PROFESSIONAL STAFF BYLAWS

KAISER FOUNDATION HOSPITAL SOUTH SACRAMENTO

2023

THE BYLAWS OF THE PROFESSIONAL STAFF OF KAISER FOUNDATION HOSPITAL SOUTH SACRAMENTO

PREAMBLE

In order to establish principles and procedures to assure that acceptable standards of professional practice are maintained at Kaiser Foundation Hospital, South Sacramento ("Hospital"), and in order to provide an organization through which such principles and procedures may be effected, this Professional Staff organization is formed, and the Bylaws and the Rules and Regulations hereafter set forth are adopted.

This organization recognizes that Kaiser Foundation Hospitals, a California nonprofit public benefit corporation, is the owner and operator of the Hospital. The Board of Directors of Kaiser Foundation Hospitals, as the Governing Body of Kaiser Foundation Hospital, South Sacramento, has the ultimate responsibility for the proper functioning of the Hospital and for all related matters.

The exercise of the Board of Directors' authority, directly or as delegated, shall be exercised in accordance with applicable Requirements, including, without limitation any applicable deference to the Professional Staff. Board of Directors' actions shall follow the procedures prescribed in these Bylaws. "Requirements" mean, as applicable to the particular activity or event, State and federal law and regulations and the rules of any agency that accredits the Hospital.

Providing professional medical care and treatment of patients is the responsibility of the Professional Staff. The primary reason for this organization is to promote the effectiveness of the Professional Staff in carrying out this responsibility.

The Bylaws provide a framework for self-government by the Professional Staff, a mechanism for the Professional Staff to discharge its responsibilities in matters involving the quality of medical care, a procedure for the orderly resolution of issues and the conduct of Professional Staff functions, and to account to the Board of Directors for the effective performance of Professional Staff responsibilities, and a structure for Professional Staff operations, Professional Staff relations with the Board of Directors, and relations with applicants to and members of the Professional Staff.

The Board of Directors recognizes that the standards and effectiveness of hospital services and medical care and treatment depend largely upon the Professional Staff, and desires active Professional Staff assistance and cooperation for maintaining acceptable standards of medical care, treatment, safety and services for all persons admitted to or treated in the Hospital.

The Professional Staff and the Board of Directors mutually recognize that the interests of Hospital patients will be best served and protected by concerted and cooperative effort on the part of all the Professional Staff practicing at the Hospital, acting with the support and cooperation of the Board of Directors.

Kaiser Foundation Hospital, South Sacramento, is a community hospital, intended to and morally obligated to provide, to the best of its ability, for the hospital needs of persons in the community, without unlawfully discriminating on the basis of any person's race, creed, religion, preexisting medical condition, mental or physical disability, sex, age, color, ethnicity, sexual orientation, national origin, citizenship, insurance status, economic status or ability to pay for medical services.

The principal purpose of the Professional Staff is to maintain and improve standards of health care for all persons served by the Hospital.

ARTICLE A: NAME, PURPOSES, AUTHORITY AND DEFINITIONS

SECTION A-1. NAME.

The name of this organization shall be the "Professional Staff of Kaiser Foundation Hospital, South Sacramento."

SECTION A-2. PURPOSES.

The purpose of this organization shall be:

a. To foster, promote, and oversee the quality of health care, toward the objective that all persons admitted to the Hospital or treated in the Emergency Department shall receive appropriate, cost-effective care of a quality consistent with acceptable standards of hospital and professional practice.

b. To promote and foster continuing education and maintain acceptable educational standards through conduct of a comprehensive staff education program, including staff and departmental meetings and conferences, conferences in clinical pathology, study of selected individual cases and groups of cases, lectures, demonstrations, instructional courses by knowledgeable persons in the profession, and maintenance of library facilities.

c. To foster and promote acceptable standards of performance of the medical administrative responsibilities of the Professional Staff, particularly with respect to the preparation and maintenance of medical records.

d. To foster, promote, and maintain acceptable professional, technical and ethical standards, and in furtherance of such purpose, to review and make recommendations regarding all Professional Staff appointments and grants of Hospital Privileges, including delineation of Hospital Privileges and review of Practitioners' practices within the Hospital.

e. To encourage medical knowledge and education by supporting medical research and fostering the conduct of medical research programs appropriate to the facilities of the Hospital and the interests and special abilities of members of the Professional Staff.

f. To provide a structure for Professional Staff activities and accountability to the Board of Directors.

g. To offer a means whereby problems of a medical administrative nature which have not been resolved at the Hospital level may be discussed by the Professional Staff with the Board of Directors or its representatives.

SECTION A-3. AUTHORITY.

These Bylaws and the appended Rules and Regulations are adopted, and this organization is formed, under the authority of the Board of Directors.

SECTION A-4. PROFESSIONAL STAFF RELATIONSHIP WITH THE HOSPITAL ADMINISTRATOR AND BOARD OF DIRECTORS.

The Hospital Administrator, pursuant to the Bylaws of Kaiser Foundation Hospitals, shall have primary responsibility for the management and administration of the Hospital, and shall exercise such other authority and perform such other duties as the Board of Directors may assign. The Professional Staff member shall have full authority with respect to the medical, dental, psychological, or podiatric care of a patient; provided, however, that he or she observes the administrative policies of the Hospital and these Bylaws and the Rules and Regulations. In administrative matters, the Professional Staff, through the Chief of Staff, shall act in an advisory capacity. Executive Committee liaison with the Board of Directors and the Hospital Administrator and their respective representatives and delegates shall be through the Chief of Staff.

SECTION A-5. DEFINITIONS.

As used herein:

a. *"Active Staff"*

means members of the Professional Staff meeting the qualifications set forth in Section C-1.

b. *"Administrative Staff"*

means members of the Professional Staff meeting the qualifications set forth in Section C-6.

c. *"Allied Health Professional"*

means an individual, other than a licensed physician, dentist, clinical psychologist, or podiatrist, who exercises independent judgment within the areas of his or her professional competence and the limits established by the Board of Directors, the Professional Staff, and the applicable State practice acts, who is qualified to render certain limited direct or indirect medical, dental, or podiatric care under the supervision or direction of a Professional Staff member possessing Privileges to provide such care in the Hospital, and who may be eligible to exercise practice Privileges and prerogatives in conformity with the rules adopted by the Board of Directors, these Bylaws, and the Professional Staff Rules and Regulations. Allied Health Professionals are not eligible for Professional Staff membership. "Allied Health Professional" includes, but is not necessarily limited to, physician assistants, nurse practitioners, certified nurse midwives, certified registered nurse anesthetists, acupuncturists, marriage and family therapists, licensed professional clinical counselors, and psychiatric social workers allowed to perform psychotherapy.

d. *"Appointment Period"*

means the term of appointment of members of the Professional Staff, specifically not more than two years.

e. *"Board of Directors"*

means the Board of Directors of Kaiser Foundation Hospitals.

f. *"Bylaws"*

means these Bylaws of the Professional Staff of Kaiser Foundation Hospital, South Sacramento.

g. *"Chief of Staff"*

means the chief officer of the Professional Staff.

h. *"Clinical Psychologist"*

means an individual holding a doctoral degree in psychology or a doctoral degree considered equivalent by the state licensing board and a license to practice clinical psychology in this State.

i. *"Complete Application"*

means all information an applicant for Professional Staff membership or Privileges has been asked to provide during the credentialing and privileging processes described in Sections D-1.b and D-2.a.1 has been submitted to the Hospital.

j. *"Courtesy Staff"*

means members of the Professional Staff meeting the qualifications set forth in Section C-2.

k. *"Date of Receipt"*

means, as used in Articles F and G of these Bylaws, the date that any notice or other communication was delivered personally to the addressee, the date evidenced on the return receipt or other method confirming receipt or five (5) working days after it was deposited, as postage prepaid, First Class United States mail.

l. *"Day"*

means calendar day, including weekends and holidays.

m. *"Dentist"*

means an individual holding a DDS or DMD degree and licensed to practice dentistry in this State.

n. *"Executive Committee"*

means the Executive Committee of the Professional Staff.

o. *"Hospital"*

means Kaiser Foundation Hospital, South Sacramento.

p. *"Hospital Administrator"*

means the individual appointed by the Board of Directors to undertake primary responsibility for the management and administration of the Hospital.

q. *"House Staff"*

means doctors of medicine, podiatry, and dentistry in approved training programs in the hospital. House staff are not Professional Staff members, and as such, are not entitled to any of the rights or prerogatives of Professional Staff members.

r. *"KFH Hospital"*

means a hospital, ambulatory surgical site/center or location where procedural sedation or anesthesia are administered under the governance of the Kaiser Foundation Hospitals Board of Directors.

s. *"Medical-Administrative Officer"*

means a practitioner who is employed by or is serving the Hospital in both administrative and clinical capacities under a contract or agreement with the Hospital.

t. *"Medical Disciplinary Cause or Reason"*

in Articles F and G of these Bylaws, refers to a basis for disciplinary action involving an aspect of a practitioner's competence or professional conduct which is reasonably likely to be detrimental to patient safety or to the delivery of patient care.

u. *"Nurse Executive"*

means a licensed registered nurse qualified by advance education and management experience who has the authority and responsibility for establishing standards of nursing practice throughout the Hospital.

v. *"Oral Surgeon"*

means an individual who holds a DDS or DMD degree, who has successfully completed a residency in oral surgery of at least three years duration as approved by the American Dental Association Commission on Dental Accreditation, and is licensed to practice in this State.

w. *"Physician"*

means an individual who is licensed to practice medicine or osteopathy in this State.

x. *"Podiatrist"*

means an individual who holds a D.P.M. degree and who is licensed to practice podiatry in this State.

y. *"Practitioner"*

means, unless otherwise expressly limited, a member of the Professional Staff or an Allied Health Professional exercising Privileges. As used in Article G, "practitioner" refers to an applicant for initial membership or a member of the Professional Staff who has requested a hearing pursuant to Article G and includes physicians, podiatrists, dentists, and clinical psychologists, and also includes any Allied Health Professional entitled to hearing rights as set forth in Section G-9 and H-1.

z. *"Primary Site Hospital"*

means the Kaiser Foundation Hospital where the Practitioner providing telehealth services to a patient at the Telemedicine Site Hospital is located.

aa. *"Privileges"*

means the permission granted to a Professional Staff member or Allied Health Professional to render specific clinical diagnostic, therapeutic, medical, dental, psychological, podiatric, or surgical services in the Hospital within the limits of his or her license, registration or certification.

bb. *"Professional Staff"*

means the formal organization of all physicians, dentists, podiatrists, and clinical psychologists licensed to practice in this State and privileged to care for patients and/or participate in Professional Staff matters in Kaiser Foundation Hospital, South Sacramento.

cc. "*Region*"

means the Northern California region of Kaiser Foundation Hospitals.

dd. *"Rules and Regulations"*

means the Rules and Regulations of the Professional Staff of Kaiser Foundation Hospital, South Sacramento, as adopted according to the processes described in these Bylaws.

ee. *"Telemedicine Affiliate Staff"*

means members of the Professional Staff meeting the qualifications set forth in Section C-7.

gg. *"Telemedicine Site Hospital"*

means the Kaiser Foundation Hospital where the patient is receiving telehealth services from a Practitioner located at the Primary Site Hospital.

ARTICLE B: PROFESSIONAL STAFF MEMBERSHIP AND CLASSIFICATION

SECTION B-1. CLASSIFICATION AND MINIMUM QUALIFICATIONS.

a. Professional Staff Classifications.

All members of the Professional Staff shall be assigned to a category of Professional Staff membership in accordance with the provisions of Article C.

b. Minimum Qualifications: Licensure.

No person shall be appointed to the Professional Staff unless duly licensed to practice medicine, osteopathic medicine, dentistry, clinical psychology or podiatry in this State. No one shall be entitled to Professional Staff membership or to enjoy Privileges solely because he or she meets the foregoing minimum qualifications.

SECTION B-2. GENERAL QUALIFICATIONS AND RESPONSIBILITIES.

a. General Qualifications for Membership.

To qualify for and continue membership on the Professional Staff a Practitioner must:

1. Document and submit evidence of his or her experience, background, training, demonstrated ability, availability, and physical and mental health status, with sufficient adequacy to demonstrate to the Professional Staff and the Board that he or she will provide care to patients at the generally recognized level of professional quality taking into account patients' needs, available Hospital facilities, resources and utilization standards at the Hospital;

2. Agree to cooperate in any review of a Practitioner's credentials, qualifications or compliance with the Bylaws (including one's own), any review as part of the Professional Staff's performance improvement activities, and refrain from directly or indirectly interfering, obstructing or hindering any such review by any means, including by threat of harm or liability by withholding information, or by refusing to serve or participate in assigned responsibilities;

3. Demonstrate willingness to participate in the discharge of Professional Staff responsibilities, including providing for the continuous care of his or her patients;

4. Perform a sufficient number of procedures, manage a sufficient number of cases, and have sufficient patient care contact within the Hospital or another community hospital or health care setting to permit the Professional Staff to assess the applicant's current competency for all Privileges, whether requested or already granted, including completion of initial evaluation and proctoring as specified in Section E-2;

5. Be free of any physical, mental or behavioral impairment that interferes with, or presents a substantial probability of interfering with patient care, the exercise of

Privileges, the assumption and discharge of required responsibilities, or cooperative working relationships;

6. If deemed necessary by the Executive Committee to enable adequate evaluation of his or her qualifications, consent to and cooperate with a medical, psychiatric, and/or psychological examination to be conducted at his or her expense by an examining provider selected by the Executive Committee (or the Executive Committee's designee), and provide the results of any such examination to the Executive Committee (or the Executive Committee's designee);

7. Abide by the terms, conditions and procedures of the Bylaws and Rules and Regulations of the Professional Staff and the policies of the Professional Staff and the Hospital, including the Credentialing and Privileging Policies and Procedures of the Hospital;

8. Demonstrate the ability to work cooperatively and professionally with the Hospital, its staff and the Professional Staff, and refrain from harassing, disruptive, or any other behavior which has interfered or could interfere with patient care or the proper operation of the Hospital and its Professional Staff;

9. Have a practice or a specialty which is consistent with the purposes, treatment, philosophy, methods and resources of the Hospital and for which the Hospital has a current need;

10. Demonstrate compliance with additional criteria imposed by the Professional Staff;

11. Maintain adequate professional liability insurance or equivalent coverage, meeting the standards established by Hospital Administration.

b. General Responsibilities of Membership.

For continued membership on the Professional Staff, a Practitioner must:

1. Provide his or her patients with care at the generally recognized level of professional quality and efficiency;

2. Discharge such staff, department, service, committee and Hospital functions for which he or she is responsible by appointment, election or otherwise, including where applicable, participate in the Emergency Department "on call" system to the extent required by the Hospital or applicable law, and comply with policies governing supervision of House Staff;

3. Prepare and complete in a timely and legible manner the medical and other required records for all patients he or she admits or to whom he or she in any way provides care in the Hospital;

4. Abide by the ethical principles and laws governing his or her profession;

5. Maintain the confidentiality of all medical record and patient treatment information; quality improvement, risk management, and utilization management information and data; and peer review information, proceedings, and records;

6. To the extent applicable, provide services to indigent, medical assistance patients and other patients in accord with the requirements of the Professional Staff;

7. Notify the Chief of Staff or the Hospital Administrator immediately, but in no event later than fifteen (15) days of the expiration, revocation, suspension, limitation or voluntary or involuntary relinquishment of his or her professional license in any jurisdiction; the imposition of terms of probation or limitation of practice by any state licensing agency; his or her voluntary or involuntary loss of staff membership or loss, curtailment or restriction of privileges, at any hospital or other health care institution; the cancellation or restriction of his or her professional liability insurance coverage; the revocation, suspension, or voluntary or involuntary relinquishment, or any prior or pending challenges to his or her DEA registration or other authorization to prescribe or furnish controlled substances; adverse determinations by a Quality Improvement Organization concerning his or her quality of care; any opt out, sanction or debarment or notice of same by a government health program (e.g., Medicare); a formal investigation or the filing of charges by the Department of Health and Human Services or health regulatory agency of the United States or any State or territory of the United States; or notice of a claim or entry of a judgment or settlement against the Practitioner alleging professional liability, or any other matter likely to impact or interfere with his or her ability to provide safe, quality health care;

8. Notify the Chief of Staff or the Hospital Administrator immediately, but in no event later than fifteen (15) days of the commencement of any investigation, filing of charges, arrest, or notice thereof by any law enforcement agency (See Section F-4.d.1 for requirements for reporting a conviction.);

9. Notify the Chief of Staff or Hospital Administrator immediately, but in no event later than fifteen (15) days if he or she no longer meets one or more of the qualifications listed above or if he or she is unable to exercise Privileges or the responsibilities of membership.

c. The foregoing minimum and general qualifications and responsibilities shall apply to all Practitioners.

