



Howard Young Medical Center

240 Maple Street PO Box 470 Woodruff, WI 54568 (715) 356-8000

**BYLAWS OF
THE MEDICAL STAFF OF
THE HOWARD YOUNG MEDICAL CENTER, INC.
WOODRUFF, WISCONSIN**

- September 30, 1996
- Revised June 27, 1997
- Revised June 19, 1998
- Revised March 7, 2000
- Revised September 5, 2000
- Revised March 6, 2001
- Revised April 3, 2001
- Revised March 5, 2002
- Revised September 3, 2002
- Revised February 4, 2003
- Revised March 2, 2004
- Revised October 5, 2004
- Revised May 10, 2005
- Revised September 5, 2006
- Revised February 5, 2008
- Revised June 5, 2012
- Revised February 5, 2013
- Revised August 6, 2013
- Revised April 1, 2014
- Revised October 7, 2014
- Revised February 3, 2015
- Revised June 3, 2015

AMENDED BYLAWS OF THE MEDICAL STAFF

HOWARD YOUNG MEDICAL CENTER WOODRUFF, WI

PREAMBLE

The purpose of, and in conjunction with the overall philosophy and mission of the Howard Young Medical Center, these Bylaws and associated Organization and Functions Manual are created in an effort to define the system of mutual rights and responsibilities between the medical staff and the hospital.

ARTICLE I. MEDICAL STAFF MEMBERSHIP

SECTION 1. NATURE OF MEDICAL STAFF MEMBERSHIP

Membership on the Medical Staff of the Howard Young Medical Center is a privilege which shall be extended only to professionally competent physicians, dentists, and podiatrists who continuously meet the qualifications, standards and requirements set forth in these bylaws and associated policies of the Medical Staff and the Howard Young Medical Center.

Acceptance of membership on the Medical Staff shall constitute the member's agreement that he/she will strictly adhere to the ethics of his/her respective profession and the Religious & Ethical Directives for Catholic Health Care Services as promulgated by the National Conference of Catholic Bishops, and that he/she will work cooperatively with others and be willing to participate in the discharge of Medical Staff responsibilities.

SECTION 2. QUALIFICATIONS FOR MEMBERSHIP

- A. Only physicians with Doctor of Medicine or Doctor of Osteopathy degrees, dentists (DDSs) or podiatrists (DPMs) holding a license to practice in the State of Wisconsin, who can document their background, experience, training, judgment, individual character and demonstrated competence, physical and mental capabilities, adherence to the ethics of their profession and ability to work with others with sufficient adequacy to assure the Medical Staff and the Board of Directors that any patient treated by them will be given high quality medical or dental care, shall be qualified for membership on the Medical Staff. No physician, dentist or podiatrist shall be entitled to membership on the Medical Staff or to exercise particular clinical privileges merely by virtue of licensure to the practice in this or in any other state, or of membership in any professional organization, or of privileges at another hospital.

- B. Those physicians with MD, DO, DDS and DPM degrees, first applying for Medical Staff membership and privileges, shall be Board Certified or Board Eligible (actively seeking certification) in their field of practice by a recognized Board of the American Board of Medical Specialties (ABMS), American Osteopathic Association (AOA); the American Dental Association (ADA), the American Podiatric Medical Association (APMA), or the American Council of Certified Podiatric Physicians and Surgeons (ACCPPS).
- 1) If not Board certified, such Medical Staff members must demonstrate progress toward Board certification at time of any reappointment arising during the Initial Eligibility Period (defined below).
 - 2) "Actively seeking certification" is defined as providing evidence such as:
 - a copy of the application submitted to the Board or,
 - a copy of the letter received from the Board confirming eligibility to take the exam or,
 - evidence that the applicant has failed the exam and is automatically rescheduled to take the next exam.
 - 3) From the time of initial appointment, a practitioner who is actively seeking Board certification will have five (5) years to obtain certification in his/her specialty (Initial Eligibility Period).
 - 4) An applicant who desires an exception to this Board certification requirement must submit a written request for same to the Credentials Committee. The Credentials Committee will make its recommendation to the MEC which will make a recommendation to the Board of Directors. Exceptions to the Board certification requirement may only be approved by the Board of Directors after a Joint Conference (see Definitions, Section 3.).
- C. Once Board certification is obtained, it is the expectation that the Medical Staff member maintain certification throughout the duration of his/her Medical Staff membership and/or privileges at HYMC.
- D. Other than those excepted by the Board of Directors consistent with Section B. 4 above, should a member fail to obtain Board certification in the Initial Eligibility Period, or if a member's Board certification should lapse for any reason (for example, but not limited to circumstances in which the member failed a subsequent examination, did not take a required subsequent examination, or whose certification was terminated by the Board), the member must notify the HYMC Hospital President and

Medical Staff President, in writing, within thirty (30) business days of their knowledge of same and their intent for re-certification.

