional privileges to a current medical staff member be made subject to monitoring.

SECTION 3 TEMPORARY PRIVILEGES

- (A) Upon receipt of an application for Medical Staff Membership, or under such other circumstances as the Medical Executive Committee may deem appropriate, the Chief Executive Officer, with written approval of the Medical Director, (i) shall have the authority to grant temporary clinical privileges, but not Membership status, to any appropriately licensed Physician who is not a Member of the Medical Staff and (ii) shall have the authority to grant temporary clinical privileges to any appropriately licensed Allied Health Professional. The information then available in the application or in a written request from the Physician or Allied Health Professional, as well as a copy of the applicant's state license, a copy of the applicant's DEA license, proof of valid registration under the Minnesota Uniform Controlled Substances Act and proof of liability insurance, as applicable, may reasonably be relied upon as to the competence and ethical standing of the applicant requesting such temporary privileges.
- (B) Temporary privileges shall not extend beyond ninety (90) days from the time first granted.
- (C) The Medical Executive Committee may at any time, upon the recommendation of the Medical Director, immediately and summarily terminate a Physician or Allied Health Professional's temporary clinical privileges by written notice to the Physician or Allied Health Professional.
- (D) Special requirements of supervision may be imposed on the Physician or Allied Health Professional to whom temporary privileges are granted. The Chief Executive Officer with approval from the Medical Director may immediately and summarily terminate the temporary privileges if a Physician or Allied Health Professional fails to comply with such requirements.
- (E) Physician or Allied Health Professional whose temporary privileges have been terminated pursuant to this Section shall have no right to a hearing or appeal.
- (F) Following the procedures in Article VII, temporary privileges may be granted to a person serving as a *Willmar Surgery Center*.....*Medical Staff Bylaws*

locum tenens for a current member of the medical staff. Such person may attend only patients of the member(s) for whom that person is providing coverage, for a period not to exceed six months, unless the Medical Executive Committee recommends a longer period for good cause.

SECTION 4 CASE PRIVILEGES

Case Privileges may be granted for a period of one to five days for potential staff applicants who have not submitted a complete application for appointment to the Medical Staff, upon written approval by the Medical Director and the Chief Executive Officer. Prior approval for each surgical case performed in the facility by the potential applicant shall be required.

SECTION 5 EMERGENCY PRIVILEGES

In an emergency, any Physician or other health care professional may help in the stabilization of a patient for emergency transport, to the degree permitted by his/her license and regardless of Membership or privileges status or lack of it. The Chief Executive Officer shall be notified promptly in all such cases. For the purpose of this section, an “emergency” is defined as a condition in which serious harm would result to a patient, or in which the life of a patient is in immediate danger, and any delay in administering treatment would add to that harm or danger. Such persons shall promptly yield such care to qualified members of the medical staff when it becomes reasonably available.

ARTICLE VIII INVESTIGATION AND CORRECTIVE ACTION

SECTION 1 - INVESTIGATIONS

- (A) An investigation of any Member of the Medical Staff or an Allied Health Professional may be requested by the Medical Director, the Chief Executive Officer, Manager, a patient, the Medical Executive Committee, another Member of the Medical Staff. It is preferred that requests for an investigation be addressed in writing to the Chief Executive Officer, Director and refer to the specific activities and conduct which constitute the grounds for the request. The Chief Executive Officer, Director shall promptly forward the request to the Medical Executive Committee for investigation. The Medical Executive Committee shall keep the Chief Executive Officer and Director informed of any actions taken. The Chief Executive Officer shall notify the affected Member or Allied Health Professional of the investigation. Initiation of an investigation shall not preclude imposition of a summary suspension under Section 2 of this Article VIII.
- (B) Grounds for suspension, reduction or revocation of Medical Staff Membership or privileges shall include, but not be limited to the following:
 - 1. Member or Allied Health Professional’s professional performance or professional, ethical or moral activities or conduct which are considered to be inconsistent with the generally recognized professional standards or goals of the Medical Staff, disruptive to WSC operations and/or reflect negatively upon the reputation of the Medical Staff or WSC.
 - 2. Unethical practice.
 - 3. Conviction of a felony.
 - 4. Failure to maintain adequate medical records.
 - 5. Reasonable belief of mental or physical impairment, which is detrimental to patient safety or quality of

patient care in WSC.