SECTION B-3. WAIVER OF QUALIFICATIONS.

Insofar as is consistent with applicable law, the Board of Directors, acting upon the recommendation of the Executive Committee, has the discretion to deem a Practitioner to have satisfied a qualification or requirement in this Article or any other article of these Bylaws if it determines that the Practitioner has demonstrated he or she has substantially comparable qualifications and that this waiver is necessary to serve the best interests of the patients and of the Hospital. There is no obligation to grant any such waiver and Practitioners have no right to have a

waiver considered and/or granted. A Practitioner who is denied a waiver or consideration of a waiver shall not be entitled to any hearing and appeal rights under these Bylaws.

ARTICLE C: CLASSIFICATIONS, PREROGATIVES, AND OBLIGATIONS OF THE PROFESSIONAL STAFF

SECTION C-1. ACTIVE STAFF.

a. Qualifications.

The Active Staff shall consist of Practitioners who:

1. Meet the requirements set forth in Articles B and D;

2. Are engaged in the practice of their professions in the vicinity of the Hospital;

3. Conduct a majority of their hospital practice in the Hospital or at another hospital owned by Kaiser Foundation Hospitals;

4. Regularly care for patients in the Hospital; or are otherwise regularly involved in the care of in excess of 4 patients a year in the Hospital; or are regularly involved in Professional Staff functions, as determined by the Professional Staff; and,

5. Have satisfactorily completed appointment in the Provisional Staff Category. This provision shall not apply to individuals with current Professional Staff membership on July 11, 2006.

b. Prerogatives.

The prerogatives of an Active Professional Staff member, unless otherwise limited by these Bylaws and Rules and Regulations, shall be to:

1. Exercise Privileges as provided in Article E;

2. Be eligible to hold office in the Professional Staff and in the department of which he or she is a member, and to serve on committees;

3. Vote on all matters presented at general and special meetings of the Professional Staff and of the department and committees of which he or she is a member; and,

4. Attend all scientific and educational meetings.

c. Obligations.

The obligations of Active Staff members include the following:

1. Attend not less than one third of the regular meetings of his or her primary department or section, and of Professional Staff committees of which he or she is a member;

2. Within the areas of his or her professional competence, actively participate in and regularly assist the Hospital in fulfilling its obligations related to patient care, including, but not limited to, consultative emergency services; and,

3. Actively participate in peer review and be available to participate in other performance improvement activities, including utilization review, quality evaluation and related monitoring activities, proctoring other Professional Staff members and Allied Health Professionals, and in performing other related functions as may be required.

SECTION C-2. COURTESY STAFF.

a. Qualifications.

The Courtesy Staff shall consist of Practitioners who:

1. Meet the requirements set forth in Articles B and D;

2. Do not regularly care for patients of the Hospital or are not regularly involved in Professional Staff functions as determined by the Professional Staff; and,

3. Have satisfactorily completed appointment in the Provisional Staff Category. This provision shall not apply to individuals with current Professional Staff membership on July 11, 2006.

b. Prerogatives.

The prerogatives of a Courtesy Staff member, unless otherwise limited by these Bylaws and Rules and Regulations, shall be to:

1. Exercise Privileges as provided in Article E;

2. Be eligible for appointment to any committee;

3. Have the privilege of the floor at any business meeting, but not to vote; and,

4. Attend all scientific, educational, and business meetings.

c. Obligations.

Courtesy Staff members shall use their best efforts to attend a reasonable number of department, business, scientific and educational meetings.

SECTION C-3. CONSULTANT STAFF.

a. Qualifications.

The Consultant Staff shall consist of Practitioners who:

1. Meet the requirements set forth in Articles B and D;

2. Provide consultative services at the Hospital; and,

3. Have satisfactorily completed appointment in the Provisional Staff Category. This provision shall not apply to individuals with current Professional Staff membership on July 11, 2006.

b. Prerogatives.

The prerogatives of a Consultant Staff member, unless otherwise limited by these Bylaws and Rules and Regulations, shall be to:

1. Provide consultative services to patients consistent with his or her Privileges, as provided in Article E;

2. Be eligible for appointment to any committee;

3. Have the privilege of the floor at any business meeting, but not to vote; and

4. Attend all scientific, educational, and business meetings.

c. Obligations.

Consultant Staff members shall use their best efforts to attend a reasonable number of department, business, scientific, and educational meetings.

d. Members of the Consultant Staff shall not admit patients.

SECTION C-4. PROVISIONAL STAFF.

a. Qualifications.

The Provisional Staff shall consist of Practitioners who:

1. Meet the requirements set forth in Articles B and D; and

2. Have applied as an initial applicant and do not hold, at the time of or immediately prior to appointment, other staff status on the Professional Staff.

b. Prerogatives.

The prerogatives of a Provisional Staff member, unless otherwise limited by these Bylaws, Rules and Regulations, shall be to:

1. Exercise Privileges as provided in Article E;

2. Be eligible for appointment to any committee;

3. Have the privilege of the floor at any business meeting, but not to vote; and,

4. Attend all scientific, educational, and business meetings.

c. Obligations.

The obligations of Provisional Staff members include the following:

1. Use his or her best efforts to attend a reasonable number of department, business, scientific, and educational meetings;

2. Within the areas of his or her professional competence, actively participate in and regularly assist the Hospital in fulfilling its obligations related to patient care, including, but not limited to, consultative emergency services; and,

3. Actively participate in peer review and be available to participate in other performance improvement activities, including utilization review, quality evaluation and related monitoring activities, proctoring other Professional Staff members and Allied Health Professionals, and in performing other related functions as may be required.

d. The Executive Committee may award additional prerogatives and assign additional obligations to individual members of the Provisional Staff.

e. A member shall remain assigned to the Provisional Staff category until such time as he or she successfully completes the focused professional practice evaluation ("FPPE") period required under Section E-2 . If the member successfully completes the FPPE period prior to expiration of his or her initial appointment period, the member shall automatically advance from the Provisional Staff category upon successful completion of the FPPE period. Upon advancement from the Provisional Staff category, the member shall be assigned to a Professional Staff category based upon his or her qualifications.

f. The Provisional Staff shall not include any Practitioner who was previously a member of the Professional Staff and: has completed the FPPE period required under Section E-2, or has demonstrated clinical competency as required under Section B-2, within the past twelve (12) months.

SECTION C-5. HONORARY STAFF.

a. Qualifications.

The Honorary Staff shall consist of individuals recognized for their outstanding reputation or their noteworthy contributions to the health and medical sciences.

b. Prerogatives.

Honorary Staff members are not eligible to admit patients to, or exercise Privileges in, the Hospital. They may serve upon committees with or without vote at the discretion of the Executive Committee. They may attend staff and department meetings and any staff or Hospital educational meetings. An Honorary Staff member may not vote on any Professional Staff matter or hold a Professional Staff office.

c. Obligations.

Each Honorary Staff member shall abide by the Professional Staff Bylaws and Rules and Regulations.

SECTION C-6. ADMINISTRATIVE STAFF.

a. Qualifications.

The Administrative Staff shall consist of Practitioners who:

1. Are the Chief of Staff or Assistant Chief of Staff of the Professional Staff;

2. Possess adequate training, experience, and demonstrated competence to provide general supervision of the medical care of Hospital patients;

3. Otherwise satisfy the qualifications of the officer position pursuant to Article J of these Bylaws; and,

4. Do not provide care for patients in the Hospital but otherwise satisfy the qualifications of Articles B and D.

b. Prerogatives.

The prerogatives of an Administrative Staff member, unless otherwise limited by these Bylaws and Rules and Regulations, shall be to:

1. Be eligible to hold office in the Professional Staff and to serve on committees;

2. Vote on all matters presented at general and special meetings of the Professional Staff and of the committees of which he or she is a member; and,

3. Attend all scientific and educational meetings.

c. Obligations.

The obligations of Administrative Staff members include the following:

1. Attend not less than one third of the regular meetings of Professional Staff committees of which he or she is a member; and,

2. Be available to participate in other performance improvement activities, including peer review, utilization review, quality evaluation and related monitoring activities, and in performing other related functions.

d. Membership on the Professional Staff shall automatically terminate when the Practitioner no longer holds office as Chief of Staff or Assistant Chief of Staff.

e. Nothing in this Section shall preclude a Practitioner who is a member of the Administrative Staff from applying for other Staff categories pursuant to these Bylaws if the Practitioner otherwise satisfies the requirements of those categories.

SECTION C-7. TELEMEDICINE AFFILIATE STAFF.

a. Qualifications.

The Telemedicine Affiliate Staff shall consist of those qualified physicians, dentists and podiatrists who desire to practice at the Hospital in a consultative role by providing clinical services to patients from a distance via electronic communications. Specifically, the Telemedicine Affiliate Staff shall consist of members who:

1. Meet the requirements set forth in Articles B and D;

2. Have no physical presence for care provision within the Hospital;

3. Provide performance data from their Primary Site Hospital or other affiliations; and,

4. In the opinion of the Executive Committee, provide timely and appropriate continuity of care or accessibility for continuity of consultation services.

b. Prerogatives.

The prerogatives of a Telemedicine Affiliate Staff member, unless otherwise limited by these Bylaws and Rules and Regulations, shall be to:

1. Provide consultative services to patients consistent with his or her Privileges, as provided in Article H. Members of the Telemedicine Affiliate Staff are not eligible to vote, be members of any Professional Staff committee, or hold Professional Staff office. Members of the Telemedicine Affiliate Staff shall not admit patients.

c. Obligations.

The obligations of a Telemedicine Affiliate Staff member shall include the following:

1. Within the areas of his or her professional competence, actively participate in and regularly assist the Hospital in fulfilling its obligations related to patient care; and,

2. Actively participate in peer review and be available to participate in other performance improvement activities, including utilization review, quality evaluation and related monitoring activities, and in performing other related functions as may be required.

d. Membership on the Professional Staff and Telemedicine Privileges shall automatically terminate when the Practitioner is no longer providing telemedicine services through her or his Primary Site Hospital.

SECTION C-8. MODIFICATION OF PROFESSIONAL STAFF CATEGORY.

On its own, upon recommendation of the Credentials and Privileges Committee, or pursuant to a request by a Practitioner, the Executive Committee may assign a member to a different Professional Staff category either during appointment or at reappointment if a change in

qualifications occurs. A change in Professional Staff category is not in and of itself grounds for a hearing under these Bylaws.

ARTICLE D: APPOINTMENT AND REAPPOINTMENT

SECTION D-1. APPOINTMENT OF PROFESSIONAL STAFF MEMBERS.

a. Authority of Board of Directors.

It is recognized that the Board of Directors has ultimate legal and moral responsibility for health care and services rendered in the Hospital, including final authority on the granting, renewing, delineating, reducing, suspending, and terminating of Professional Staff Privileges. The exercise of the Board's authority in this regard, directly or as delegated, shall be exercised in accordance with applicable Requirements, including, without limitation, any applicable deference to the Professional Staff, and Board actions shall follow the procedures prescribed in these Bylaws. "Requirements" mean, as applicable to the particular activity or event, State and federal law and regulations and the rules of any agency that accredits the Hospital.

b. Application.

Except as otherwise provided herein, an applicant applying for membership on the Professional Staff and/or Privileges shall file an application on a form approved by the Credentials and Privileges Committee, presenting the professional and other qualifications of the applicant, and additional relevant information, and documenting the applicant's agreement to abide by the Professional Staff Bylaws and Rules and Regulations and to release all persons and entities from any liability that might arise from their investigating and/or acting on the application,

The initial appointment of Practitioners to the Telemedicine Affiliate Staff may be based upon the Hospital's standards but with reliance in whole or in part on information provided by the Primary Site Hospital, including the Primary Site Hospital's attestation that the information provided by the Primary Site Hospital about the Practitioner is complete, accurate and current.

c. Applicants for Closed Departments or Administrative or Medical-Administrative Positions.

Individuals seeking medical-administrative positions in the Hospital, or memberships in closed specialty departments or services, or administratively responsible capacities in the Hospital pursuant to a contract, shall be appointed and reappointed through the same procedures used for all other applicants and members of the Professional Staff.

d. Consideration and Review.

1. It is the applicant's responsibility to provide all information required to make an application complete as defined in Section A-5.i. If a complete application is not provided within thirty (30) days after any request for information is made by the Chief of Staff or the Hospital Administrator, or their designees, the application shall be automatically removed from consideration for membership and Privileges. The

application shall not be denied, but will be filed as incomplete, which action shall not entitle the applicant to the hearing and appeals procedure set forth in Article G.

2. The Credentials and Privileges Committee, in conjunction with the chief of the pertinent clinical department, shall review the professional competence, qualifications, and other factors that are relevant to the category of membership and Privileges requested. The Committee may but is not required to request an interview with the applicant. The committee shall verify, through information provided by the applicant and other sources available to it, that the applicant meets and has established the necessary qualifications for Professional Staff membership.

3. No applicant shall be recommended for rejection because of unlawful discrimination based upon his or her race, creed, sex, age, mental or physical disability, color, religion, sexual orientation, or national origin.

4. If the Credentials and Privileges Committee, upon examining the application and supporting information has doubts regarding the Privileges the applicant seeks in the Hospital, it shall make such further inquiry as it deems appropriate. However, the burden of establishing his or her qualifications and producing the requisite information shall be on the applicant. Misrepresentations, omissions, or the failure to furnish requested information are grounds for denying the application.

5. The Credentials and Privileges Committee shall make a written recommendation to the Executive Committee of the Professional Staff, indicating whether the applicant should be accepted, rejected, or deferred pending reasonable inquiries into the qualifications and competence of the applicant-appropriate. Such recommendation also shall indicate the applicant's staff classification, departmental assignment, and Privileges to be granted.

6. The period of time between Executive Committee recommendation on a completed application and action by the Board of Directors shall not exceed one hundred and twenty (120) days.

e. Executive Committee Action.

The Executive Committee, at its next regular meeting after receipt thereof, shall consider the application, supporting and related information, findings and recommendations of the Credentials and Privileges Committee. The Executive Committee may arrange to interview the applicant and request further information relative to the application as it deems desirable. The Executive Committee shall:

1. Recommend that the applicant be appointed, designating the staff classification and departmental assignment, and indicating the Privileges to be granted, or

2. Reject the applicant but not because of unlawful discrimination based upon his or her race, creed, religion, sex, age, color, sexual orientation or national origin, mental or physical disability, or,

3. Defer action on the application pending reasonable inquiries into the qualifications and competence of the applicant as the Executive Committee considers to be appropriate.

The recommendations of the Executive Committee shall be referred to the Board of Directors for final action. Only recommendations for appointment shall be referred to the Board of Directors for final action. The applicant shall be notified of the Executive Committee's recommendation within ten (10) days thereof.

f. Action by Board of Directors; Conference with Staff Representatives.

The Board of Directors, at its next regular meeting after receipt of the final report and recommendations of the Executive Committee on any initial application for membership, shall consider same. If the Board proposes to act contrary to the recommendation of the Executive Committee, or if the Board proposes to act without a recommendation of the Executive Committee, the Board shall provide written notice to the Executive Committee of its proposal. Within ten (10) days of such notification, a conference shall be arranged between an equal number of representatives of the Executive Committee and of the Board to discuss the Board's proposed action. Following such conference, the Board shall make its decision at its next regularly scheduled meeting. When the Board has taken final action on any application for membership on the Professional Staff, and/or Privileges, the Board shall notify the Hospital Administrator, noting the extent of Privileges granted, if any, including any restrictions or limitations thereon or reduced duration of the appointment. The Hospital Administrator shall inform the applicant, the Executive Committee, the Credentials and Privilege Committee and the appropriate departmental chief of the action taken. The Board shall exercise its authority under this Section D-1.f in accordance with applicable Requirements, including, without limitation, any applicable deference to the Professional Staff.

g. Temporary Membership.

Upon the written concurrence of the Chief of Staff, and the chief of the department to which the applicant is to be assigned, the Hospital Administrator or his or her designee may grant temporary membership to a physician, dentist, or podiatrist or clinical psychologist licensed to practice in this State. Temporary membership may only be granted to Practitioners to whom Temporary Privileges have been awarded pursuant to Section E-6 of these Bylaws

SECTION D-2. REAPPOINTMENTS OF PROFESSIONAL STAFF MEMBERS.

a. Request for Reappointment; Review and Recommendation.

1. Members shall be appointed to the Professional Staff for a term not to exceed two (2) years. Within six (6) months before the lapse of a two-year appointment period, the member may apply for reappointment to the Professional Staff. The member shall be required to indicate the scope of Privileges requested. If increased Privileges are requested, appropriate supporting information shall be provided.

The member shall promptly furnish a completed application with current information to include, but not be limited to, that specified in Section D-1.b If the applicant has not provided a completed application within thirty (30) days of the notice of expiration of the appointment period, the application may be removed from consideration and filed as incomplete, which action shall not entitle the member to the hearing and appeals procedure set forth in Article G. The Hospital Administrator shall notify the member that his or her application has been removed from consideration.