In the event a practitioner fails to notify the Hospital President and Medical Staff President within thirty (30) business days, the Hospital President or Medical Staff President will notify the Medical Executive Committee and require that the committee convene in a timely fashion to consider the members continued staff membership and clinical privileges at HYMC.

The Medical Executive Committee will make a recommendation to the Board of Directors. Exceptions to the Board certification requirement may only be approved by the Board of Directors after a Joint Conference (see Definitions, Section 3.).

- E. The Joint Conference Committee may consider one of the following recommendations:
 - 1. No exception granted – membership and privileges will be automatically relinquished. This action is not a reportable event to the NPDB.
 - 2. Exception granted with rational.
- F. Physicians (MDs and DOs) who are not board eligible/certified in emergency medicine, but who are board eligible/certified in an appropriate specialty, may request privileges solely for the purpose of providing double coverage in the emergency department. These physicians may only exercise these privileges with a board eligible/certified emergency medicine Active Staff physician present in the hospital.

SECTION 3. NONDISCRIMINATION

No person, who is otherwise qualified, shall be denied membership and/or privileges by reason of age, race, color, creed, religion, handicap, disability, sex, sexual orientation, national origin or any other unlawful basis.

SECTION 4. CONDITION AND DURATION OF APPOINTMENT

- A. Initial appointments and reappointments to the Medical Staff shall be made by the Board of Directors. The Board shall act on appointments and reappointments only after there has been a recommendation from the Medical Executive Committee in accordance with the provisions of these bylaws and related manuals.
- B. Appointments to the staff will be for no more than two years.

- C. Appointment to the Medical Staff shall confer on the appointee only such clinical privileges as have been granted by the Board.

SECTION 5. STAFF DUES

Refer to Section 12 of the Organization and Functions Manual – MS.12.8 – Medical Staff Dues.

SECTION 6. ETHICAL REQUIREMENTS

A person who accepts membership on the medical staff agrees to act in an ethical, professional, and courteous manner in accordance with the mission and values of the Hospital.

- A. Agree that the various ethical principles set forth by the various medical organizations and specialty societies shall represent a form of minimum qualifications. The medical staff reserves the right to establish ethical principles or codes of conduct consistent with the goals and policies of this Hospital.
- B. All members of the medical staff shall pledge themselves that they shall not receive from or pay to another physician, either directly or indirectly, any part of a fee received for professional services.

SECTION 7. RESPONSIBILITIES OF MEMBERSHIP

- A. Each staff member directs the care of his/her patients. (S)He is not responsible for the actions of other physicians, dentists, allied health professionals, unless under his/her supervision.
- B. Each staff member must abide by the bylaws, rules and regulations and other policies and procedures of the Hospital.
- C. Each member of the Active/Courtesy medical staff as determined by hospital administration, the Medical Executive Committee and upon approval by the Board of Directors, will be responsible for supporting the patient care mission of the hospital by providing treatment for patients presenting to the facility seeking emergency medical care, regardless of the patient's ability to pay for such services. Each member of the Active/Courtesy medical staff will be expected to participate in the on-call system at any time or times, if requested, based on their specialty and type of hospital utilization.

SECTION 8. PRACTITIONER RIGHTS

- A. Each physician on the Medical Staff has the right to an audience with the Medical Executive Committee.

In the event a practitioner is unable to resolve a difficulty working with his/her respective Chairperson, that physician may, upon presentation of a written notice, meet with the Medical Executive Committee to discuss the issue.

- B. Any practitioner may call a general staff meeting. Upon presentation of a petition signed by 10 % of the members of the voting members, the Medical Executive Committee will schedule a general staff meeting for the specific purpose addressed by the petitioners. No business other than that in the petition may be transacted.
- C. Any practitioner may raise a challenge to any rule or policy established by the Medical Executive Committee. In the event a rule, regulation or policy is felt to be inappropriate, any practitioner may submit a petition signed by 10 % of the members of the voting members. When such petition has been received by the Medical Executive Committee, it will either (1) provide the petitioners with information clarifying the intent of such rule, regulation or policy and/or (2) schedule a meeting with the petitioners to discuss the issue.