6. Violation of the Medical Staff Bylaws or current WSC Rules and Regulations, or policies and procedures.
- (C) A requirement for monitoring or supervision of a Member or Allied Health Professional may be imposed at any time. This shall not be considered a disciplinary action and shall not entitle a Member to a hearing or appeal. The Medical Executive Committee may impose requirements for monitoring or supervising a Member or Allied Health Professional.
- (D) Upon receipt of the request for an investigation, the Medical Executive Committee or its designee shall conduct an investigation of the matter. A report of the findings and recommendations of the Medical Executive Committee shall be made to the Board promptly after the next meeting of the Medical Executive Committee. Before the Medical Executive Committee makes its report, the affected Member or Allied Health Professional may be invited to appear before the Medical Executive Committee, where he/she shall be informed of the general nature of the complaint against him/her and be permitted to make a statement on his/her behalf. This appearance shall constitute an interview and shall not be a hearing. Accurate minutes (not to be interpreted to require a verbatim record) shall be taken at this appearance, and a copy of such minutes shall be included with the Medical Executive Committee report to the Board.
- (E) The Board shall consider and act on the report from the Medical Executive Committee at its next meeting. Accurate minutes (not to be interpreted to require a verbatim record) shall be taken.
- (F) The Board may determine that the request for investigation is without merit or may recommend 1) counseling, coaching, 2) a letter of warning, admonition, or reprimand, 3) a reduction, suspension, or revocation of privileges or 4) terms of probation or suspension or revocation of Membership on the Medical Staff.

SECTION 2 SUMMARY SUSPENSION

- (A) Any two of the following: the Medical Director, the Chief Executive Officer, Director, shall have the authority, upon determination that immediate action is required to protect or to reduce the substantial and imminent likelihood of significant impairment of the life, health or safety of any patient, employee or other person in WSC, to summarily suspend all or part of a Member or Allied Health Professional's privileges and/or Membership. Such summary suspension shall become effective immediately upon imposition, either oral or written. Written notice of the summary suspension shall be given promptly to the affected Member or Allied Health Professional, the Medical Executive Committee, the Medical Director, the Chief Executive Officer and Director. The notice of the summary suspension shall constitute a request for an investigation and the procedures in Section 1 of this Article VIII shall then be followed.
- (B) As soon as practical but not later than fourteen (14) Business Days after imposition of the summary suspension, the Medical Executive Committee shall convene to review the summary suspension. The affected Member or Allied Health Professional may, upon request, make a written statement concerning the summary suspension, on such terms and conditions as the Medical Executive Committee may impose. The Medical Executive Committee may recommend continuation or termination of the summary suspension or modification of its terms.
- (C) If the Medical Executive Committee recommends continuation of the summary suspension, the terms of the summary suspension as continued or modified by the Medical Executive Committee shall remain in

effect during the investigatory process. If the Medical Executive Committee recommends termination of the summary suspension, the suspension shall be lifted during the investigatory process and any hearing or appeal process.

SECTION 3 AUTOMATIC SUSPENSION

- (A) Medical Records: When a Member fails to complete medical records within the timeframes prescribed by the Medical Staff Rules and Regulations, a temporary suspension in the form of withdrawal of surgical privileges shall be automatically imposed by the Chief Executive Officer or Director and shall remain in effect until such medical records are complete. Failure to complete the records within three (3) months after the temporary suspension shall be deemed a voluntary resignation of the Member's Medical Staff Membership and privileges. If this revocation occurs, the Member must reapply for Medical Staff privileges unless excused in writing from such process by the Medical Executive Committee upon review.
- (B) Licensure: Action by the State Board of Medical Examiners revoking or suspending a Member or Allied Health Professional's license shall automatically revoke all of the Member or Allied Health Professional's privileges and/or Membership. Upon reinstatement of the license the Physician or Allied Health Professional may reapply for appointment to the Medical Staff or privileges in accordance with the procedures set forth in these Bylaws.
- (C) Controlled Substances: Upon revocation or suspension of a Member's DEA certificate or valid registration under the Minnesota Uniform Controlled Substances Act, the Member's right to prescribe medications covered by the certificate shall be suspended immediately for the duration of such suspension or revocation.
- (D) Malpractice Insurance: If a Member fails to maintain the minimum professional liability insurance required as a qualification for Membership, his/her Membership and privileges shall be automatically suspended until he/she provides evidence of such minimum insurance coverage. Failure to provide evidence within three (3) months after the suspension shall be deemed a voluntary resignation of Medical Staff Membership and privileges.
- (E) Conviction of a Felony: The Medical Executive Committee may suspend the Membership and privileges of a Member or the privileges of an Allied Health Professional who has been charged with or convicted of a felony and may revoke the Member's Membership and privileges or the Allied Health Professional's privileges when the conviction is final.
- (F) No Hearing and Appeal: A Member whose Membership and/or privileges are suspended or revoked under this Section shall have no right to a hearing and appeal as otherwise provided in these Bylaws.