If sufficient review data is unavailable, peer recommendations may be used. In the case of reappointment of a member of the Telemedicine Affiliate Staff, reappointment may be based upon information provided by the Primary Site Hospital(s).

2. The chief of the department shall be responsible for the review of the performance of the member seeking renewal, and shall consider, but not limit review to, factors relevant to the applicant's competency as specified in Articles B and D of these Bylaws and shall make a timely recommendation to the Credentials and Privileges Committee.

3. The Credentials and Privileges Committee shall review the information provided by the applicant for renewal of membership and Privileges and the reports of the chief of the appropriate department and other pertinent information, including reports from other hospitals where the individual is a member of the Professional Staff. The Credentials and Privileges Committee shall recommend to the Executive Committee for or against reappointment of each member of the Professional Staff for the ensuing appointment period (which shall not exceed two years), including the Privileges to be granted and the extent thereof, and whether such Privileges are to be changed.

b. Executive Committee.

The Executive Committee shall follow the same procedure set forth in Section D-1.e.

c. Action by Board of Directors; Conference with Staff Representatives.

The Board of Directors shall follow the same procedure set forth in Section D-1.f.

SECTION D-3. DURATION OF APPOINTMENT TO THE PROFESSIONAL STAFF.

Appointments and Reappointments to the Professional Staff shall be for a period of not more than two (2) years.

SECTION D-4. LEAVE OF ABSENCE.

a. Leave Status.

A member of the Professional Staff may request a leave of absence from the Professional Staff for any period of time, which shall not exceed two (2) years, by submitting a written

request to the Department Chief and the Executive Committee. The Executive Committee may grant a leave of absence upon the recommendation of the Department Chief, or upon its own initiative. During the period of the leave, the member's Privileges, prerogatives, and responsibilities shall be suspended.

b. Reinstatement.

At least thirty (30) days prior to the termination of the leave of absence, the Practitioner shall submit a written request for reinstatement of his or her Privileges. The request for reinstatement shall include a written summary of the Practitioner's relevant activities during the leave. If the Practitioner's Professional Staff membership would have expired during the leave of absence, the Practitioner must comply with the provisions for appointment in Section D-1.

The request for reinstatement shall be submitted to the Department Chief for review. The Department Chief shall request from the Practitioner whatever information is necessary to assess the current competency of the Practitioner, which shall include health information relevant to the Practitioner's ability to exercise the Privileges he or she has requested. Upon the recommendation of the Department Chief, or upon its own initiative, the Executive Committee shall grant, modify, or deny the Practitioner's request for reinstatement of Privileges. In addition, the Executive Committee may impose upon the Practitioner other reasonable requirements, such as proctoring, to ensure the safe performance of the Privileges requested.

c. Failure to Request Reinstatement.

A Practitioner's failure, without good cause, to request reinstatement within the two-year period, to provide a summary of activities, or other requested information, shall be deemed automatic termination of Professional Staff membership and Privileges. A request for Professional Staff membership subsequently received from the Practitioner so terminated shall be submitted and processed in the manner specified for applicants for initial appointments in Section D-1.

SECTION D-5. TERMINATION AND NON-RENEWAL OF PROFESSIONAL STAFF MEMBERSHIP.

a. Termination on Expiration.

Any Professional Staff membership, whether in good standing or under suspension, which is not renewed by the Board of Directors, shall terminate upon the expiration of the appointment period.

b. Medical-Administrative Officers.

Professional Staff members who are directly under contract with the Hospital in a medical-administrative capacity shall not be entitled to the procedural rights specified in Article G, except to the extent that the member's Professional Staff membership or Privileges which

would otherwise exist independent of the contract are to be limited or terminated under the terms of the contract for a medical disciplinary cause or reason.

SECTION D-6. RESIGNATION OF PROFESSIONAL STAFF MEMBERSHIP.

A Professional Staff Member may resign his or her membership at any time by written notice of such resignation submitted to the Hospital Administrator, Chief of Staff, or Department Chief. If the resignation is submitted to the Chief of Staff or Department Chief, he or she shall promptly notify the Hospital Administrator. The resignation shall be effective upon receipt if no effective date is specified, or at any later date therein specified. Formal acceptance by or on behalf of the Board of Directors shall not be required. Resignation of Professional Staff membership automatically results in resignation of Privileges.

ARTICLE E: PRIVILEGES

SECTION E-1. DETERMINATION OF PRIVILEGES FOR PROFESSIONAL STAFF MEMBERS.

a. Each applicant for Professional Staff membership in any classification shall apply for the Privileges for which he or she deems himself or herself qualified. Delineation of Privileges shall be based at least upon the applicant's training, experience, demonstrated competence and health status. The applicant's credentials record shall reflect education and/or experience to support the granting of Privileges. Certification by the appropriate specialty board is a factor which may be considered in the delineation of Privileges. Each clinical department shall develop criteria for recommending specific Privileges in that department. In considering applications, upon the recommendation of the chief of the appropriate department, the Credentials and Privileges Committee shall follow the procedure specified in Section D-1.d. Professional staff members who choose not to participate in the teaching program are not subject to denial or limitation of Privileges for this reason alone.

b. Practitioners who wish to provide telemedicine services must be granted membership and Telemedicine Privileges as part of the Telemedicine Affiliate Staff. The initial appointment of Telemedicine Privileges may be based upon an Executive Committee recommendation that is based upon information provided by the Primary Site Hospital.

SECTION E-2. PROCTORING (FOCUSED PROFESSIONAL PRACTICE EVALUATION).

a. All initial grants of Privileges, whether at the time of initial appointment, reappointment, or during the term of an appointment, shall be subject to a period of focused professional practice evaluation (FPPE). That evaluation may include proctoring, chart review, monitoring, external review, and other forms of review and may be fulfilled by the collection and review of information from the Hospital and other comparable healthcare organizations.

b. The processes for implementing FPPE for new privileges shall be governed by and be consistent with the Professional Staff Bylaws, Professional Staff Rules and Regulations, and Professional Staff policies. Each Department, subject to the Credentials and

Privileges Committee's approval, shall be responsible for developing FPPE criteria for new applicants and for privileges granted during appointment.

c. The Department Chief or designee shall be responsible for oversight of the FPPE period and shall submit proctoring reports and other evidence of compliance to the Credentials and Privileges Committee for its approval.

d. The FPPE period shall not exceed two (2) years. Upon successful completion of the FPPE period, the member shall automatically advance from the Provisional Staff category. If the member successfully completes the FPPE period prior to expiration of his or her initial appointment period. the member shall be assigned to a Professional Staff category based upon his or her qualifications in accordance with Section C-4.

e. Failure to successfully complete initial evaluation shall be grounds for termination of membership and/or limitation of Privileges. Such termination shall not be subject to hearing and appeal rights under Article G, unless the reason for failure to successfully complete initial evaluation was a medical disciplinary cause or reason, such that the Practitioner is otherwise entitled to the hearing rights afforded under Article G.

SECTION E-3. RENEWAL OF PRIVILEGES.

At the time of reappointment, each staff member shall submit a written request for specific Privileges. Privileges are granted for a period not to exceed two years. Following review and recommendation by the chief of the appropriate department, the Credentials and Privileges Committee shall follow the procedure specified in Section D-2.a.3.

Reappointment of a Telemedicine Affiliate Staff member's Privileges may be based upon performance at the Hospital and/or information from the Primary Site Hospital.

SECTION E-4. CHANGES IN PRIVILEGES.

The chiefs of all departments shall maintain a continuing review of the qualification of staff members, and may at any time during the period for which Privileges were granted recommend to the Credentials and Privileges Committee that the Privileges of any member be limited or revoked. Any Professional Staff member desiring a change in Privileges shall submit a written request to the Chief of his or her department and the Credentials and Privileges Committee. If additional Privileges are requested, documentation of appropriate training and clinical competence must accompany the request. Proctoring will occur by department defined criteria. Consideration and action on the request shall follow the processes described in Section D-2. The provisions for Temporary Privileges in Section E-6 shall apply to requests for extension of Privileges.

SECTION E-5. SPECIAL CONDITIONS APPLICABLE TO DENTAL AND PODIATRIC PRIVILEGES.

Patient care and surgical procedures performed by dentists shall be under the overall supervision of the chief of the department of Head and Neck Surgery. Patient care and surgical procedures performed by podiatrists shall be under the overall supervision of the chief of the department of Orthopedics.

SECTION E-6. TEMPORARY PRIVILEGES.

a. Temporary Privileges may be granted by the Hospital Administrator (or his or her designee), on the authority of the Board of Directors, upon the recommendation of the Chief of Staff (or his or her designee) as follows:

   1. To applicants for new privileges (including initial applicants) who have submitted a complete application that raises no concerns and is awaiting review and approval by the Executive Committee and the Board of Directors. To be eligible for temporary clinical privileges, an applicant must: (i) have not been subject to involuntary termination of Medical Staff membership at another organization, and (ii) have not been subject to involuntary limitation, reduction, denial, or loss of clinical privileges at another health care facility; or

   2. To other individuals, to meet an important patient care need.

b. Temporary Privileges may be granted to a qualified physician, oral surgeon, dentist, clinical psychologist, or podiatrist licensed to practice in this State. Temporary Privileges may also be granted to qualified Allied Health Professionals.

c. The following information shall be verified prior to the granting of any Temporary Privileges:

   1. Current licensure;

   2. Relevant training and experience;

   3. Current clinical competence;

   4. Ability to perform the Privileges requested;

   5. Other criteria required by these Bylaws and applicable Credentialing policies;

   6. Proof of adequate professional liability protection; and

   7. A query and evaluation of the National Practitioner Data Bank, the Office of Inspector General, and the applicable State licensing board(s) reports.

d. Grants of Temporary Privileges shall not exceed one hundred and twenty (120) days.

e. Before Temporary Privileges are granted, the Practitioner must agree, in writing, to be bound by the terms of the Professional Staff Bylaws, Professional Staff Rules and Regulations, and Hospital policies.

f. The chief of the department to which the Practitioner is assigned shall be responsible for monitoring the performance of the Practitioner granted Temporary Privileges, or for designating a department member who will assume such responsibility. Special requirements of consultation and reporting may be imposed by the department chief, and the department chief shall assign proctors as appropriate.

g. There is no right to Temporary Privileges. Temporary Privileges shall automatically terminate on the specified expiration date or, for applicants granted Temporary Privileges while awaiting appointment to the Professional Staff, if the applicant withdraws his or her application. Temporary privileges also may be terminated by the Chief of Staff after consultation with the department chief. The denial or termination of Temporary Privileges shall not be reviewable according to the procedures set forth in Article G unless required to be reported pursuant to California Business and Professions Code Section 805. Upon the termination of Temporary Privileges, the department chair or Chief of Staff shall assign a Professional Staff member to assume responsibility for the practitioner's patients.

SECTION E-7. DISASTER PRIVILEGES

The Professional Staff shall review and approve its role in a disaster in the Hospital's Emergency Operations Plan.

a. Disaster Privileges may be granted to Practitioners who are not currently members of the Professional Staff:

   1. In accordance with the Hospital's Emergency Operations Plan and applicable Professional Staff policy; and,

   2. When the Hospital's Emergency Operations Plan has been activated and the Hospital is unable to meet the immediate patient needs with its existing and available Professional Staff.

b. Disaster Privileges may be granted on a case-by-case basis by the Hospital Administrator (or his or her designee) or the Chief of Staff (or his or her designee) in accordance with the Emergency Operations Plan.

c. The Professional Staff shall be responsible for overseeing the performance of Practitioners granted Disaster Privileges in accordance with the Emergency Operations Plan. The Chief of Staff or Hospital Administrator shall determine if Disaster Privileges for any Practitioner shall be extended beyond seventy-two (72) hours.

ARTICLE F: CLINICAL PRACTICE MONITORING AND EDUCATION, INVESTIGATION, AND CORRECTIVE ACTION

SECTION F-1. CLINICAL PRACTICE MONITORING & EDUCATION.

a. Responsibility.

   It shall be the responsibility of the Chief of Staff and the chiefs of the clinical departments, working through department committees to design and implement an effective program to (a) monitor, informally review, conduct focused reviews as indicated, and otherwise assess the quality of professional practice in each department, and (b) improve the quality of practice in each department by: (1) providing education, and counseling; (2) issuing letters of admonition, warning or censure, as necessary; and, (3) requiring routine administrative monitoring when deemed appropriate by department committees.

b. Procedure.

1. Informal Review.

A. Each department committee conducts patient care reviews and studies of practice within the department in conformity with the Hospital's quality improvement processes and, where warranted, reviews complaints and practice-related incidents.

B. Professional Staff focused review activities shall be conducted in conformity with applicable quality improvement processes and policies and procedures.

C. Acting on their own initiative and in their leadership capacities, the Chief of Staff and the chiefs of the clinical departments may also independently review such matters.

D. The above reviews shall not be considered a formal "investigation" as defined by California Business and Professions Code Section 805, and/or the National Practitioner Data Bank, nor shall such reviews be considered corrective action

2. At the discretion of the Chief of Staff, Department Chief, committee chairperson or their designees, when a Practitioner's practice or conduct is scheduled for discussion at the regular department, or a committee meeting, the Practitioner may be requested to attend. If a suspected deviation from standard clinical practice is involved, the notice shall be given at least (7) seven days prior to the meeting and shall include the time and place of the meeting and a general indication of the issue involved. Failure of a Practitioner to appear at any meeting with respect to which he or she was given such notice, unless excused by the Executive Committee upon a showing of good cause, may be a basis for separate corrective action.

3. In order to assist department members to conform their conduct or professional practice to the standards of the Professional Staff or Hospital, the Chief of Staff and department chiefs may issue informal comments or suggestions, either orally or in writing. Such comments or suggestions shall be subject to the confidentiality requirements and protections of all Professional Staff information and may be issued by department chiefs with or without prior discussion with the recipient and with or without consultation with the department committee. Such comments or suggestions shall not constitute a restriction of Privileges, shall not be considered to be corrective action as provided in this Article, and shall not give rise to hearing review or appeal rights under Article G.

4. Following discussion of identified concerns with any department or member, the chief of the department (or his or her designee) may issue a letter of admonition, warning or censure, or require such member to be subject to routine, administrative monitoring for such time as may appear reasonable. Any

discussion of such actions with individual members shall be informal. Such action shall not constitute a restriction of Privileges, shall not be considered to be corrective action as provided in this Article, and shall not give rise to hearing review or appeal rights under Article G.

5. Action taken pursuant to this Subsection need not be reported to the Executive Committee.

SECTION F-2. FORMAL INVESTIGATON AND CORRECTIVE ACTION.

a. Initiation of Formal Investigation.

An investigation may be initiated whenever a Practitioner demonstrates the inability to meet acceptable standards of care; or whenever a Practitioner makes statements, exhibits demeanor, or engages in conduct, (either within or outside of the Hospital), that is likely to be detrimental to patient safety or the delivery of quality patient care within the Hospital; is disruptive to the operation of the Hospital; or engages in actions that violate any Requirement that may result in the imposition of sanctions against any person, the Hospital, or any person acting on behalf of the Hospital by any governmental authority or agency that accredits the Hospital. A request for an investigation may be initiated by any officer of the Professional Staff, the chief of any department in which the Practitioner exercises Privileges, by the Credentials and Privileges Committee, the Board of Directors, or the Hospital Administrator. The request for investigation will be made in writing and may be based on a complaint or information furnished by any person.

b. Formal Investigation.

The Executive Committee may initiate a formal investigation on its own initiative or may do so based on a written request submitted to the Executive Committee describing the specific activities or conduct that are the basis for proposing an investigation. The Executive Committee may conduct the investigation itself, may refer the matter to the Credentials and Privileges Committee to conduct the investigation or may appoint an ad hoc committee of Professional Staff members to conduct the formal investigation. The Executive Committee, Credentials and Privileges Committee or ad hoc committee conducting the investigation may, in its discretion, interview the practitioner regarding the subject of the formal investigation. Any such interview shall be informal, shall not constitute a “hearing” as that term is used in Article G, and none of the procedural rights or requirements in a hearing under Article G shall apply. Neither the practitioner, Executive Committee, Credentials and Privileges Committee, ad hoc Committee, nor any other person in attendance during the interview shall be permitted to bring legal counsel or other representative to the interview. The initiation of an investigation under this paragraph shall demark the point at which an “impending investigation” is deemed to have commenced within the meaning of Business and Professions Code Section 805 (c), and the point at which an “investigation” is deemed to have commenced for purposes of reporting “resignations during investigation” to the National Practitioner Data Bank.

c. Time Frame for Formal Investigation.