In the event that the petitioner's concern has not been satisfactorily resolved, a special meeting of the medical staff may be called with a petition signed by 10% of the members of the voting members. The issue in question will be presented for a simple majority vote (51%). Absentee ballots will be permitted. No other business other than that in the petition may be transacted.

- D. This section is common to Section A through C above.

This section does not pertain to issues involving disciplinary action, denial of requests for appointment or clinical privileges or any other matter relating to individual "credentialing" actions. Section E and the Fair Hearing Plan provide recourse in these matters.

- E. Any physician has a right to a hearing/appeal pursuant to the institution's Fair Hearing Plan in the event of the following actions are taken or recommended:
 - 1) denial of initial staff appointment;
 - 2) denial of reappointment;
 - 3) revocation of staff appointment;
 - 4) denial or restriction of requested clinical privileges;

- 5) reduction in clinical privileges;
 - 6) revocation of clinical privileges;
 - 7) individual application of, or individual changes in, mandatory concurring consultation requirement; and
 - 8) suspension of staff appointment or clinical privileges if such suspension is for more than 14 days.
- F. A practitioner may attend any medical staff meeting and may be excused at the discretion of an Officer.

ARTICLE II. CATEGORIES OF THE MEDICAL STAFF

Refer to Section 2 of the Organization and Functions Manual - MS.2 - Categories of the Medical Staff.

SECTION 1. LEAVE OF ABSENCE

- A. A member of the Active or Courtesy Staff shall request a leave of absence prior to beginning any leave whenever possible.
- 1) A Medical Staff member may request a leave of absence by submitting a written request to the Medical Executive Committee. The request shall state, to the best of the individual's ability, the beginning and ending dates and the reason(s) for the requested leave.
 - 2) Any absence from the medical staff and patient care responsibilities for more than 60 continuous days shall require a leave of absence.
 - 3) Unexcused failure to make a timely leave of absence request required under this policy may result in disciplinary action.
- B. The Medical Executive Committee will determine whether a request for a leave of absence shall be granted.
- C. In determining whether to grant a request, the Medical Executive Committee shall consult with the President of the Medical Staff, the relevant Chairperson and the President of the Hospital. The granting of a leave of absence may be conditioned upon the individual's completion of all medical records.

- D. If the leave will extend beyond the physician's current appointment, a reappointment packet will be given to the individual for completion prior to the commencement of the leave of absence.
The reappointment application will be processed in accordance with Medical Staff Policy MS.4, Section 2 Reappointment Process with the individual's status listed as LOA.
- E. During the leave of absence and until reinstated, the individual shall not exercise any clinical privileges. In addition, the individual shall be excused from all Medical Staff responsibilities (e.g., meeting attendance, committee service, emergency service call obligations) during this period.
- F. Thirty days prior to the end of the leave, a letter will be sent from the Medical Staff Office to the individual requesting notification of reinstatement. Individuals requesting reinstatement shall submit a written summary of their professional activities during the leave, and any other information that may be requested by the hospital.
- G. Requests for reinstatement shall then be reviewed by the relevant Chairperson, the President of the Medical Staff and the President of the Hospital or their respective designees. If all reviewing parties make a favorable recommendation on reinstatement, the Medical Staff member may immediately resume clinical practice at the hospital. This determination shall then be forwarded to the Medical Executive Committee and the Board for ratification. If, however, any reviewing the request have any questions or concerns, those questions shall be noted and the reinstatement request shall be forwarded to the full Medical Executive Committee and Board for review and recommendation.
- H. If a request for reinstatement is not granted for reasons related to clinical competence or professional conduct, the individual shall be entitled to request a hearing and appeal under the Fair Hearing Plan.
- I. If the leave of absence was for health reasons, the request for reinstatement must be accompanied by a report from the individual's physician indicating that the individual is physically and mentally capable of resuming a hospital practice and can safely exercise the clinical privileges requested.

If a physician's request for a leave of absence was due to health reasons, without the involvement of the Physician Health Committee, and the physician is requesting reinstatement of privileges, the Committee shall receive a copy of the reinstatement attestation form from the Medical Staff Office. The Physician Health Committee shall evaluate the request for reinstatement and all appropriate information and prepare a

recommendation to the President of the Medical Staff and the President of the Hospital.

- J. A leave of absence may be granted for no longer than one year. If a request for reinstatement is not made prior to the end of the granted leave of absence, the member's staff appointment and clinical privileges shall lapse. Extensions will be considered by the Medical Executive Committee only in extraordinary cases where the extension of a leave is in the best interest of the Hospital.