SECTION 4 - MEDICAL REPORTS

Each Medical Staff Member and Allied Health Professional shall, at the request of the Medical Executive Committee, furnish to the Medical Executive Committee within fifteen (15) days after request therefore a report from a physician, competent in the relevant area and selected by the Medical Executive Committee, concerning any identified aspect of the Member or Allied Health Professional's mental or physical condition. The failure or refusal to provide such report shall constitute a basis for summary and automatic suspension of the Member's Membership and privileges or the Allied Health Professional's privileges.

ARTICLE IX HEARING AND APPELLATE REVIEW PROCEDURE

SECTION 1 DEFINITIONS AND PREAMBLE

- (A) Only applicants to and Members of the Medical Staff shall be entitled to the hearing and appeal process provided in this Article.
- (B) An applicant or Member shall be entitled to one hearing and one appeal before reaching final determination.
- (C) In cases of an adverse recommendation or action, the applicant or Member shall be required to exhaust all hearing and appeal procedures afforded by the Bylaws. If the applicant or Member fails to take the steps required by these Bylaws to access the hearing or appeal process, he or she shall be deemed to have waived the right to those procedures. If the applicant or Member takes legal action and does not prevail, he/she shall bear the fees and costs (including reasonable attorneys' fees) incurred by WSC, the Medical Staff or any Member of the Medical Staff in defending such action.
- (D) All hearings and appeals shall be conducted according to the procedural safeguards set forth in this Article to assure that the affected applicant or Member is accorded all rights to which he/she is entitled.
- (E) Definitions
 1. Notice: All notices and requests to be given by the affected applicant or Member during the hearing and appeal process shall be made in writing to the Chief Executive Officer by personal delivery documented by a signed acknowledgment of receipt or by certified mail, return receipt requested, postage prepaid, sent to the WSC address, Attn.: Chief Executive Officer. Notice and requests to the affected applicant or Member shall be made in writing by personal delivery documented by a signed acknowledgment of receipt or by certified mail, return receipt requested, postage prepaid, to the affected applicant or Member at his/her office address or such other address as shown in the WSC records.
 2. Date of Receipt: The date of receipt shall be the date on which the notice or any other communication is personally received or the date two (2) days after the notice or other communication is deposited in the U.S. Mail, whichever date is first.
 3. Computation of Time: For the purposes of this Article, the date of receipt of notice or any other communication shall not be included in the computation of time. The last day of the time computed shall be included. If the time period is seven (7) days or less the computation shall be Business Days; if the period is more than seven (7) days, the computation shall be calendar days. If the last day is a Saturday, Sunday or legal holiday, the period shall run to the next business day.

SECTION 2 RIGHT OF APPLICANT OR MEDICAL STAFF MEMBER TO HEARING AND APPEAL

Except as otherwise specified in these Bylaws, any one or more of the following actions or recommended actions of the Medical Executive Committee shall constitute grounds for a hearing or appeal.

- (A) Denial of requested advancement in Medical Staff Membership status or category.
- (B) Demotion to lower Medical Staff category or Membership status.
- (C) Denial of Medical Staff appointment or reappointment.

- (D) Denial of requested privileges.
- (E) Involuntary reduction of current privileges.
- (F) Suspension or revocation of some or all privileges or of Medical Staff Membership.