Insofar as feasible under the circumstances, formal investigations should be conducted expeditiously and should be completed no later than sixty (60) days after the formal investigation's commencement. If additional time is needed to complete the investigation, the Executive Committee, Credentials and Privileges Committee, or whichever committee is conducting the investigation may defer action and it shall so notify the affected practitioner. A subsequent recommendation for any one or more of the actions provided in Section F-2.d, or a decision to defer the matter further, shall be made within the time specified by the Executive Committee or Credentials and Privileges Committee, and if no such time is specified, then within thirty (30) days of the deferral.

d. Executive Committee Corrective Action.

The Executive Committee may take corrective action after consideration of a recommendation for corrective action, or on its own initiative after consideration of a potential basis for corrective action, whether or not the Executive Committee has conducted a formal investigation. A corrective action may be requested by any officer of the Professional Staff, the chief of any department in which the practitioner exercises Privileges, the Credentials and Privileges Committee, the Board of Directors, or the Hospital Administrator. A corrective action may be taken whenever a practitioner demonstrates the inability to meet acceptable standards of care; or whenever a practitioner makes statements, exhibits demeanor or engages in conduct (either within or outside of the Hospital) that is likely to be detrimental to patient safety or the delivery of quality patient care within the Hospital, is disruptive to the operation of the Hospital, or engages in actions that violate any Requirement that may result in the imposition of sanctions against any person, the Hospital, or any person acting on behalf of the Hospital by any governmental authority or agency that accredits the Hospital. The Executive Committee may take corrective action including, without limitation:

1. Determining no corrective action should be taken.

2. Deferring for a reasonable time.

3. Issuing letters of admonition, censure, reprimand or warning. In the event such letters are issued, the affected practitioner may make a written response which shall be placed in the practitioner's credentialing file. Nothing herein shall preclude a Department Chief (or his or her designee) from issuing such letters as otherwise provided in these Bylaws.

4. Recommending the imposition of terms of probation or special limitation upon continued Professional Staff membership and/or the exercise of Privileges including without limitation, individual requirements for co-admission, mandatory consultation or monitoring.

5. Recommending reductions of Professional Staff membership status or category or limitations of any Privileges or other prerogatives that are related to the provision of patient care.

6. Recommending suspension or revocation of Professional Staff membership and/or Privileges. If suspension is recommended, the Executive Committee shall state the terms and duration of the suspension and the conditions that must be met before the suspension is ended.

7. Referring the Practitioner to the Well-Being Committee for evaluation and follow-up as appropriate.

8. Other actions appropriate to the facts developed in the course of investigation.

The Executive Committee may implement summary suspension at any time in the exercise of its discretion pursuant to Section F.3. Nothing in this Section shall require the Executive Committee to initiate a formal investigation prior to taking action upon a practitioner's Professional Staff membership or Privileges.

e. Interviews After Recommended Corrective Action by Executive Committee.

To facilitate the resolution of inter-professional issues at an early stage, a Practitioner who is the subject of a recommendation that entitles the Practitioner to the procedural rights provided in Article G may request, in writing, an informal interview before the Executive Committee in order to explain or discuss the facts relevant of the recommended corrective action. The Executive Committee shall decide, in its sole discretion, whether to grant the Practitioner's request for the interview. Alternatively, the Executive Committee may request, in writing, such an interview with the Practitioner. The Executive Committee shall fix the time and place for the interview as soon as the Committee reasonably may be convened but, preferably, on a date within ten (10) working days after the Executive Committee's receipt of the request or after the request's delivery to the Practitioner, as the case may be. This interview shall be informal, shall not constitute a "hearing" as that term is used in Article G, and none of the procedural rights or requirements in a hearing under Article G shall apply. Neither the practitioner, Executive Committee, ad hoc Professional Staff Committee, nor any person in attendance during the interview shall be represented by legal counsel or other representative to the interview

f. Board of Directors Action.

The Board of Directors shall notify the Executive Committee in writing of the Board's intention to act on its own initiative, or contrary to the favorable recommendations of the Executive Committee on a matter involving membership and/or Privileges. Within ten (10) days of such notification, a conference shall be arranged between an equal number of representatives of the Executive Committee and of the Board to discuss the Board's proposed investigation or corrective action. Following such conference, the Board may direct the Executive Committee to initiate an investigation or take corrective action. The Executive Committee shall consider the Board's direction within thirty (30) days. If the Executive Committee does not take action in response to the Board's direction, the Board may, in furtherance of the Board's ultimate responsibilities and fiduciary duties, initiate corrective action, but must comply with applicable provisions of these Bylaws, including Article G where applicable. The exercise of the Board's authority in this regard, directly or as delegated, shall be exercised in accordance with applicable Requirements, including,

without limitation, any applicable deference to the Professional Staff, and Board actions shall follow the procedures prescribed in these Bylaws. The Board shall inform the Executive Committee in writing of any action it takes under this Section.

SECTION F-3. SUMMARY SUSPENSION.

a. In cases where it is determined that failure to take action may result in imminent danger to the health of any individual, the Executive Committee, the Hospital Administrator, Chief of Staff or chief of the department in which the practitioner has Privileges may summarily suspend or restrict the Privileges and/or membership of a practitioner. In such cases, the Hospital Administrator should consult with the Executive Committee, the Chief of Staff, or chief of the applicable department before taking action. The chief of the department shall make arrangements for other practitioners to attend any inpatients of the suspended practitioner.

b. The Board of Directors or its designee may immediately suspend or restrict a practitioner's Privileges if a failure to summarily suspend or restrict such Privileges or membership is likely to result in imminent danger to the health of any individual, provided that the Board has made reasonable attempts to contact the Executive Committee before the suspension or restriction.

c. A summary suspension or restriction by the Board or Hospital Administrator which has not been ratified by the Executive Committee within two (2) working days after the suspension or restriction, excluding weekends and holidays, shall terminate automatically.

d. Oral or written notice of the suspension or restriction, given to the Practitioner, shall suffice, provided that any Practitioner who is suspended in excess of fourteen (14) days for a medical disciplinary cause or reason shall be provided with the notice and hearing rights set forth in Article G . Similarly, a Practitioner who has been summarily suspended or restricted for a cumulative total of thirty (30) days or more within any twelve (12) month period, for a medical disciplinary cause or reason, shall be provided with the notice and hearing rights set forth in Article G.

e. The Executive Committee may, at its sole discretion, interview the suspended Practitioner in the manner and on the terms set forth in Section F-2.b. Whether or not such an interview occurs, the Executive Committee shall schedule a meeting on the matter as soon as the Committee reasonably may be convened, but not longer than ten (10) days after the suspension or restriction is imposed. The Executive Committee shall determine whether such suspension or restriction shall be continued and, if so, for how long or under what conditions restoration of Privileges will occur.

f. Any challenge to the suspension or restriction, or to any recommendation for corrective action made pursuant to this Article resulting from the suspension or restriction and any related investigation, shall be considered in one (1) single hearing. Any corrective action investigation related to or arising from the suspension or restriction should be completed promptly so that any hearing on the summary suspension or restriction and corrective action can be commenced within sixty (60) days after a hearing on a summary suspension or restriction is requested.

SECTION F-4. AUTOMATIC SUSPENSION.

a. Incomplete Medical Records.

A suspension, effective until delinquent medical records are completed, may be imposed by the Hospital Administrator, for failure of the practitioner to complete medical records within the period of time established in accordance with Professional Staff Rules and Regulations, hospital accreditation standards, and legal requirements. The practitioner shall be given ten (10) days' notice of the intent to suspend. The suspension shall continue until the suspended practitioner completes his or her medical records to the satisfaction of the Hospital Administrator. A suspended practitioner may not admit patients to, or perform elective surgery in, the Hospital.

b. Revocation, Suspension or Expiration of License to Practice, DEA Certificate, Other Permits and Certificates, or Probation.

1. License to Practice.

A. Revocation or Suspension. Upon notification from the appropriate state agency of the revocation or suspension of the license to practice his or her profession in this State of a Practitioner having Privileges, the Practitioner's Privileges and Professional Staff membership shall automatically terminate. Upon restoration or lifting of the revocation or suspension of the license, the Practitioner may apply for Professional Staff membership and/or Privileges.

B. Restriction or Probation. If a Practitioner having Privileges at the Hospital is restricted or placed on probation by a State professional licensing agency, the terms of such restriction or probation shall be automatically imposed upon the Practitioner's Professional Staff membership and/or Privileges.

C. Expiration. If a Practitioner's professional license to practice his or her profession in this State expires, the Practitioner's Professional Staff membership and/or Privileges shall automatically be suspended and the suspension lifted only upon verification of license renewal.

2. DEA Certificate.

A. Revocation, Limitation, or Suspension. Any action by a government agency resulting in the revocation, limitation, or suspension of the Practitioner's DEA certificate shall automatically terminate the right to prescribe such medications as a member of the Professional Staff. Restoration of the DEA registration after revocation, limitation or suspension, shall not automatically restore the right to prescribe the covered medications in the Hospital without reconsideration thereof and a determination by the Executive Committee to make such restoration. In the event of an adverse recommendation by the Executive Committee

based on a medical disciplinary cause or reason, the member's hearing rights shall be governed by Article G.

B. Expiration. Upon the expiration of the DEA certificate, the Practitioner's right to prescribe medications subject to DEA regulation shall automatically terminate and shall be reinstated upon verification of renewal.

3. Other Permits and Certificates.

A. Upon notification from an issuer of a permit or certificate of the revocation or suspension of a permit or certificate that is required for the performance of all or part of a Practitioner's practice in the Hospital, the Practitioner's Privileges shall be automatically suspended to the extent of the practice authorized by the permit or certificate. Restoration of the permit or certificate shall not automatically restore the right to resume the practice authorized by the permit or certificate without reconsideration thereof and a determination by the Executive Committee upon the recommendation of the Department Chief to make such restoration. In the event of an adverse recommendation by the Executive Committee, based on a medical disciplinary cause or reason, a Professional Staff member's hearing rights shall be governed by Article G.

B. Upon the expiration of the permit or certificate the Practitioner's Privileges shall automatically be suspended to the extent of the practice authorized by the permit or certificate and shall be reinstated upon verification of renewal.

c. Failure to Maintain Minimum Professional Liability Coverage.

A Practitioner who fails to maintain the minimum professional liability coverage as established by Hospital Administration shall be subject to automatic and immediate suspension of all Privileges. The chief of the department shall make arrangements for other staff members to attend any inpatients of the suspended practitioner.

d. Conviction of a Crime.

1. A Practitioner who has been convicted of a crime shall give notice to the Hospital of the conviction within three (3) days of the conviction regardless of whether an appeal is taken or pending from such judgment.

2. A Practitioner who has been convicted of a felony shall be automatically suspended from practicing at the Hospital as of the date that the Hospital receives notice of the conviction, regardless of whether an appeal is taken or pending from such judgment. Such suspension shall remain in effect until removed or rescinded by agreement between the Chief of Staff and the Hospital Administrator. If the suspension has not been removed or rescinded within ten (10) days of the date of automatic suspension, the suspension shall be deemed an action by the Executive

Committee and the Practitioner may request a hearing under the provisions of Article G of these Bylaws. The sole issue in this hearing and in any proceedings subsequent to the hearing shall be whether or not the felony conviction is substantially related to the Practitioner's exercise of Privileges or membership on the Professional Staff (including, without limitation, whether the Practitioner has the appropriate judgment to exercise Privileges or Professional Staff membership) or substantially injurious to the reputation or status of the Hospital or its Professional Staff. The chief of the department shall make arrangements for other staff members to attend any patients of the suspended member.

e. Exclusion from Government Health Care Programs.

Practitioners who are debarred or excluded from, or sanctioned by, any health care program funded, in whole or in part, by the federal government or any state, shall be subject to automatic and immediate suspension of membership and/or all Privileges. The lifting of any sanctions by or debarment or exclusion from a government health care program, shall not automatically result in a restoration of such Privileges or membership unless the Executive Committee finds that the Practitioner meets the requirements of Professional Staff membership or is otherwise qualified to exercise Privileges at the Hospital. The chief of the department shall make arrangements for other staff members to attend any inpatients of the suspended Practitioner.

f. Procedure.

Notification of the automatic suspension to the affected Practitioner, Chief of Staff and Department Chief shall be the responsibility of the Hospital Administrator. Automatic suspensions are not imposed for medical disciplinary cause or reason; therefore, no hearing under Article G shall be afforded the suspended Practitioner.

SECTION F-5. JOINT REVIEW, INVESTIGATION AND CORRECTIVE ACTION AT MULTIPLE KFH HOSPITALS.

a. Notice of Pending Reviews or Investigations / Joint Reviews or Investigations.

1. The Chief of Staff and Hospital Administrator shall each have the discretion to notify their counterparts at other KFH Hospitals whenever a Practitioner is under review or whenever corrective action has been recommended or taken.

2. In addition, the Executive Committee may authorize the Hospital's review process or investigation to coordinate with another KFH Hospital Professional Staff's review process or investigation.

3. The Chief of Staff and the Hospital Administrator are authorized to disclose to another KFH Hospital's peer review body (or an authorized representative of that body) information from Hospital and Professional Staff records to assist in the other KFH Hospital's independent or joint review or investigation of any Practitioner.

4. The results of any joint investigation shall be reported to each involved KFH Hospital's Executive Committee for its independent determination of what, if any, corrective action should be taken.

b. Notice of Actions.

In addition to the discretionary notification and joint investigation provisions set forth in this Section, the Chief of Staff and/or the Hospital Administrator are authorized to inform their counterparts at any other KFH Hospital where the Practitioner is known to hold Privileges whenever any summary suspension of Privileges or other corrective actions have been taken.

c. Effect of Actions Taken by Other KFH Hospitals.

Whenever the Chief of Staff or Hospital Administrator receives information about an action taken at another KFH Hospital, the Chief of Staff or Hospital Administrator shall ensure that there is an independent assessment of the Practitioner's practice within the Hospital, as appropriate.

ARTICLE G: HEARINGS AND APPELLATE REVIEWS

SECTION G-1. GENERAL PROVISIONS.

a. Exhaustion of Remedies.

If adverse action described in Article F and this Article G is taken or recommended, the applicant or Professional Staff member agrees to follow and complete the procedures set forth in these Bylaws, including appellate procedures, before attempting to obtain judicial relief in any forum related to any issue or decision which may be subject to a hearing or appeal under these Sections.

b. Individual Evaluations.

The sole purpose of the meetings, investigations, hearings and appeals provided in Articles F and G is to evaluate individual Professional Staff members on the basis of the Bylaws, Rules and Regulations, policies and standards of the Professional Staff and Hospital. The Judicial Review Committee provided for under this Article has no authority to modify, limit or overrule any established Bylaw, Rule, Regulation, policy or requirement (collectively "rules or requirements"), and shall not entertain challenges to such rules and requirements.

c. Substantial Compliance.

Technical non-prejudicial or insubstantial deviations from the procedures set forth in these Bylaws shall not be grounds for invalidating the action taken under Articles F or G.

d. Hearings Prompted by Board of Directors Action.

If the hearing is based upon an adverse action taken by the Board of Directors, the Chair of the Board of Directors shall fulfill the functions assigned in this Section to the Chief of Staff, and the Board of Directors shall assume the role of the Executive Committee under this Section. There shall be no Appellate Review of the decisions resulting from such hearings.

SECTION G-2. BASIS FOR REQUEST FOR HEARING.

a. A practitioner may request a hearing when notified in writing that the Executive Committee has proposed any of the following for a medical disciplinary cause or reason that requires reporting to the applicable licensing authority:

1. that the practitioner's application for membership or request for Privileges be rejected,

2. that the scope of Privileges the practitioner has requested be denied,

3. that the practitioner's membership or Privileges be terminated or not renewed,

4. that there be a reduction in the practitioner's existing Privileges,

5. that the practitioner's Privileges or membership or both, be suspended pursuant to Section F-3,

6. that any other disciplinary action or recommendation be taken that must be reported to the practitioner's licensing authority under California Business and Professions Code Section 805 or to the National Practitioner Data Bank.

b. Notice of Adverse Action.

The notice of adverse action provided under Section G-2.a shall advise the practitioner of the action that has been proposed, a brief indication of the reasons for the proposed action, his or her right to request a hearing under Article G of these Bylaws, the time limit within which to request such a hearing, and that the proposed action is one for which a report must be filed with the state licensing board in accordance with applicable legal requirements. A copy of the notice of adverse action shall be hand-delivered to the practitioner, or sent by First Class mail, or certified mail, return receipt requested, or other method confirming receipt to his or her latest address as shown in the practitioner's credentials file.

c. Request for Hearing.

The request for a hearing shall be submitted in writing to the Hospital Administrator within thirty (30) days of receipt by the practitioner of notification of the Executive Committee's action. Failure to make such timely request shall constitute a waiver of the right to a hearing and appeal as well as acceptance by the practitioner of the recommendation and action of the Executive Committee.

SECTION G-3. PRE-HEARING PROCEDURE.

a. Judicial Review Committee.

The hearing shall be held before an ad hoc Judicial Review Committee appointed by the Chief of Staff. The Chief of Staff shall appoint an ad hoc Judicial Review Committee consisting of a chairperson and two additional members of the Professional Staff who shall gain no direct financial benefit from the outcome, who have not acted as accusers, investigators, fact finders or initial decision makers in the same matter, and who have not previously taken an active part in the consideration of the matter contested. The Chief of Staff shall also appoint alternate members of the Judicial Review Committee, as the Chief of Staff deems necessary. The Chief of Staff may in his or her discretion appoint any practitioner with Privileges to practice at any Kaiser Foundation Hospitals' facility to serve on the Judicial Review Committee. Where feasible, the Committee shall include an individual practicing the same specialty as the staff member or applicant. In addition to the other authority and responsibilities set forth in Section G, the Judicial Review Committee shall serve as the initial finder of fact in this hearing and appeal process and shall have such authority as necessary to discharge its responsibilities.

b. Hearing Officer.

1. Appointment and Qualifications. A Hearing Officer shall be appointed by the Chief of Staff to preside at the hearing. The Hearing Officer shall be an attorney at law qualified to preside over a formal hearing and preferably shall have experience in medical staff disciplinary matters. He or she shall not be biased for or against the practitioner and shall not be an attorney who regularly advises the Professional Staff on legal matters. The Hearing Officer shall gain no direct financial benefit from the outcome and must not act as a prosecuting officer or advocate for either side.

2. Authority and Duties.

A. The Hearing Officer may participate in the deliberations and act as a legal advisor to the Judicial Review Committee, but he or she shall not be entitled to vote. He or she shall act to assure that all participants in the hearing have a reasonable opportunity to be heard and to present all relevant oral and documentary evidence, and that proper decorum is maintained. He or she shall be entitled to determine the order of or procedure for presenting evidence and argument during the hearing and to set reasonable schedules for timing and/or completion of all matters related to the hearing.

B. He or she shall have the authority and discretion, in accordance with these Bylaws, to grant continuances, to rule on disputed discovery requests, to decide when evidence may or may not be introduced, to rule on witness issues, including disputes regarding expert witnesses, to rule on challenges to Judicial Review Committee members, to rule on challenges to himself or herself serving as a Hearing Officer, and to rule

on questions which are raised prior to or during the hearing pertaining to matters of law, procedure, or the admissibility of evidence.

C. If the Hearing Officer determines that either side in a hearing is not proceeding in an efficient and expeditious manner, the Hearing Officer may take such discretionary action as seems warranted by the circumstances, including, but not limited to, limiting the scope of examination and cross-examination and setting fair and reasonable time limits on either side's presentation of the case. Under extraordinary circumstances, where a party's failure to cooperate in the proceedings interferes with the Judicial Review Committee's ability to evaluate the evidence and reach a conclusion such that further proceedings are ineffectual, the Hearing Officer may recommend to the Judicial Review Committee, or the Judicial Review Committee may initiate on its own, termination of the hearing, to the extent permitted by law. When the Hearing Officer deems that termination of the hearing is necessary and orders termination, if the order is against the Executive Committee, the charges against the practitioner will be deemed to have been dropped. If, instead, the order is against the practitioner, the practitioner will be deemed to have waived his/her right to a hearing. The party against whom termination sanctions have been ordered may appeal the matter to the Board of Directors.

D. In all matters, the Hearing Officer shall act reasonably under the circumstances and in compliance with applicable legal principles and these Bylaws. In making rulings, the Hearing Officer shall endeavor to promote a less formal, rather than more formal, hearing process and also to promote the swiftest possible resolution of the matter, consistent with the standards of fairness set forth in these Bylaws. When no attorney is accompanying any party to the proceedings, the Hearing Officer shall have authority to interpose any objections and to initiate rulings necessary to ensure a fair and efficient process.

c. Notice of Hearing and Notice of Charges.

After consultation with the members of the Judicial Review Committee and the practitioner, the Chief of Staff shall fix the place and time of the hearing, on a date within sixty (60) days of the Professional Staff's receipt of the practitioner's request for hearing. The Chief shall send by First Class mail, or by certified mail, return receipt requested, or other method confirming receipt or hand deliver a notice to the practitioner of such date, time and place not less than thirty (30) days prior to the hearing. Together with the notice stating the place, time and date of the hearing, the Chief of Staff shall include a notice of charges, prepared by the Executive Committee, which shall state clearly and concisely in writing the reasons for the action, including the specific acts or omissions with which the practitioner is charged and a list of any charts on which the Executive Committee is relying in support of the charges. The Executive Committee may amend the notice of charges at any time so long as the practitioner is provided with reasonable notice of any amendment prior to the

next hearing session. The practitioner's sole remedy for inadequate notice of any such amendment shall be a continuance of the hearing as determined by the Hearing Officer pursuant to Section G-3.b.2. The scope of the hearing shall be limited to determining whether the adverse action described in the Notice of Adverse Action, for the reasons described in the Notice of Charges, is reasonable and warranted.

d. Failure to Appear and Proceed.

Failure of the practitioner to appear personally and to proceed at such hearing without good cause, shall be deemed to constitute voluntary acceptance of the prior recommendations of the Executive Committee, which shall become the Executive Committee's final report and recommendation to the Board of Directors.

e. Discovery.

1. Each side shall have a right to inspect and copy, at its own expense, any documentary information relevant to the charges which the other party has in its possession or under its control, as soon as reasonably practicable after the receipt of the request for a hearing. However, the right to inspect and copy information does not extend to confidential information referring solely to individually identifiable practitioners, other than the practitioner. The Hearing Officer shall consider and rule upon any request for access to information and may impose any safeguards that the protection of the peer review process and justice require. When ruling upon requests for access to information and determining the relevancy thereof, Hearing Officer shall, among other factors, consider: (1) whether the information sought may be introduced to support or defend the charges; (2) the exculpatory or inculpatory nature of the information sought, if any; (3) the burden imposed on the party in possession of the information sought, if access is granted; and (4) any previous requests for access to information submitted or resisted by the parties to the same proceeding.

2. The failure by either party to provide access to the information specified in Section G-3.e.1, at least thirty (30) days before the hearing, shall constitute good cause for a continuance.

3. At the request of either side, each side shall disclose to the other copies of documents which it intends to introduce and a list of witnesses who are expected to testify or to provide evidence at the hearing, not less than ten (10) days prior to the hearing. Each side shall have the duty to notify the other side of any change in its witness list promptly after that party learns of the change. The failure to provide a copy of a document or to provide the name of a witness, as required above, shall constitute good cause for a continuance.

4. It shall be the duty of the practitioner and the Executive Committee, or its designee, to exercise reasonable diligence in promptly notifying the Hearing Officer of any anticipated disputes regarding requests for access to information or other procedural disputes in advance of the hearing. Objections to any pre-hearing decisions may be made at the hearing.

SECTION G-4. HEARING PROCEDURE.

a. Representation.

1. The parties may be represented at the hearing by anyone of their choice, including an attorney at law. The representative of the Executive Committee shall not be accompanied by an attorney if the staff member or applicant is not so accompanied. The foregoing shall not be deemed to deprive any party of its right to the assistance of legal counsel for the purpose of preparing for or participating in the hearing.

2. If attorneys are not present in the hearing pursuant to this Section, the practitioner and the Executive Committee may be represented at the hearing by a practitioner licensed to practice in the State of California who is not also an attorney at law.

b. Conduct of Hearing.

The hearing will be closed, informal, and conducted in accordance with the rules of this Section.

c. Rights of the Parties.

At a hearing, both sides shall have the following rights:

1. to ask Judicial Review Committee members and/or the Hearing Officer questions which are directly related to determining whether they meet the qualifications set forth in these Bylaws and to challenge such members.

2. to call and examine witnesses;

3. to introduce relevant documents and other evidence;

4. to receive all information made available to the Judicial Review Committee;

5. to cross-examine any witness who testified orally on any matter relevant to the issues, and otherwise to rebut any evidence; and,

6. to submit written statements in support of its position, both no later than ten (10) days prior to the start of the hearing and within five (5) days after the close of the hearing, or at such other times as the parties may agree or the Hearing Officer may order.

The practitioner may be called by the Executive Committee and examined as if under cross-examination.

The Judicial Review Committee may question the witnesses or call additional witnesses if it deems such action appropriate. The Judicial Review Committee may request each party to submit a written statement in support of his or her position both prior to the start of the hearing or at the close of the hearing.

d. Rules of Evidence.

Judicial rules of evidence and procedure relating to the conduct of the hearing, examination of witnesses and presentation of evidence shall not apply in any hearing conducted hereunder. Any relevant evidence, including hearsay, shall be admitted by the Hearing Officer if it is the sort of evidence upon which responsible persons are accustomed to rely in the conduct of serious affairs, regardless of the admissibility of such evidence in a court of law.

e. Burdens of Presenting Evidence and Proof.

The Executive Committee shall have the initial duty to present evidence which supports the charge or action. An initial applicant shall have the burden of persuading the Judicial Review Committee by a preponderance of the evidence of his or her qualifications by producing information which allows for adequate evaluation and resolution of reasonable doubts concerning his or her current qualifications for Staff Privileges or membership. He or she shall not be permitted to introduce information not produced upon on the request of the Executive Committee or Credentials and Privileges Committee, as applicable during and appointment, reappointment or privilege application review or during corrective action, unless he or she establishes that such information could not have been produced previously in the exercise of reasonable diligence. Except as provided above for initial applicants, the Executive Committee shall bear the burden of persuading the Judicial Review Committee by a preponderance of the evidence that the action or recommendation is reasonable and warranted.

f. Record of Hearing.

The Judicial Review Committee shall maintain a record of the hearing by using a certified court reporter. The party requesting a transcript shall pay the cost of preparing the transcript prior to receiving it. The other party may obtain a photocopy of the transcript for the cost of preparing one. The Hearing Officer may, but is not required to, order that oral evidence shall be taken only on oath administered by any person designated by the Judicial Review Committee and entitled to notarize documents in this State or by affirmation under penalty of perjury to the Hearing Officer**.**

g. Continuances.

The parties shall exert their best efforts to assure that the hearing is completed within a reasonable time after the practitioner's receipt of notice of a final proposed action or an immediate suspension or restriction of Privileges. Continuances shall be granted by the Hearing Officer upon the agreement of the parties or for good cause, including failure of either party to comply with Section G-3.e.

h. Adjournment and Conclusion.

The Hearing Officer may adjourn the hearing and reconvene it as agreed to by the parties or as he or she deems proper in consultation with the Judicial Review Committee. When the presentation of evidence and arguments is concluded, the Hearing Officer may declare

the hearing to be closed. The Judicial Review Committee then shall deliberate privately and make a recommendation and report to the Board in accordance with Section G-4.i, below.

i. Decision of the Judicial Review Committee and Report to the Board.

1. Within thirty (30) days of conclusion of the hearing, the Judicial Review Committee shall make a report and decision in writing to the Board with a copy to the Executive Committee and to the Hospital Administrator. The hearing shall be considered concluded when the Judicial Review Committee has concluded its deliberations.

2. The Judicial Review Committee's decision shall be based on the evidence presented at the hearing, including oral testimony, written statements, hospital and medical record information, documents introduced at the hearing and other admissible evidence made available to the Judicial Review Committee at the hearing.

3. The written report shall include findings of fact and a conclusion articulating the connection between the evidence produced at the hearing and the decision reached. If the Judicial Review Committee decides the Executive Committee's action is reasonable and warranted, the Judicial Review Committee's report to the Board shall affirm the action and state the reasons for the Judicial Review Committee's decision. If the Judicial Review Committee decides the action is not reasonable and warranted, the Judicial Review Committee's report should modify or reject the action and state the reasons for the Judicial Review Committee's decision. The Judicial Review Committee also may remand the matter to the Executive Committee for further consideration of specified issues.

4. The Judicial Review Committee shall also send a copy of its written report to the staff member or applicant who requested the hearing, by First Class, or certified mail, return receipt requested, or other method confirming receipt and shall include a written explanation of the procedure for appealing the decision.

SECTION G-5. APPELLATE REVIEW.

a. Time for Appeal.

Within forty (40) days after the date of receipt of the Judicial Review Committee decision, either the practitioner or the Executive Committee may request an appellate review by the Board of Directors. Said request shall be delivered to the Hospital Administrator, in writing, either in person or by First Class or certified mail, return receipt requested, or other method confirming receipt at 6600 Bruceville Road, Sacramento, CA 95823. The request shall briefly state the reasons for appeal. Reasons for appeal shall be procedural failure so as to deny a fair hearing, that the decision of the Judicial Review Committee was not reasonable and warranted or that the decision was made arbitrarily or capriciously. If appellate review is not requested within this period, both sides shall be deemed to have accepted the decision of the Judicial Review Committee and it shall thereupon become the

final recommendation of the Executive Committee. The Board of Directors shall exercise its authority under this Section in accepting or rejecting the recommendation of the Executive Committee in accordance with applicable Requirements, including, without limitation, any applicable deference to the Professional Staff.

b. Appellate Review Panel.

If appellate review is timely requested by the appellant practitioner or the Executive Committee, the Chairman of the Board of Directors shall appoint a three member Appellate Review Panel, at least one of whom shall be a member of the Professional Staff of the Hospital who was not a witness at the prior hearing or a member of the Judicial Review Committee at which the hearing was conducted and who had no prior involvement in the same matter as an initial fact-finder, accuser, witness, or decision-maker. The Chairperson of the Panel shall be selected by the Chair of the Board of Directors. The Appellate Review Panel shall have such authority as necessary to discharge its responsibilities.

c. Appeal Procedure.

The Appellate Review Panel shall review the record of the hearing before the Judicial Review Committee, and may accept additional oral or written evidence, subject to a foundational showing that such evidence could not have been made available to the Judicial Review Committee in the exercise of reasonable diligence, or that the evidence was improperly excluded at the hearing before the Judicial Review Committee, and subject to the same rights of cross-examination or confrontation provided at the Judicial Review Committee hearing. The Appellate Review Panel may remand the matter to the Judicial Review Committee for the taking of further evidence and for decision. Each party has the right to be represented by an attorney or any other representative the party chooses. The Appellate Review Panel may select an unbiased attorney to assist it by fulfilling the duties of a Hearing Officer as described in Section G-3.b.

A verbatim record shall be made of the appellate hearing by a court reporter. The parties may obtain a transcript or a copy thereof in the same manner as provided in Section G-4.f.

Each party has the right to present a written statement in support of his, her or its position on appeal, in a length and format determined by the Hearing Officer in consultation with the Appellate Review Panel, and to appear personally and present oral argument. At the conclusion of oral argument, the Appellate Review Panel may thereupon conduct, at a convenient time, deliberations outside the presence of the parties and their representatives. Failure of the practitioner to appear personally and to proceed at such a proceeding without good cause, shall be deemed to constitute voluntary acceptance of the report and decision of the Judicial Review Committee. If the practitioner requested appellate review, the report and decision of the Judicial Review Committee, that report and decision shall be considered the final recommendation of the Executive Committee and shall then be forwarded to the Board for review. The Board of Directors shall exercise its authority under this Section in accepting or rejecting the recommendation of the Executive Committee in accordance with applicable Requirements, including, without limitation, any applicable deference to the Professional Staff. If the Executive Committee requested

appellate review, the Appellate Review Panel shall proceed under this Section G-5 and reach a decision based on the record of the prior hearing and information and argument submitted by the Executive Committee under this Section.

d. Decision.

The Appellate Review Panel shall determine whether the Bylaws and procedures governing the hearing were complied with, whether any prejudice resulted from any deviations from the hearing process, whether any interpretation or application of any bylaw provision was reasonable, and whether the decision it is reviewing was supported by substantial evidence. The Appellate Review Panel, after reviewing the record and arguments of the parties, may affirm, modify or reverse the recommendation. The Appellate Review Panel also may remand the matter for further consideration of designated issues. In such instance the recommendations as to the designated issues may be reviewed by the Appellate Review Panel, in accordance with the procedures of this subsection, but following an expedited time frame, if feasible. The decision shall specify the reasons for the action taken and provide findings of fact and conclusions articulating the connection between the evidence produced at the hearing and the appeal, (if any), and the decision reached, if such findings and conclusions differ from that of the Judicial Review Committee.

The Appellate Review Panel shall deliver copies of the decision to the Board of Directors, the practitioner and to the Executive Committee and Hospital Administrator by personal delivery, by First Class mail or by certified mail, return receipt requested or other method confirming receipt.

e. Decision by the Board of Directors.