SECTION 3 REQUEST FOR HEARING

- (A) In all cases described in Section 2 of this Article, the affected applicant or Member shall be promptly notified as provided in this Article of the adverse recommendation or action. The notice shall advise of the action that has been recommended, the reasons for the proposed action, that the applicant or Member has the right to request a hearing, the time limit within which a hearing must be requested and a summary of rights in the hearing pursuant to Section 4 below.
- (B) The applicant or Member shall have thirty (30) days following receipt of such notice within which to request a hearing by the Hearing Panel hereinafter referred to. The request shall be in writing and addressed to the Chief Executive Officer. If the applicant or Member does not request a hearing within the time and in the manner set forth above, he or she shall be deemed to have waived any right to such hearing to which he/she would otherwise have been entitled and to have accepted the recommendation or action taken. Such action or recommendation shall then become final and effective against the applicant or Member immediately.
- (C) The Chief Executive Officer shall schedule the hearing and shall give notice to the applicant or Member of the time, place and date of hearing and shall include a list of the witnesses expected to testify on behalf of WSC. The hearing shall commence within sixty (60) days after receipt of such request for a hearing, or as soon as practicable, but shall in no event occur sooner than thirty (30) days after receipt of such request for hearing. In the event the hearing cannot commence within sixty (60) days following the receipt of the hearing request, the applicant or Member shall be advised in writing of the reasons for the delay.
- (D) When a hearing is requested, a Hearing Panel shall be composed of not less than three (3) Members who, if feasible, are not direct economic competitors in the same specialty as the applicant or Member or are practicing in the same specialty but in a non-competing location and who have not actively participated in the consideration of the matter involved at any previous level. The appointment shall include designation of a Chairperson of the Hearing Panel ("Chairperson"). Knowledge of the matter involved shall not preclude a Member from serving as a member of the Hearing Panel.
- (E) Failure without good cause of the affected applicant or Member to appear and proceed at the hearing shall be deemed to constitute voluntary acceptance of the recommendations or actions pending which shall then become final and effective immediately.
- (F) Postponements and extensions of time beyond the times expressly permitted by these Bylaws may be requested by anyone but shall be permitted only by the Hearing Panel or its Chairperson acting upon a showing of good cause.

SECTION 4 HEARING PROCEDURE

- (A) The affected applicant or Member shall be entitled to be accompanied by and/or represented at the hearing by a Member of the Medical Staff in good standing, by a member of his/her local professional society, by an attorney or by any other person of his/her choosing. If the affected applicant or Member desires to be represented by an attorney at any hearing, his/her request for hearing must so state.

- (B) The Chairperson shall preside over the hearing to determine the order of procedure, to assure that all participants in the hearing have a reasonable opportunity to present relevant oral and documentary evidence and to maintain decorum.
- (C) The hearing need not be conducted strictly according to rules of law relating to the examination of witnesses or presentation of evidence. Any relevant manner upon which reasonable persons customarily rely in the conduct of serious affairs shall be considered, regardless of the existence of any common law or statutory rule which might make evidence inadmissible over objection in civil or criminal action. Each party shall, prior to or during the hearing, be entitled to submit memoranda concerning any issue of procedure or of fact and such memoranda shall become part of the hearing record.
- (D) The Medical Executive Committee shall appoint one of its Members or some other Medical Staff Member to represent the adverse recommendation. The Medical Executive Committee may also choose to be represented at the hearing by an attorney. It shall be the obligation of the chosen representatives to present appropriate evidence in support of the adverse recommendation or decision, but the affected applicant or Member shall thereafter be responsible for supporting his/her challenge to the adverse recommendation or decision by an appropriate showing that the charges or grounds involved lack any factual basis or that such basis or any action based thereon is either arbitrary, unreasonable or capricious or failed to comply substantially with these Bylaws.
- (E) The Hearing Panel shall have a court reporter present to make a record of the hearing. The cost of the court reporter shall be borne by WSC. The applicant or Member shall be entitled to a copy of the record upon payment of any reasonable charges associated with the preparation thereof. The Hearing Panel may, but shall not be required to, order that oral evidence shall be taken only by oath or affirmation administered by any person designated by such body and entitled to notarize documents in this state.
- (F) The Chairperson shall have the discretion to take official notice of any matters, either technical or scientific, relating to the issues under consideration, which could have been judicially noticed by the courts of this state. Participants in the hearing shall be informed of the matters to be officially noticed and they shall be noted in the record of hearing. The affected applicant or Member shall have the opportunity to request that the matter be officially noticed or to refute the noticed matter by evidence or by written or oral presentation of authority. Reasonable additional time shall be granted, if requested, to present written rebuttal of any matter admitted on official notice. The Hearing Panel may interrogate witnesses or call additional witnesses if it deems such action appropriate.
- (G) Both parties shall have the following rights: to call, examine and cross examine the witnesses; to present evidence, exhibits and documents relevant to the issues, regardless of their admissibility in a court of law; to challenge any witness and to rebut any evidence; and to submit a written statement at the close of the hearing. If the affected applicant or Member does not testify in his/her behalf, he/she may be called to testify as if under cross-examination.
- (H) The affected applicant or Member shall have access to all material, favorable or unfavorable, as it becomes available, that was considered in making the adverse recommendation against him/her. Unless otherwise provided by law, this shall not include documents or minutes of proceedings of professional review or other committees, which are privileged by law.
- (I) The recommendation of the Hearing Panel shall be based on the evidence produced at the hearing. This evidence may consist of the following: (i) oral testimony of witnesses; (ii) memoranda of points and authorities presented in connection with the hearing; (iii) any material contained in WSC's files regarding

the affected applicant or Member so long as this material has been admitted into evidence at the hearing and the affected applicant or Member had the opportunity to comment on and, by other evidence, refute it; (iv) any and all applications, references and accompanying documents; (v) all officially noticed matters; and (vi) any other admitted evidence.