Following receipt of the decision of the Appellate Review Panel, the Board of Directors shall consider the recommendation and report and shall render its decision in the matter in accordance with its fiduciary duties. The Board of Directors shall give the recommendation of the Appellate Review Panel great weight but shall not be bound by such recommendation. The decision of the Board of Directors in the matter shall be final. The Board of Directors shall notify the practitioner, the Executive Committee and the Hospital Administrator of its decision in writing, by personal delivery, by First Class mail or by certified mail, return receipt requested or other method to confirm receipt.

SECTION G-6. RIGHT TO ONE HEARING.

Notwithstanding any other provision of these Bylaws, no practitioner shall be entitled as a right to more than one judicial, evidentiary hearing and one appellate review on any matter which shall have been the subject of any action or recommendation giving rise to a hearing under Article G.

SECTION G-7. JOINT HEARING AND APPEAL FOR KFH HOSPITALS.

a. Joint Hearing and Appeal for KFH Hospitals.

1. Joint Hearing.

A. Whenever a practitioner is entitled to a hearing at the Hospital and one or more other KFH Hospitals based on the same or substantially similar acts, events, or circumstances, a single joint hearing may be conducted, at the sole discretion of the Executive Committees of the involved KFH Hospitals. The hearings shall be conducted in accordance with the hearing procedures set forth in these Bylaws, to the extent that these provisions are consistent with the other KFH Hospital's Bylaws. If the Bylaws are not consistent on an aspect of hearing procedure, then the parties shall agree on which bylaws provisions shall apply to that procedural aspect. If the parties cannot reach agreement, then the Hearing Officer shall determine which hearing procedure applies. The Chief of Staff at the Hospital and at each participating KFH Hospital shall appoint one member of the Judicial Review Committee, which shall consist of representatives of members of the Professional Staff of the Hospital and of other KFH Hospitals whose action is the subject of the hearing. The Judicial Review Committee shall in all cases consist of an odd number of members to avoid deadlocked recommendations. The Chiefs of Staff of the Professional Staff of the Hospital and participating KFH Hospitals shall agree on additional appointments to reach an odd number of members on the Judicial Review Committee. The Chiefs of Staff shall also agree on alternate members of the committee, as they deem necessary. The Judicial Review Committee shall otherwise be subject to the qualifications for membership set forth in these Bylaws.

B. In the event there is such a joint hearing, the Judicial Review Committee shall report its recommendation to the Board on behalf of the Hospital and other KFH Hospitals that participate in the joint hearing.

2. Joint Appeal. Should the practitioner or the Executive Committees of one or more KFH Hospitals wish to request appellate review, the provisions of Section G-5 shall apply. In the case of an appellate review of a joint hearing, the Appellate Review Panel must include at least one member of the Professional Staff of the Hospital and each participating KFH Hospital. The Appellate Review Panel may consist of more than three members to meet this requirement but must consist of an odd number of members to avoid deadlock.

SECTION G-8. REAPPLICATION AFTER END OF HEARING PROCEDURE.

Upon completion of the hearing and appeals procedure, or upon waiver thereof, the practitioner whose membership and/or Privileges have been terminated shall be ineligible to apply for staff membership for at least thirty-six (36) months, unless the Executive Committee chooses to consider the reapplication at an earlier date.

SECTION G-9. EXCEPTIONS TO HEARING RIGHTS.

a. Actions based on failure to meet the Minimum Qualifications.

A practitioner shall not be entitled to any formal hearing or appellate review rights if his or her membership, application or request is denied, suspended, or terminated, because of his or her failure to meet minimum qualifications for membership or Privileges as established under these Bylaws.

b. Automatic Suspension.

A practitioner shall not be entitled to any formal hearing for any matter related to an automatic suspension under Section F-4, except as otherwise specified.

c. Allied Health Professionals.

The provisions of Article G of these Bylaws shall not apply to the Allied Health Professionals, except where required by law.

ARTICLE H: ALLIED HEALTH PROFESSIONALS

SECTION H-1. GENERAL

a. Allied Health Professionals shall be assigned to an appropriate department and shall participate in patient care under the direction of members of the Professional Staff in that department. Allied Health Professionals may take independent action affecting patient care, within the scope of their licensure/certification, competence, and authorization. Where statutes, regulations, or joint agreements govern the activities of such personnel within the Hospital, these sources of authority shall limit the scope of practice. An Allied Health Professional's Privileges shall automatically terminate if the Allied Health Professional is no longer under a supervision arrangement with a member of the Professional Staff in that Department. Additional guidelines may be adopted by the Executive Committee upon advice of the Credentials and Privileges Committee and interested departmental chiefs.

b. Allied Health Professionals shall not be eligible for Professional Staff membership nor vote in Professional Staff elections. Except as specified below, their authorization to serve hospitalized patients may be terminated or curtailed without entitlement to a hearing or appeals under Article G.

However, Allied Health Professionals shall have the right to challenge any action that would constitute grounds for a hearing under Article G by filing a written notice with the Executive Committee within fifteen (15) days of the action. Upon receipt of such notice, the Executive Committee shall conduct an investigation that affords the Allied Health Professional an opportunity for an interview concerning the notice. The interview shall not constitute a "hearing" and need not be conducted according to the procedural rules applicable to hearings under Article G of these Bylaws. Before the interview, the Allied Health Professional shall be informed of the general nature of the circumstances giving rise to the action and he or she may present relevant information at the interview. A record of the interview shall be made and a decision on the action shall be made by the Executive Committee.

Notwithstanding the foregoing, licensed clinical social workers, marriage and family therapists, and any other Allied Health Professional licensed to practice in California and deemed to be a "licentiate" or "healing arts practitioner" pursuant to California Business and Professions Code Section 809(b) shall be entitled to the same notice and hearing rights as members of the Professional Staff.

c. An applicant for Privileges as an Allied Health Professional shall submit a written application, which includes information regarding professional qualifications, work history including past professional practice and hospital affiliations, current license status, professional liability protection, personal and professional references, condition of mental and physical health, and any pending or previous malpractice claims, settlements and judgments or loss of or challenge to licensure, certification, or privileges at any hospital or other health care organization. Applicants shall also agree in writing to be governed by the Bylaws and Rules and Regulations of the Hospital and of the Professional Staff. The above information, along with a request for delineated Privileges within the particular category of Allied Health Professional for which application is being made, shall be reviewed and approved by the chief of the appropriate department. The Credentials and Privileges Committee, upon the recommendation of the chief of the department, shall review the application, and recommend to the Executive Committee the Privileges to be granted to the applicant.

   The Executive Committee, if it approves the application, shall make its recommendation to the Board of Directors.

d. An applicant whose request for specific Allied Health Professional privileges is pending may be granted Temporary Privileges as provided in Section E-6. The chief of the appropriate department shall conduct a review, at least every two years, of the qualifications and performance of each Allied Health Professional and may at any time recommend to the Credentials and Privileges Committee that the Privileges of the Allied Health Professional be continued, extended, limited, or revoked consistent with the Allied Health Professionals scope of practice. Such action shall be considered by the Credentials and Privileges Committee and a recommendation made to the Executive Committee. The Executive Committee shall determine the delineation of Privileges to be granted for the subsequent two years and submit its recommendation to the Board of Directors for approval.

ARTICLE I: CLINICAL ORGANIZATION

SECTION I-1. CLINICAL DEPARTMENTS.

Every member of the Professional Staff shall be assigned to a clinical department. The clinical organization of the Professional Staff shall consist of the following departments and such other departments as the Executive Committee may establish.

a. Anesthesiology

b. Cardiology

c. Emergency

d. Head and Neck Surgery

e. Internal Medicine

f. Neurology

g. Neurosurgery

h. Obstetrics-Gynecology

i. Ophthalmology

j. Orthopedics

k. Pathology

l. Pediatrics

m. Psychiatry

n. Radiology

o. Surgery

p. Trauma

q. Urology

SECTION I-2. ORGANIZATION OF DEPARTMENTS.

a. Department Chiefs.

Each major department shall be administered by a Department Chief who is qualified for full Privileges in the department and is certified by the appropriate specialty board or has demonstrated, through the privilege delineation process, that the person possesses comparable competence. In addition, each department may have one or more Assistant Department Chiefs, similarly qualified, who are selected by and serve at the discretion of the Department Chief.

b. Department Chief Term of Office.

Each Department Chief shall serve a term of six [6] years. Each Department Chief shall hold office until December 31 of the year in which his or her term expires, or until his or her successor shall be appointed and take office.

c. Appointment and Removal of Department Chiefs.

Department Chiefs shall be appointed by the Chief of Staff upon the recommendation of the Executive Committee. Removal of such Department Chiefs may be initiated by a

majority vote of all Active and Administrative Staff members of the department effective when concurred in by the Executive Committee. Cause for removal of a Department Chief shall be any of the following: (1) failure to perform the duties of the office, as described herein; or (2) failure to meet or continue to meet the qualifications of a Department Chief, as described herein; or (3) the inability to serve effectively in the role as a Department Chief. Suspension from office for cause may be instituted at any time by the Chief of Staff or Executive Committee. Such suspension action will be reviewed by the Executive Committee, and removal from office shall be acted upon by the Executive Committee.

d. Responsibility of Chief of Staff in Clinical Organization.

The Chief of Staff shall maintain general supervision over the activities of the various departments and over professional care and treatment provided in the Hospital but shall rely upon the various Department Chiefs for detailed supervision of professional care and treatment within the jurisdiction of the various departments.

e. Responsibility of Department Chief.

Each Department Chief shall be responsible to the Chief of Staff for the functioning of his or her department and its sections and shall have general supervision over the clinical work within his or her department. Specifically, each Department Chief is responsible for the professional and administrative activities within the department, including:

1. The continuing surveillance of the professional performance of all individuals who have delineated Privileges within that department;

2. Requesting from a Practitioner whatever information is necessary to assess the current competence of a Practitioner, which shall include health information relevant to the Practitioner's ability to exercise the Privileges he or she has requested;

3. The continuous assessment and improvement of the quality of care, treatment, and services provided;

4. Recommending the criteria for Privileges in the department;

5. Recommending Privileges for each Practitioner having Privileges in the department and others seeking Privileges in the department, and periodic renewal of such Privileges;

6. Recommending appointment and periodic reappointment of department members;

7. The integration of the department into the primary functions of the organization;

8. The coordination and integration of the interdepartmental and intradepartmental services;

9. The development and implementation of policies and procedures that guide and support the provision of services;

10. Recommending a sufficient number of qualified and competent persons to provide care;

11. Determining the qualifications and competence of department personnel who are not privileged and who provide patient care services;

12. The maintenance of quality control programs, as appropriate;

13. The orientation and continuing education of all persons in the department;

14. Recommending space and other resources needed by the department;

15. Assessing and recommending to the relevant hospital authority off-site sources for needed patient care services not provided by the department or the Hospital; and,

16. Ensuring implementation of the credentialing and privileging rules and regulations and policies of the Professional Staff of the Hospital

f. Responsibility of Assistant Department Chief.

Assistant Department Chiefs are responsible to and shall assist the Department Chief in the performance of his or her duties and shall assume the duties of the Department Chief in his or her absence or during periods when he or she is unable to serve.

g. Membership in a clinical department is contingent upon continued qualification for Professional Staff membership. A member of the Professional Staff shall be a member of one clinical department. He or she must be well skilled in the specialty within which the major professional work of the department falls, and a substantial part of his or her medical practice shall be devoted to such specialty. A member of a clinical department shall not be required to confine his or her hospital practice to a single specialty. The Practitioner shall attend the required number of meetings as stipulated in Article C.

SECTION I-3. DEPARTMENTAL MEETINGS.

Each department shall hold meetings regarding the quality and appropriateness of medical care and treatment of patients within its jurisdiction. Meetings shall be held monthly for at least ten months of the year or less frequently upon prior approval of the Executive Committee. In no case shall meetings be held less than quarterly. A written record shall be kept of each departmental meeting including a record of those in attendance, any conclusions, recommendations and/or actions taken. Such written record shall be made part of the permanent record of the Professional Staff. Attendance at meetings of a clinical department shall not relieve members of their obligation to attend other meetings of the Professional Staff.

ARTICLE J: OFFICERS

SECTION J-1. OFFICERS.

Only members of the Active Staff or Administrative Staff shall serve as officers. The officers of the Professional Staff and their terms of office shall be:

a. The Chief of Staff: six [6] years

b. The Assistant Chief of Staff: six [6] years

c. The Staff President: One [1] year

d. The Vice President [President Elect]: One [1] year

e. The Staff Secretary and Other Officers Designated by the Professional Staff]: One [1] year

f. Department Chiefs (*See* Article I, above, regarding selection, removal, and duties of Department Chiefs.)

If the Executive Committee so recommends, the Professional Staff may elect such other officers as needed.

SECTION J-2. SELECTION OF OFFICERS.

The officers of the Professional Staff listed in a-f above shall be selected as follows:

a. Chief of Staff.

The Chief of Staff shall be a physician member of the Professional Staff. The Chief of Staff shall be elected by the eligible voting members of the Professional Staff pursuant to the procedure described in this Section J-2. The Chief of Staff shall hold office until December 31 of the year in which his or her term expires or until his or her successor is selected and takes office, whichever occurs first. If a Chief of Staff does not complete his or her term, the successor shall take office as soon as possible.

b. Assistant Chief of Staff.

The Assistant Chief of Staff shall be a physician member of the Professional Staff appointed by the Chief of Staff and shall hold office until his or her successors are appointed. The Assistant Chief(s) of Staff shall hold office until December 31 of the year in which his or her term expires or until his or her successor is selected and takes office, whichever occurs first.

In the event of temporary absences of the Chief of Staff, the Assistant Chief of Staff shall serve as Chief of Staff during such absences. Upon the death, permanent incapacity, termination, or resignation of the Chief of Staff, the Assistant Chief of Staff shall serve until a Chief of Staff is elected and takes office. If there is more than one Assistant Chief of Staff, the Chief of Staff shall designate an Assistant Chief of Staff to serve as Chief of Staff during the above-noted situations. Should the Chief of Staff fail to designate a successor, the Assistant Chief of Staff shall serve as Chief of Staff.

c. Staff President.

The Staff President shall be elected by the eligible voting members of the Professional Staff pursuant to the procedure set forth in this Section and shall take office commencing January 1 of the following calendar year, and shall continue in office until December 31 of

the year in which his or her term expires or until his or her successor is elected and takes office, whichever comes first. In the event that, for any reason, a vacancy shall occur in this office, the Executive Committee shall appoint a successor.

d. Vice President.

The Vice President [President Elect] shall be elected by the eligible voting members of the Professional Staff pursuant to the procedure set forth in this Section and shall take office commencing January 1 of the following calendar year and shall continue in office until December 31 of the year in which his or her term expires or until his or her successor is elected and takes office, whichever comes first. A vacancy that occurs in the office of the Vice President shall be filled through appointment by the Executive Committee. The officer so appointed shall hold office during the unexpired term of his or her predecessor.

e. Staff Secretary and Other Officers Designated by the Professional Staff.

The Staff Secretary and other officers as the Professional Staff may designate shall be elected by the eligible voting members of the Professional Staff pursuant to the procedure set forth in this Section and shall take office commencing January 1 of the following calendar year and shall continue in office until December 31 of the year in which his or her term expires or until his or her successors shall be elected and accept office. A vacancy that occurs in the office of the Staff Secretary and other officers designated by the Professional Staff shall be filled through appointment by the Executive Committee. The officer so appointed shall hold office during the unexpired term of his or her predecessor.

f. Procedure for Electing Professional Staff Officers.

Any Professional Staff Officer elected by the Active and Administrative Staff shall be nominated and elected according to the following procedure. An ad hoc nominating committee will be appointed by the Chief of Staff and will consist of five individuals, including the Chief of Staff. The committee composition shall be selected by the Chief of Staff from the current Professional Staff members of the Executive Committee. The Chief of Staff shall chair the nominating committee, which shall review candidates meeting the qualifications of office as described in these Bylaws and select a single candidate for nomination. The Chief of Staff will convene the nominating committee to begin the selection process within one hundred twenty (120) days before the expiration of the Professional Staff officer's term. The candidate will be presented to the Professional Staff for election via email ballot sent by the Chief of Staff's office for a vote and the outcome shall be determined by a majority of votes cast by email ballot that are returned to the Chief of Staff's office within fifteen (15) days after the distribution of the ballots. If the nominated candidate does not receive a majority of the votes cast, the nominating committee shall follow the process above to nominate another candidate.

SECTION J-3. DUTIES OF PROFESSIONAL STAFF OFFICERS.

a. Chief of Staff.