SECTION 5 BURDEN OF PROOF

- (A) At any hearing involving any of the following grounds for hearing: denial of requested advancement in Medical Staff Membership status or category, demotion to lower Medical Staff category or Membership status, denial of Medical Staff appointment or reappointment, or denial of requested privileges, it shall be incumbent on the affected applicant or Member initially to come forward with evidence in support of his/her position.
- (B) In cases involving an involuntary reduction of current privileges or suspension or revocation of some or all privileges or of Medical Staff membership, it shall be incumbent on the Medical Executive Committee to come forward with evidence to support its recommendations. Thereafter, the burden shall shift to the affected applicant or Member to come forward with evidence in his/her support.
- (C) In all cases in which a hearing is conducted under this Article, after all the evidence has been submitted by both sides, the Hearing Panel shall recommend against the affected applicant or Member unless it finds that said person has proved that the recommendation was not among the reasonable actions which could have been recommended or was not supported by any evidence.

SECTION 6 ADJOURNMENT AND CONCLUSION OF HEARING

- (A) The Chairperson may adjourn the hearing and reconvene the same at the convenience of the participants without special notice. Upon conclusion of the presentation of oral and written evidence, the hearing shall be closed. The Hearing Panel shall thereupon, outside the presence of any other person, conduct its deliberations and deliver a recommendation and report. Within twenty (20) days after final adjournment of the hearing, the Hearing Panel shall render a recommendation and report, which shall be delivered, to the Board. The recommendation and report of the Hearing Panel shall contain a concise statement of the reasons justifying the recommendation made. At the same time, a copy of the recommendation or report shall be delivered by personal delivery documented by a signed acknowledgment of receipt or by certified mail, return-receipt requested, postage prepaid, to the affected applicant or Member.
- (B) The determination by the Hearing Panel shall be considered final, subject only to the right of appeal as provided in Section 7 of this Article.
- (C) The Medical Executive Committee will notify licensing and/or disciplinary bodies or other appropriate authorities, including the NPDB, when a health care professional's privileges are suspended or terminated, as required by state or federal law and regulations.

SECTION 7 APPEAL

- (A) Within fifteen (15) days after the affected applicant or Member is notified of a recommendation adverse to him/her made by the Hearing Panel, the applicant or Member may request an appellate review. The written request shall be delivered to the Chief Executive Officer as provided herein. If the applicant or Member does not request appellate review within the time and in the manner as set forth above, the applicant or Member shall be deemed to have waived any right to such appeal to which he/she is entitled and to have

accepted the recommendation or action taken. Such action or recommendation shall then become final and effective against the applicant or Member immediately. The written request of appeal shall also include a brief statement as to the reasons for appeal.

- (B) The only grounds for appeal shall be: (i) failure to comply substantially with these Bylaws in a way that significantly impacted the process to the detriment of the applicant or Member; (ii) the recommendation or action was arbitrary or capricious; or (iii) the recommendation or decision was not supported by evidence.
- (C) The affected applicant or Member shall be entitled to be accompanied by and/or represented during the appeal by a Member of the Medical Staff in good standing, by a member of his/her local professional society, by an attorney, or by any other person of his/her choosing. If the affected applicant or Member desires to be represented by an attorney during the appeal, his/her request for appellate review must so state. The Medical Executive Committee may choose to be represented during the appeal by an attorney.
- (D) In the event of any appeal, the Chairperson of the Committee shall within thirty (30) days after receipt of such request of appeal, schedule and arrange for an appellate review. The Medical Executive Committee shall cause the affected applicant or Member to be given notice of the time, place and date of the appellate review. The date of appellate review shall not be less than thirty (30) days, nor more than sixty (60) days from the date of receipt of the request for appellate review; provided, however, that when a request for appellate review is from an applicant or Member who is under a suspension then in effect, the appellate review shall be held as soon as the arrangements may reasonably be made and not more than twenty (20) days from the date of receipt of the request for appellate review. The time for appellate review may be extended by the Chairperson of the Medical Executive Committee for good cause.
- (E) The Chairperson of the Medical Executive Committee shall appoint a review panel of not less than three of its own members, none of whom are in direct economic competition with the applicant or Member if possible, to consider all records providing the basis upon which the recommendation was made. The review panel may, at its discretion, accept additional oral or written evidence, on the condition that it could not reasonably have been presented at the hearing, subject to the same rights of cross-examination or confrontation provided at the Hearing Panel proceedings. Each party shall have the right to present a written statement in support of its position on appeal, and in its sole discretion, the review panel may allow each party or its representative to appear personally and make oral argument. The review panel shall recommend final action to the Medical Executive Committee. The Medical Executive Committee may affirm or reverse the recommendation of the review panel or, in its discretion, refer the matter for further review and recommendation.
- (F) Within thirty (30) days after receipt of the recommendation of the review panel, the Medical Executive Committee shall render a final decision in writing, including a statement of the basis for the decision, and will send notice to the affected applicant or Member. Such determination by the Medical Executive Committee shall be final, conclusive and binding on all parties.
- (G) Except where the matter is referred for further action and recommendation in accordance with Paragraph E of this Section 7, the final decision of the Medical Executive Committee following the appeal shall be effective immediately and shall not be subject to further review. If the matter, however, is referred for further action and recommendation, such recommendation shall be promptly made to the Medical Executive Committee. This further review process shall in no event exceed thirty (30) days in duration, except as the parties may otherwise stipulate.

(H) In the event further review has been conducted, within thirty (30) days after receipt of the recommendation of the review panel, the Medical Executive Committee shall render a final decision in writing, including a statement of the basis for the decision, and a copy of the recommendation or report shall be delivered by personal delivery, documented by a signed acknowledgment of receipt, or by certified mail, return-receipt requested, postage prepaid, to the affected applicant or Member and to the Medical Executive Committee. Such determination shall be final, conclusive and binding on all parties.

ARTICLE X MEDICAL OFFICERS

SECTION 1 OFFICER OF THE MEDICAL STAFF

The only Officers of the Medical Staff shall be the Medical Director and Medical Director of Anesthesia.

SECTION 2 QUALIFICATIONS OF OFFICER

Officer must be a Member of the Medical Staff in good standing at the time of appointment and must remain in good standing during his/her term of office. Failure to maintain such status shall immediately terminate Officer's term.

SECTION 3 SELECTION OF OFFICER

Officer will be nominated by the Medical Staff Members of WSC. The election of Officer will be taken by a majority vote of the Medical Executive Committee.

SECTION 4 TERM OF OFFICE

Except as otherwise provided in these Bylaws, Officer shall serve a two (2) year term beginning on the first day upon taking office and ending when his or her successor takes office.

SECTION 5 DUTIES

(A) Medical Director: The Medical Director shall serve as chief administrative officer of the Medical Staff and shall:

1. Coordinate and cooperate with the Chief Executive Officer and Director in enforcing WSC policies and regulations;
2. Be responsible for enforcing the Bylaws, for implementing sanctions where they are indicated and for the Medical Staff's compliance with the procedural safeguards in all disciplinary proceedings;
3. Represent the views, policies, needs and grievances of the Medical Staff to the Medical Executive Committee and the Chief Executive Officer and Director;
4. Receive, implement and report to the Medical Executive Committee on the policies of the Committee;
5. Report to the Medical Executive Committee on the effectiveness of the quality assurance and utilization review programs and the clinical performance and quality of patient care of the Medical Staff relative to its delegated responsibility to provide quality patient care and the performance and quality of care of the Allied Health Professionals; and

6. Perform such other functions as may be from time to time assigned by the Medical Executive Committee or other applicable committees.

ARTICLE XI MEDICAL EXECUTIVE COMMITTEE AND MEETINGS

The Medical Executive Committee consisting of eight (8) individuals. Such individuals may be, but are not required to be, Medical Staff Members or members of WSC. The Medical Executive Committee shall be a committee of the whole comprised of each of the members of the standing committees listed below. The Medical Executive Committee shall vote to designate one of its members as Chairperson of the Medical Executive Committee.

The Board of Directors has delegated responsibility to the Medical Executive Committee for certain activities. However, the Medical Executive Committee is required to report to the Board of Directors regarding its activities so that the Board of Directors may oversee those activities and retain ultimate authority over the operations of WSC.

The Medical Executive Committee may delegate certain functions to members of WSC staff.

The duties of the Medical Executive Committee shall include but are not limited to the following, as may be modified by the Board of Directors from time to time:

(A) Credentialing

1. Investigate and review all applications for Medical Staff Membership and to make recommendations in accordance with the procedures set forth in these Bylaws.
2. Review the process for granting clinical privileges at WSC and review requests for privileges in accordance with the procedures set forth in these Bylaws.
3. Assist in the investigation of any Member of the Medical Staff or Allied Health Professional.