The Chief of Staff shall be responsible for the organization and conduct of the Professional Staff and provide for general supervision of the medical care of Hospital patients. He or she shall be an ex officio member, with voice and vote, of all committees and shall perform such other duties as the Professional Staff or the Executive Committee shall designate. He or she shall act in coordination and cooperation with the Hospital Administration in matters of mutual concern within the Hospital. The Chief of Staff shall serve as the Chairperson of the Executive Committee. The Chief of Staff shall appoint, with Executive Committee approval, the chairpersons and committee members of all standing and special Professional Staff committees, except where otherwise provided by these Bylaws and Rules and Regulations. He or she shall represent the views, policies, needs and grievances of the Professional Staff to the Hospital Administrator and the Board of Directors. He or she shall impart the policies of the Board of Directors to the Professional Staff. He or she shall be spokesman for the Professional Staff in professional and public relations. The Chief of Staff shall supervise the enforcement of these Bylaws and Rules and Regulations.

b. Assistant Chief of Staff.

The duties of the Assistant Chief of Staff shall be as follows: (1) those functions delegated by the Chief of Staff, and (2) to serve as Chief of Staff in his or her temporary absence. If there is more than one Assistant Chief of Staff, the Chief of Staff shall designate an Assistant Chief of Staff to serve as Chief of Staff during the Chief of Staff's temporary absence. Should the Chief of Staff fail to designate a particular Assistant Chief of Staff, the Assistant Physician in Charge of Risk Management, Patient Safety shall serve as Chief of Staff.

c. Staff President.

The Staff President shall have primary responsibility for the administrative aspects of the Professional Staff. He or she shall call, preside at, and be responsible for the agenda of all general and special meetings of the Professional Staff. He or she shall appoint, with Executive Committee approval, the chairpersons and committee members of all standing and special Professional Staff committees, except where otherwise provided by these Bylaws and Rules and Regulations. He or she shall render such assistance to the Chief of Staff as requested and shall perform such other duties as the Professional Staff or Executive Committee shall designate.

d. Vice President.

The Vice President [President Elect] shall assist the Staff President in the performance of his or her duties, and in the absence or disability of the Staff President, shall perform his or her duties, and shall have such other duties as the Professional Staff, Executive Committee, or Staff President shall designate.

e. Staff Secretary.

The Staff Secretary shall be responsible for maintaining a permanent written record of Professional Staff meetings and of meetings, major actions, and decisions of the Executive

Committee, and shall supervise the keeping of all other committee records required by Article K and all clinical service records required by Article I. He or she shall maintain a roster of Professional Staff members. He or she shall cause to be maintained a record of attendance at all departmental staff and committee meetings and report such attendance to the Executive Committee. He or she shall conduct such correspondence as the Professional Staff shall require, and perform such other duties as the Professional Staff, the Executive Committee, the Chief of Staff, or the Staff President shall designate.

SECTION J-4. REMOVAL OF STAFF OFFICER.

a. The Staff President, Vice President, and Staff Secretary shall be subject to removal from office by two-thirds vote of the Executive Committee, or by vote of two-thirds of the Active and Administrative Staff members at a special staff business meeting convened for that purpose. Action for removal may be initiated by the Executive Committee or upon written request of twenty percent (20%) of the members eligible to vote for officers. An Assistant Chief of Staff shall be subject to removal from office at the discretion of the Chief of Staff.

b. Removal of the Chief of Staff prior to completion of his or her appointed term may be accomplished by a two-thirds majority vote of the Active and Administrative Staff members. Voting on removal of a Chief of Staff shall be by secret written mail ballot. The written mail ballots shall be sent to each voting member at least twenty-one (21) days before the voting date and the ballots shall be counted by the Staff Secretary.

c. An officer who has been removed from office is not entitled to a hearing pertaining to such action.

d. Cause for removal of an officer shall be any of the following: (1) failure to perform the duties of the office, as described herein; or (2) failure to meet or continue to meet the qualifications of an officer, as described herein; or (3) the inability to serve effectively in the role as an officer.

ARTICLE K: COMMITTEES

SECTION K-1. GENERAL.

a. Designation and Approval of Actions.

The committees described in this Article shall be the standing committees of the Professional Staff. Unless otherwise specified, the members of such committees and the Chairpersons of such committees shall be appointed by the Chief of Staff, subject to the Executive Committee's approval. All committee actions require Executive Committee approval except as otherwise designated in these Bylaws.

b. Composition of Committees – Quorum.

Except for the Executive Committee, the composition of which is specified in Section K-2, each committee shall consist of such number of members as the Chief of Staff shall appoint, but ordinarily not less than three, a majority of whom shall be selected from the Active and Administrative Staff. The Chief of Staff and the Hospital Administrator or their

designees shall serve in an ex officio capacity on all committees with voice and vote. Committees reviewing clinical performances or related records shall include representation of the Nursing Department. Other non-physician committee members shall consist of departmental representatives serving on those committees concerned with their respective areas of concentration. They shall be appointed by the Hospital Administrator, confirmed by the Executive Committee, and shall have voice and vote.

c. Quorum.

A quorum of fifty percent of the voting membership shall be required for Executive and Credentials and Privileges Committee meetings. For other committees, a quorum shall consist of one-third of the voting members of a committee but in no event less than two (2) voting members.

d. Conduct of Meeting.

Unless otherwise specified, meetings should be conducted according to Robert's Rules of Order Newly Revised. Technical or non-substantive departures from such rules shall not invalidate action taken at such a meeting.

e. Appointment and Term of Office.

Committee chairpersons shall be members of the Active and Administrative Professional Staff. They shall be appointed by the Chief of Staff with Executive Committee approval]. Other members of standing committees, including members of the Executive Committee, shall be appointed or reappointed annually by the Chief of Staff, subject to Executive Committee approval. Committee members, including members of the Executive Committee, may be terminated by the Chief of Staff, upon recommendation of the committee chairperson, for cause. Participation by all committee members shall be reviewed annually by the Chief of Staff. Unless otherwise specified, vacancies on any committee shall be filled in the same manner in which original appointment to such committee is accomplished.

f. Committee Minutes.

Each committee shall keep permanent minutes of its proceedings, of the persons attending each meeting, and the result of the vote on each matter upon which a vote is taken. Committee minutes shall be kept in such manner and form as the Chief of Staff shall designate. Committees shall report relevant concerns and findings to the various departments. As specified by Section K-2, all committee minutes shall be provided to the Executive Committee for review and approval of all recommendations and actions taken.

g. Voting.

Except as otherwise specified, the action of a majority of the members present and voting at a meeting at which a quorum is present shall be the action of the group. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members. Any action taken must be approved by at least a majority of the required quorum for such meeting. Committee action may be taken by telephone or video

conference or email which shall be deemed to constitute a meeting for the matters discussed in that telephone or video conference or email. A committee may act without a meeting if a written description of the action is signed by a majority of members entitled to vote. All committee members, including those not members of the Professional Staff, shall have voice and vote.

h. Provision for Committees.

The functions of two or more standing committees of the Professional Staff may be combined upon approval of the Executive Committee. Committees shall submit reports to the Board of Directors, through the Executive Committee, as requested.

The standing committees of the Professional Staff shall be:

1. Executive Committee
2. Credentials and Privileges Committee
3. Graduate Medical Education Committee
4. Health Information Management Committee
5. Infection Prevention and Control Committee
6. Interdisciplinary Practice Committee
7. Pharmacy and Therapeutics Committee
8. Professional Staff Well-Being Committee
9. Quality Council
10. Research Committee
11. Resource Utilization Management Committee
12. Special Committees

SECTION K-2. EXECUTIVE COMMITTEE.

The Executive Committee shall consist of the Chief of Staff, who shall be chairperson of the committee; Staff President, other Professional Staff officers as applicable; Department Chiefs as defined in Section I-2, the Hospital Administrator or designee and the Chief Nurse Executive. Ex officio members may be appointed by the Chief of Staff with approval of the Executive Committee. Ex officio members shall be members of the Professional Staff or Hospital Administration. The Executive Committee is responsible to ensure the proper functioning of all departments, committees and other activities of the Professional Staff and to monitor the effectiveness of Professional Staff activities. The Executive Committee shall coordinate the activities and general policies of the various departments, implement Professional Staff policies, and act for the Professional Staff as a whole in the intervals between Professional Staff meetings under such

limitations as may be imposed by the Professional Staff with respect to both business and clinical matters. It shall receive and act upon reports and recommendations of departments, committees, and other groups performing services under the Bylaws of the Professional Staff, including tissue review. It shall be responsible for the organization of the performance improvement and patient safety activities of the Professional Staff, as well as the mechanisms used to conduct, evaluate, and revise such activities. It shall make recommendations to the Board of Directors on Staff appointments, reappointments, requests for and delineation of Privileges, disciplinary action, and the mechanism for the review of the foregoing, including the processes used to review credentials. The Executive Committee shall establish, as necessary, such ad hoc committees that will fulfill particular functions for a limited period of time and will report directly to the Executive Committee. The Executive Committee shall meet at least once a month during ten (10) months of the year and maintain a permanent record of its proceedings and actions. It shall report at each regular Professional Staff meeting and submit periodic reports to the Board of Directors at least quarterly and as requested.

SECTION K-3. CREDENTIALS AND PRIVILEGES COMMITTEE.

The Credentials and Privileges Committee shall meet as frequently as necessary and at least quarterly and shall review, investigate, and evaluate the credentials of all applicants for membership and/or Privileges, and maintain a continuing review of the qualifications and performance of all members of the Professional Staff and Allied Health Professionals. It shall consider and make recommendations regarding appointment, proctoring, renewal, classification, and delineation of Privileges and changes therein, as required by these Bylaws. In addition, if requested by the Executive Committee, the committee shall investigate and report on matters involving any breach of professional standards by Professional Staff members or Allied Health Professionals. The committee shall report to the Executive Committee at least quarterly.

SECTION K-4. GRADUATE MEDICAL EDUCATION COMMITTEE.

The Graduate Medical Education Committee shall meet at least annually and recommend standards for training House Staff, fellows, residents, and students, as applicable. The Committee shall correlate the House Staff training program (and other student training programs, as applicable) with other Kaiser Foundation Hospitals in the Region. The committee, in conjunction with and reporting through the Executive Committee, shall be responsible to the Hospital Administrator for recruiting House Staff and shall maintain general supervision of all matters pertaining to House Staff and their training. Although it is recognized that the recruitment and training of House Staff is primarily the responsibility of the department chiefs concerned, the final decision as to employment of House Staff shall be the responsibility of the Hospital Administrator.

SECTION K-5. HEALTH INFORMATION MANAGEMENT COMMITTEE.

The Health Information Management Committee shall meet at least quarterly. The committee shall oversee compliance with Hospital policies and rules and regulations regarding Hospital medical records, including completeness of data and information, accuracy, timeliness, legibility and authentication of entries. The committee shall be responsible for the review and approval of all forms intended for inclusion in the medical record. Committee membership shall include members of the Professional Staff, the Director of Health Information Management, a representative from

nursing and representatives of other ancillary services as deemed appropriate. The committee shall report to the Executive Committee at least quarterly.

SECTION K-6. INFECTION PREVENTION AND CONTROL COMMITTEE.

The Infection Prevention and Control Committee shall meet at least quarterly and shall report to the Executive Committee at least quarterly. It shall develop a system for surveillance, prevention and control of infections, identifying, and analyzing the incidence and cause of nosocomial infections, including assignment of responsibility for the ongoing collection and analysis of such data, as well as for required follow-up action. The committee shall develop and implement a preventive and corrective infection control program designed to minimize infection hazards, including establishing, reviewing, and evaluating aseptic, isolation, and sanitation techniques; provide advice on all proposed Hospital construction; develop written policies defining special indications for isolation requirements in relation to the medical condition involved; review and/or act upon findings from such review of clinical use of antibiotics. The committee chairperson shall have authority to institute any appropriate control measure or studies when there is reason to conclude that there exists within the Hospital a danger to patients and/or others from infection. The committee membership shall include, but not be limited to, the Hospital Infection Control Officer and/or Epidemiologist, members of the Professional Staff, and representatives from Nursing Service, including infection control personnel. Representatives from Operating Room, Laundry, Environmental Services, Dietary, Engineering/Maintenance, and Pharmacy shall participate at least on a consultative basis.

SECTION K-7. INTERDISCIPLINARY PRACTICE COMMITTEE.

The Interdisciplinary Practice Committee shall meet at least annually and as necessary to establish the functions and procedures which require the formulation and adoption of standardized procedures in order for them to be performed by registered nurses in the Hospital. The committee shall establish, approve, and monitor the performance of standardized procedures by registered nurses and the practice of licensed or certified health arts professionals who are not members of the Professional Staff but are granted Privileges, upon committee recommendation. It shall recommend policies and procedures for the conduct of its business and regarding authorization of employed staff registered nurses to perform the identified functions and/or procedures.

The Committee membership shall include the Hospital Administrator or designee, the Nurse Executive, and an equal number of registered nurses and physicians as approved by the Executive Committee.

SECTION K-8. PHARMACY AND THERAPEUTICS COMMITTEE.

The Pharmacy and Therapeutics Committee shall meet at least quarterly and shall report to the Executive Committee at least quarterly. The committee shall be responsible for the development and surveillance of the drug therapy and utilization policies and practices in the Hospital in order to promote satisfactory drug therapy outcomes and clinical results, while minimizing the potential for hazards. The committee membership shall consist of representatives of the Professional Staff, one of whom shall be the chairperson, the Chief Hospital Pharmacist, a representative from the Nursing Service, and a representative from Hospital administration. Members of the Professional Staff shall provide leadership for the development of quality measurement, assessment, and

improvement activities regarding medication management and medication error reduction. The committee shall participate in the development, annual review and approval of the Medication Error Reduction Plan. Other performance improvement activities related to the use of medications shall include activities for (a) prescribing, ordering, preparing, dispensing, and the administration of medications; and (b) monitoring the effects of medications on patients. The committee shall (1) assist with the formulation of broad professional policies regarding the evaluation, selection, storage, distribution, use, safety procedures, administration and other matters relating to drugs and diagnostic testing materials in the Hospital; (2) advise the Professional Staff on matters pertaining to the choice of available drugs; (3) define and evaluate all significant untoward drug reactions; (4) make recommendations concerning drugs to be stocked throughout the Hospital; (5) evaluate all standardized drug procedures and pre-printed drug orders; (6) develop and maintain a current formulary or drug list for use in the Hospital; (7) evaluate clinical data concerning new drugs; (8) coordinate and conduct drug usage evaluation activities; and, (9) establish standards and approve protocols concerning the use and control of investigational drugs and of research in the use of approved drugs.

SECTION K-9. PROFESSIONAL STAFF WELL BEING COMMITTEE.

The Professional Staff Well Being Committee shall meet as frequently as necessary to promote the recognition and treatment of Professional Staff members and Allied Health Professionals impaired by chemical dependency and/or other physical or mental illness. The committee shall assist such members to obtain necessary treatment and/or rehabilitation services. It shall monitor the progress of such treatment and adherence to the treatment program.

The committee shall invite self-referrals and referrals from others. It shall also consider general matters related to the health and well-being of the members of the Professional Staff and will develop educational programs or related activities for staff.

The activities of the committee shall be confidential. Reports shall summarize the general activities of the committee but shall not divulge the names or specific treatment programs of any individuals who are being or have been monitored by the committee. If a participant does not comply with the treatment program, or if information received by the committee indicates that the health or known impairment of a Professional Staff member poses a risk of harm to patients, staff, or others, that information shall be referred to the appropriate Department Chief, Chief of Staff, Hospital Administrator, and the Chair of the Credentials and Privileges Committee.

The committee shall not include members of the Professional Staff who serve on the Executive Committee. Committee membership will be encouraged from physicians who treat chemical dependency issues, Professional Staff members who have been successful in their own recovery from chemical dependency, and other interested and compassionate members of the Professional Staff. The committee shall report to the Board of Directors at least quarterly through the Executive Committee.

SECTION K-10. QUALITY COUNCIL.

The Quality Council shall meet as frequently as necessary, but at least quarterly, and shall develop and implement a Hospital-wide Quality Improvement Program, subject to Executive Committee and Board of Directors approval to assure the provision of acceptable patient care through ongoing

monitoring and evaluation of such care. The committee shall evaluate the quality and safety of patient care through ongoing monitoring and analysis of data and performance improvement activities. Committee functions shall include, but need not be limited to, coordinating departmental quality and performance improvement activities, collecting appropriate data for the quality improvement function, identifying problem areas in health care or clinical performance, monitoring the programs designed to evaluate the quality and appropriateness of care, monitoring and evaluating the effectiveness of corrective actions taken, and identifying opportunities to improve health care. The committee shall be multidisciplinary. Membership shall include, but need not be limited to, representatives of clinical departments and the Department of Nursing, the Quality Coordinator, and a representative of Hospital Administration. The committee shall facilitate the preparation of a report of the Hospital's quality assessment and improvement activities to be submitted to the Board of Directors at least quarterly through the Executive Committee.

SECTION K- 11. RESEARCH COMMITTEE.

The Research Committee shall have jurisdiction over research projects being carried on at the Hospital and shall receive, review, evaluate, and make recommendations with respect to requests or suggestions regarding proposed research projects or clinical trials. The committee shall direct all research involving human subjects to the Institutional Review Board of Kaiser Foundation Hospitals in the Region for approval prior to commencement of the research. The committee shall be convened as needed to accomplish the assigned responsibilities.

SECTION K-12. RESOURCE UTILIZATION MANAGEMENT COMMITTEE.

The Resource Utilization Management Committee shall meet at least quarterly and shall oversee the review of services furnished by the Hospital and members of the Professional Staff. The Committee shall participate in activities related to utilization management, including but not limited to, determining the appropriateness of admissions and continued hospitalization, such the durations of stay, the timeliness and appropriateness of discharge planning, and professional services, including drugs and biologicals, furnished to hospitalized patients, and the medical necessity and timeliness of the services received and how such services affect quality of care. The committee shall promote the most efficient use of available facilities and services, working toward the assurance of continuity of care at the time of discharge. The utilization review shall comply with the requirements of applicable Federal and State health care reimbursement programs. The committee shall establish, follow, and periodically evaluate and update a Utilization Management Plan that shall be approved by the Executive Committee. The committee shall submit written reports to the Executive Committee at least quarterly summarizing the results of review activities, including recommendations and actions taken.

SECTION K-13. SPECIAL COMMITTEES.

a. Special committees may be appointed by the Chief of Staff, by the Executive Committee, or may be created by majority vote of the Active and Administrative Staff at any Professional Staff meeting to aid in carrying out the duties of the Professional Staff. Such committees shall confine their work to the purposes for which they are appointed.

b. Joint Liaison Committee.

Disputes between the Professional Staff and the Hospital ordinarily shall be resolved by Hospital Administration and elected representatives of the Professional Staff. To resolve any disputes that cannot be resolved by Hospital Administration and the Professional Staff, the Board and the Chief of Staff may agree to convene a Joint Liaison Committee composed of the Chief of Staff, Hospital Administrator, one person chosen by the Active and Administrative Staff, and two representatives of the Board of Directors. If a Joint Liaison Committee is convened, upon agreement of the Chief of Staff and at least one representative of the Board of Directors, a neutral mediator acceptable to both the Chief of Staff and at least one representative of the Board of Directors also may be engaged to assist in the resolution of the dispute. The Joint Liaison Committee shall meet on an ad hoc basis. Meetings may be called upon notification in writing by one member to all other members. A chairperson shall be elected for each meeting. Reports of the Joint Liaison Committee's deliberations or recommendations shall be made to the Board of Directors, to the Executive Committee, and to the Professional Staff. A Joint Liaison Committee shall not represent the exclusive method for resolving disputes between the Professional Staff and the Hospital.

ARTICLE L: STAFF MEETINGS

SECTION L-1. ANNUAL MEETING.

There shall be an annual meeting of the Professional Staff. The Chief of Staff shall present reports on actions taken during the preceding year and on other matters of interest and importance to the members. Notice of this meeting shall be given to the members at least fourteen [14] days prior to the meeting.

a. Agenda.

The agenda at the Annual Staff Meeting shall include, as far as possible:

1. Reading and acceptance of the minutes of the last regular and of all special meetings held since the last regular meeting.

2. Administrative reports, including results of quality review activities.

3. The election of officers when required by these Bylaws.

4. Recommendations for improving patient care within the Hospital.

5. New business.

The agenda at regularly scheduled meetings of the Professional Staff will follow the foregoing to the extent applicable to the business to be considered.

b. Quorum.

The presence of one-third of the total membership of the Active and Administrative Staff at any regular meeting shall constitute a quorum for doing business.

SECTION L-2. SPECIAL MEETINGS.

Special meetings may be held at any time, and may be called by the Executive Committee, Staff President, Chief of Staff or ten percent (10%) of the Active and Administrative Staff members may call a special meeting after notifying the Hospital Administrator or Chief of Staff not less than seven days, prior to the meeting. The notice shall state the time and place of the special meeting and describe its purpose and the nature of the business to be transacted. Notice may be sent by email or any method reasonably likely to give notice to members. If a majority of the Active and Administrative Staff is present and a majority of the total membership of the Active and Administrative Staff signifies its assent, any business, including business which would ordinarily be transacted at the annual meeting, may be transacted at a special meeting. Action on any such business shall require approval of a majority of the total number of members of the Active and Administrative Staff present and voting at the meeting.

SECTION L-3. VOTING.

Except as otherwise specified in these Bylaws, the action of a majority of the members present and voting at a meeting at which a quorum is present shall be the action of the group. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as may be required by these Bylaws.

a. Voting may be conducted by a show of hands, by voice vote, vote by mail, vote by email, or by secret ballot, as the Staff President, at his or her discretion shall designate. A secret, written ballot shall be required if duly moved and seconded prior to a vote.

b. A Professional Staff officer shall be responsible for counting the votes cast and for reporting the results.

SECTION L-4. MINUTES.

Minutes of all meetings shall be prepared and shall include a record of the attendance of members and the results of votes on each matter upon which a vote is taken. The minutes shall be signed by the Secretary and forwarded to the Executive Committee.

SECTION L-5. CONDUCT OF MEETINGS.

Unless otherwise specified, meetings should be conducted according to Robert's Rules of Order Newly Revised. Technical or non-substantive departures from such rules shall not invalidate action taken at such a meeting.

ARTICLE M: MISCELLANEOUS PROVISIONS

SECTION M-1. RULES AND REGULATIONS.

a. In addition to these Bylaws, the Professional Staff shall adopt such Rules and Regulations as may be necessary or desirable for the proper delivery of health care in the Hospital.

b. Each department may establish policies and procedures for its specialized practice. They shall be consistent with the Bylaws and Rules and Regulations of the Professional Staff and shall be subject to the approval of the Executive Committee.

SECTION M-2. ADOPTION, REVIEW AND AMENDMENT OF THE BYLAWS, THE RULES AND REGULATIONS AND POLICIES OF THE PROFESSIONAL STAFF.

a. Adoption.

The Bylaws and the Rules and Regulations of the Professional Staff may be adopted at any meeting of the Professional Staff by vote of a majority of the members of the Active and Administrative Staff present, or may be adopted by a majority of all members of the Active and Administrative Staff by subscription without a meeting.

b. Effective Date.

The Bylaws and the Rules and Regulations of the Professional Staff shall become effective upon approval by the Board of Directors, which approval shall not be unreasonably withheld, and shall replace all previous Bylaws and Rules and Regulations.

c. Review.

A review will be conducted by a standing or ad hoc committee designated by the Executive Committee as frequently as necessary, but not less often than every three (3) years to determine the need for amendments.

d. Amendments.

Amendment of the Bylaws and Rules and Regulations may be initiated by action of the Professional Staff, the Executive Committee, or the Board of Directors. No amendments shall be effective until approved by the Board of Directors, which approval shall not be unreasonably withheld.

1. Amendment of Bylaws by Professional Staff.

A. Amendments to the Bylaws may be proposed by written petition of twenty-five percent (25%) of the members of the Active and Administrative Staff submitted to the Executive Committee.

B. If any amendment is so proposed, a special committee shall be appointed by the Chief of Staff to consider such proposal. The committee shall report at the next regular meeting or at a special meeting called for the purpose of receiving such reports. The special committee shall present its recommendations as to the proposed amendment to the Active and Administrative Staff at the meeting or in writing prior to such meeting. Written notice of any such special meeting shall be sent to all members of the Active and Administrative Staff at least twenty (20) days in advance of the meeting.

C. The affirmative vote of a majority of the members of the Active and Administrative Staff present at the meeting shall be required before submitting the proposed amendment of the Bylaws of the Professional Staff to the Board of Directors.

2. Amendment of Rules and Regulations at Professional Staff Meetings.

Amendments to the Rules and Regulations may be submitted to vote at any regular meeting of the Professional Staff without prior notice, or at a special meeting duly called upon written notice containing the time and place of the meeting and the wording of the proposal, and sent to all members of the Active and Administrative Staff at least twenty (20) days prior to the meeting. Amendments to the Rules and Regulations shall be approved for submission to the Board of Directors upon the affirmative vote of a majority of the members of the Active and Administrative Staff present at the meeting.

3. Amendments to Bylaws and Rules and Regulations Initiated by the Executive Committee.

Proposed amendments to the Bylaws or the Rules and Regulations may be initiated by the Executive Committee whose proposals then shall be considered and voted upon at Professional Staff meetings or by ballot as described in Section M-2-d.4.

4. Bylaws and Rules and Regulations – Approval of Amendments by Ballot.

Proposed amendments to the Bylaws or the Rules and Regulations that have been either initiated by the Executive Committee or the Professional Staff pursuant to the procedures outlined above, shall be mailed to each Active and Administrative Staff member within sixty (60) days after the proposed changes are approved or received by the Executive Committee. The notice regarding the proposed changes shall include the exact wording of the proposed amendment(s) and a secret written mail or electronic mail ballot. In order to be counted, a ballot must be received by the Professional Staff office no later than thirty (30) days after the date the ballots were mailed or electronically mailed. A Professional Staff officer shall supervise the counting the ballots. The affirmative vote of a majority of the voting members casting valid ballots shall be required for staff approval of the amendment(s).

5. Initiation of Amendments by the Board of Directors.

Amendments to the Bylaws and Rules and Regulations may be proposed by the Board of Directors or by the Executive Committee of the Board. The proposed amendment(s) shall be communicated in writing to the Executive Committee of the Professional Staff which shall notify the members of the Professional Staff of the proposal. The Executive Committee shall solicit the response of the staff members and then advise the Board of Directors or its Executive Committee as to the views of the staff regarding the proposed amendment(s). If the staff appears

to oppose the proposed amendment(s), the Executive Committee may request a conference with representatives of the Board of Directors as selected by the Chairman of the Board. If the staff appears to favor the proposed amendment, the Executive Committee may arrange for a vote of the staff by ballot, as described in Section M-2.d.4. In no event, however, shall the consideration and action by the Executive Committee and Professional Staff exceed ninety (90) days from receipt by the Executive Committee of the amendment(s) proposed by the Board of Directors. After such ninety (90) days have elapsed, the Board of Directors may convene a joint conference between members of the Board of Directors appointed by the Chairman of the Board and members of the Professional Staff approved by the Executive Committee. Notwithstanding the above, neither the Board of Directors nor the Professional Staff shall unilaterally amend the Bylaws or the Rules and Regulations.

6. Technical Corrections.

   The Executive Committee has the power to adopt such corrections to the Bylaws and Rules and Regulations as are, in its judgment, technical modifications or clarifications, such as reorganization or renumbering, corrections necessary to correct punctuation, spelling, or other errors of grammar or expression, or inaccurate cross-references. The Executive Committee may delegate this responsibility to the Chief of Staff or designee. Substantive amendments are not permitted by this Section. Corrections may be effected by motion and acted upon in the same manner as any other motion before the Executive Committee. After approval, such corrections shall be communicated in writing to the Professional Staff and the Board of Directors. Such corrections are effective upon adoption by the Executive Committee and shall be permanent; provided, however, that they may be rescinded by vote of the Professional Staff or Board of Directors within ninety (90) days following adoption by the Professional Staff.

7. Urgent Amendment to Rules and Regulations.

   In the event that urgent action is required to comply with law or regulation, the Executive Committee is authorized to provisionally adopt a Rule or Regulation and forward it to the Board of Directors for approval and immediate implementation, subject to the following. If the Professional Staff did not receive prior notice of the proposed Rule and Regulation, the Professional Staff shall be notified of the provisionally adopted Rule and Regulation and the opportunity to request retrospective review of and comment on the provisionally-adopted Rule and Regulation. Retrospective review and comment shall be triggered by a written petition signed by at least twenty-five percent (25%) of the voting members of the Professional Staff. In that event, the provisionally adopted and approved Rule and Regulation shall remain effective until such time as a superseding Rule or Regulation is adopted.

8. Professional Staff Policies and Procedures.

By this Section, the Professional Staff delegates to the Executive Committee the authority to initiate, adopt, and/or amend those Professional Staff Policies and Procedures it deems necessary for the proper conduct of the Professional Staff's work. Proposals for the adoption or amendment of Professional Staff Policies and Procedures may be initiated by the Executive Committee or submitted to the Executive Committee by the Chief of Staff or upon timely written petition signed by at least twenty-five percent (25%) of the voting members of the Professional Staff. Proposals for the adoption and amendment of Professional Staff Policies and Procedures may be effected by motion and acted upon in the same manner as any other motion before the Executive Committee. Following adoption, such Policies and Procedures will become effective upon approval of the Board of Directors, which approval must not be withheld unreasonably. If approval is withheld, the reasons for doing so will be specified by the Board of Directors in writing and will be forwarded to the Chief of Staff and the Executive Committee. Once approved by the Board of Directors, the Professional Staff shall be notified and the revised Policies and Procedures.

9. Conflict Management.

There is a defined process to manage and resolve conflicts between the Professional Staff and the Executive Committee regarding proposal to adopt Professional Staff Rules and Regulations and Professional Staff Policies and Procedures, and amendments thereto. Such conflicts may be identified by a petition signed by at least twenty-five percent (25%) of the voting members of the Professional Staff. When such conflicts are identified, the Chief of Staff must call a Special Meeting of the Professional Staff, as provided in Section L-2 of these Bylaws. The sole subject for any such Special Meeting shall be the issue in conflict, which shall be resolved as provided in Section L-2 of these Bylaws.

SECTION M-3. DUES OR ASSESSMENTS

The Executive Committee may recommend the amount of the annual dues or assessments, if any, for each category of Professional Staff membership, subject to confirmation by the Board of Directors or its designee, which shall not be unreasonably withheld. The Executive Committee may determine the manner of expenditure of such funds received as appropriate for purposes of the Professional Staff, provided, however, that such expenditures shall not jeopardize the nonprofit status of the Hospital. Executive Committee expenditures may include expenditure of Professional Staff funds to retain independent legal counsel to advise or represent the Professional Staff in Professional Staff matters.

SECTION M-4. HISTORY AND PHYSICAL EXAMINATIONS.

A history and physical examination ("H&P") shall be completed within twenty-four (24) hours after admission or registration, but prior to any procedure, by a Practitioner who has been granted Privileges to perform the history and physical examination in the Hospital.

If a history and physical examination has been performed within thirty (30) days prior to admission, a durable, legible copy of this report may be used in the patient's medical record to satisfy this

requirement if an interval H&P is written within 24 hours of admission or registration. To the extent permitted by applicable Hospital and Professional Staff policy, a history and physical examination performed within thirty (30) days prior to admission need not be performed by a privileged Professional Staff member, so long as the history and physical examination is performed by a Practitioner acting within their scope of practice and is compliant with applicable Hospital and Professional Staff content requirements. For all history and physical examinations performed prior to admission, the attending physician will write an update note (i.e., interval H&P) addressing: an updated examination of the patient, including whether there have been any changes in the patient's status and the nature of those changes. The update note (i.e., interval H&P) must be in the medical record or filed with the report of the H&P.

Operative and High Risk Procedures: A history and physical examination shall be completed and entered into the medical record prior to the initiation of an operative procedure or a procedure requiring anesthesia services (or procedural sedation). An interval assessment documenting an updated examination of the patient and the presence or absence of changes since the completion of the history and physical examination shall be performed within 24 hours prior to surgery or other procedure.

Qualifications: Unless otherwise allowed in this Section, the history and physical examination shall be completed by one of the following members of the Professional Staff with appropriate Privileges: physicians, podiatrists, or dentists.

Certified nurse midwives, physician assistants and nurse practitioners, as allowed by their scope of practice and Hospital privileges, may perform all or part of the medical history and physical examination provided that the findings, conclusions, and assessment of risk shall be countersigned or authenticated by a member of the professional staff with responsibility for the patient's care and appropriate clinical privileges within 24 hours of admission or prior to the performance of an operative procedure.

SECTION M-5. NO RETALIATION.

Neither the Professional Staff, its members, committees or department heads, the Board of Directors, its chief executive officer, or any other employee or agent of the Hospital or Professional Staff, shall discriminate or retaliate, in any manner, against any patient, Hospital employee, member of the Professional Staff, or any other Hospital health care worker because that person has done either of the following.

a. Presented a grievance, complaint, or report to the facility, to an entity or agency responsible for accrediting or evaluating the facility, or the Professional Staff of the facility, or to any other governmental entity.

b. Has initiated, participated, or cooperated in an investigation or administrative proceeding related to, the quality of care, services, or conditions at the facility that is carried out by an entity or agency responsible for accrediting or evaluating the facility or its Professional Staff, or governmental entity.

The foregoing Bylaws of the Professional Staff of Kaiser Foundation Hospital, South Sacramento, were adopted by the Professional Staff effective:

10/27/23

Date

Chief of Staff

The Bylaws were approved by the Board of Directors effective:

March 19, 2024

Date

Assistant Secretary