(B) Safety

(C) Infection Control

1. Review the monthly infection reports prepared from follow-up surveys sent to Physicians. If indicated, recommend changes in policy in order to decrease any incidence of post-op infections.

(D) Surgery/Procedure scheduling

1. Review and evaluate the acceptability of the procedures performed.

(E) Peer Review

1. Peer review for physicians and allied health care professionals is performed at each MEC quarterly meeting as occurrences and other indicators are reviewed.
2. Conduct the investigation of any Member of the Medical Staff or Allied Health Professional when an investigation has been requested.

3. Emphasis will be on detailed consideration of unimproved cases, infections, complications or errors in diagnosis and treatment.
4. Review reports based on a random sampling of all patients' charts. The report will review documentation and monitor and evaluate the quality and appropriateness of patient care

(F) Recommend action to the Medical Director on medical matters.

(G) Quality assurance/improvement program

1. Develop criteria, monitor and evaluate the quality and appropriateness of patient care provided to patients of WSC in order to improve the quality of medical care of patients.
2. Identify and resolve problems in patient care and clinical performance and identify opportunities to improve care and to take action with respect thereto.
3. Monitor and maintain a systematic process for the purpose of problem identification and resolution. This function shall include, but not be limited to,
 - i. development and application of the criteria used to evaluate the care provided,
 - ii. the creation, collection and maintenance of information and documents, including complaints and incident reports, about Medical Staff Members, Allied Health Professionals and clinical staff.
 - iii. Collect data related to established criteria on an ongoing
4. Staff nurses assigned to the Committee will review all QI indicators on a monthly basis and identify any issues for review at the meeting.

(H) Enforce all Medical Staff and WSC Rules and Regulations and policies and procedures.

(I) Risk management

1. Review all adverse incidents including reactions to drugs and materials.
2. Review all litigation involving WSC and its staff and health care professionals.
3. Review patient complaints
4. Management of the impaired health care professional on the Medical staff.

(J) Utilization management;

(K) Medical records oversight

1. Review and evaluate records for documentation of the quality and appropriateness of patient care.

(L) Evaluation and education activities.

Meetings: The Medical Executive Committee shall meet at least quarterly, maintain a permanent record of its *Willmar Surgery Center*.....*Medical Staff Bylaws*

proceedings and actions. Meeting minutes will be kept on file.

ARTICLE XII MEDICAL STAFF MEETINGS

- (A) Regular Meetings: The Medical Staff shall meet as regularly as required to fulfill its responsibilities hereunder, to review, analyze and evaluate the clinical work of its Members and the Allied Health Professionals.
- (B) Notice: The Medical Director shall designate the time and place for regular meetings.
- (C) Special Meetings: The Medical Director, the Medical Executive Committee, the Chief Executive Officer or the Director may, at any time, file a written request with the Board of Directors that within fourteen (14) days of the filing of such request, a special meeting of the Medical Staff be called. The Medical Director shall designate the time and place of any such special meeting. Written or printed notice stating the place, day and hour of any special meeting of the Medical Staff shall be delivered, either personally or by mail, to each Member of the Medical Staff not less than seven (7) days and no more than fourteen (14) days before the date of such meeting, by or at the direction of the Medical Director or other persons authorized to call the meeting. If mailed, the notice of the meeting shall be deemed delivered when deposited, postage prepaid, in the United States mail, addressed to each Member of the Medical Staff at his/her address as it appears on the records of NNSC. No business shall be transacted at any special meeting except that stated in the notice calling the meeting. The attendance of a Member of the Medical Staff at a meeting shall constitute a waiver of notice to him/her of such meeting.
- (D) Minutes and Attendance: Minutes shall be taken at Medical Staff meetings and shall reflect the topics, transactions, conclusions and recommendations of the meetings. Minutes shall be signed by the Medical Director or the Member of the Medical Staff who presided at the meeting. Attendance records shall be kept of all Medical Staff meetings.
- (E) Manner of Action: Except as otherwise specified, the action of a majority of the Members of the Medical Staff present and voting at a meeting at which a quorum of at least fifty percent (50%) of the Members are present shall constitute the action of the Medical Staff.

ARTICLE XIII IMMUNITY FROM LIABILITY

The following shall be express conditions to any Allied Health Professional's or Member's application for, or exercise of, privileges in this facility.

- (A) Any act, communication, information, investigation, report, document, recommendation or disclosure with respect to any Allied Health Professional or Member performed or made in good faith without malice 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.
- (B) Such privileges shall extend to Members of the Medical Staff, the Medical Executive Committee, Allied Health Professionals, representatives of the Medical Staff, the Chief Executive Officer and the Director, employees or representatives of WSC and third parties who supply information to any of the foregoing authorized to receive, release, or act upon such information. For the purpose of this Article, the term "third parties" means both individuals and organizations from which information has been requested by an authorized representative of the Medical Executive Committee, the Medical Staff or the Board of Directors.

- (C) Such privileges shall apply to all acts, communications, investigations, reports, documents, recommendations and disclosures that are created, collected or maintained about health care providers arising out of matters that are subject to evaluation by any committee or committee conducting quality management reviews.
- (D) There shall be, to the fullest extent permitted by law, absolute immunity from civil suit arising from any such act, communication, information, investigation, report, document, recommendation or disclosure even where the information involved would otherwise be deemed privileged.
- (E) This immunity shall apply to all acts, communications, information, investigations, reports, documents, recommendations or disclosures performed or made in connection with this or any other health care institution's activities related, but not limited to:
 1. Application for appointment or privileges,
 2. Periodic reappraisal for reappointment or privileges,
 3. Corrective action, including summary suspension,
 4. Hearing and appellate reviews,
 5. Medical care evaluations,
 6. Utilization reviews, and
 7. Other WSC services or committee activities related to quality of patient care and professional conduct.

ARTICLE XIV RULES AND REGULATIONS; POLICIES AND PROCEDURES

The Board of Directors shall adopt the initial Rules and Regulations of WSC’s Medical Staff. Thereafter, the Medical Staff shall adopt by majority vote such rules and regulations as may be necessary to implement more specifically the general principles found within these Bylaws. These rules and regulations shall relate to the proper conduct and guidelines of Medical Staff activities as well as embody the level of practice that is to be required of each Physician and Allied Health Professional at WSC and must be approved by the Board of Directors.

The Chief Executive Officer and the Director may adopt policies and procedures to implement, clarify and/or enforce the Bylaws and Rules and Regulations of WSC; provided, however, such policies and procedures shall be in writing and distributed to all Members of the Medical Staff and to Allied Health Professionals no less than ten (10) days prior to the effective date for such policies and procedures. These policies and procedures must be approved by the Medical Executive Committee.

ARTICLE XV AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the Medical Staff, by two-thirds vote of those present at a meeting at which a quorum of at least fifty percent (50%) of the Members are present. Amendments so made shall be effective when approved by the Board of Directors.

ARTICLE XVI CONTINUING MEDICAL EDUCATION

Members shall participate at no expense to WSC in programs of formal and informal continuing medical education as required for maintenance of their licenses and certifications. Members shall participate in and contribute to medical education programs sponsored by WSC and/or the Medical Staff and provide professional and technical assistance to WSC for educational programs as reasonably requested by WSC from time to time.

ARTICLE XVII LITIGATION COOPERATION

Members shall cooperate with WSC and its representatives in the prevention, investigation, management and defense of malpractice (professional negligence) claims or other claims and actions against WSC, without regard to whether the undersigned is a party to such claim or action. Such covenant of cooperation shall not, however, preclude a claim by any such Member against WSC or require such Member to take action that could compromise or affect a claim by or against WSC arising from the same or any other incident.

ARTICLE XVIII QUALITY IMPROVEMENT

Members shall support and, as reasonably requested, participate in Medical Staff and WSC utilization review, quality improvement, peer review and similar practices and programs and committees. The undersigned shall address, and correct practice or professional quality issues identified by any such program or committee. The undersigned also acknowledges and agrees that he/she has read and is familiar with these Bylaws and the Rules and Regulations, respectively, and will be subject to their requirements.

ARTICLE XIX RIGHTS IN PROPERTY

All title to supplies, fiscal and business records (except a Member’s personal records and other property), charts, medical records, equipment and furnishings shall be and shall remain the sole property of WSC.

ARTICLE XX ADOPTION

These Medical Staff Bylaws and Rules and Regulations attached hereto shall become effective when approved by the Management Committee. Each Member of the Medical Staff shall abide by the Medical Staff Bylaws and Rules and Regulations, as amended and adopted. Nothing contained in these Bylaws shall preclude the Board of Directors from exercising its authority, notwithstanding these Bylaws or otherwise, when required to meet the Board of Director’s responsibility for the conduct of WSC.