ARTICLE III. OFFICERS

Refer to Section 7 of the Organization and Functions Manual - MS.7 - Officers of the HYMC Medical Staff and Duties Thereof.

ARTICLE IV. MEDICAL STAFF

SECTION 1. ORGANIZATION OF THE MEDICAL STAFF

The medical staff shall be non-departmentalized.

Current committees and their roles and functions are listed in the Organization and Functions Manual – MS. 8 – Committees and Functions.

SECTION 2. QUALIFICATIONS, SELECTION, TENURE AND REMOVAL OF CHAIRPERSONS

Refer to Section 7 of the Organization and Functions Manual - MS.7 - Officers of the HYMC Medical Staff and Duties Thereof.

SECTION 3. FUNCTIONS OF CHAIRPERSONS

Refer to Section 7 of the Organization and Functions Manual – MS.7 – Officers and Chairpersons of the HYMC Medical Staff and Duties Thereof.

ARTICLE V. COMMITTEES

SECTION 1. DESIGNATIONS AND SUBSTITUTION

See also Section 8 of the Organization and Functions Manual - MS.8 – Medical Staff Committees and Functions.

There shall be a Medical Executive Committee (MEC) and such other standing and special committees of the staff responsible to the Medical Executive

Committee as may from time to time be necessary and desirable to perform the staff functions listed in these Bylaws.

Those functions requiring participation of, rather than direct oversight by, the staff may be discharged by the Medical Staff representation on such Hospital committees as are established to perform such functions.

Whenever these Bylaws require that a function be performed by, or that a report or recommendation be submitted to the Medical Executive Committee, but a standing or special committee has been formed to perform the function, the committee so formed shall act in accordance with the authority delegated to it.

SECTION 2. MEDICAL EXECUTIVE COMMITTEE

COMPOSITION:

The Medical Executive Committee shall consist of the:

President

President-Elect

Secretary/Treasurer

Chairperson, Surgery/Anesthesia

Chairperson, Hospitalist/Medicine

Chairperson, Emergency Medicine/Trauma

Chairperson, Radiology/Pathology

Member-at-Large (two), with vote, nominated by the President of the Medical Staff and elected by the Active Medical Staff

The President of the Hospital (or his/her designee), Vice-President of Patient Care Services and Vice President of Quality and Patient Safety, shall be ex-officio members without vote and shall not sit with the Medical Executive Committee when it is in executive session except at the invitation of the Medical Staff President. The Chairperson will be the President of the Medical Staff.

DUTIES: Refer to MS.8 – Medical Staff Committees and Functions

MEETINGS: The Medical Executive Committee shall meet as often as necessary to conduct business and maintain a permanent record of its proceedings and actions.

SECTION 3. STAFF FUNCTIONS

Provision shall be made in these Bylaws or by resolution of the Medical Executive Committee approved by the board, either through assignment to staff committees, to staff officers or officials, or to interdisciplinary Hospital committees, for the effective performance of the staff functions specified in this Section and described in the current Organization and Functions Manual and of such other staff functions as the Medical Executive Committee or the Board shall

reasonably require. These are to:

- A. monitor and evaluate care provided in and develop clinical policy for : special care areas, such as intensive or coronary care units; patient care support services, such as emergency, outpatient, home care and other ambulatory care services;
- B. conduct or coordinate quality and appropriateness and improvement activities, including invasive procedures, blood usage, drug usage reviews, medical record and other reviews;
- C. conduct or coordinate utilization review activities;
- D. conduct or coordinate credentials investigations regarding staff membership and granting of clinical privileges and specified services;
- E. provide continuing education opportunities responsive to quality assessment/improvement activities, new state-of-the-art developments and other perceived needs and supervise the Hospital's professional library services;
- F. develop and maintain surveillance over drug utilization policies and practices;
- G. investigate and control nosocomial infections and monitor the Hospital's infection control program;
- H. plan for response to fire and other disasters; plan for the Hospital's growth and development; plan for the provision of services required to meet the needs of the community;
- I. participate in the development and implementation of the organization's patient safety program and activities.
- J. direct staff organizational activities, including staff Bylaws, review and revision, staff officer and committee nominations, liaison with the Medical Executive Committee and Hospital administration, and review and assist in achieving Hospital accreditation;
- K. coordinate the care provided by members of the Medical Staff with the care provided by the nursing service and with the activities of other Hospital patient care and administrative services; and
- L. engage in other functions reasonably requested by the Medical Executive Committee and Board.

ARTICLE VI. MEDICAL STAFF MEETINGS

SECTION 1. ANNUAL MEDICAL STAFF MEETING

An annual meeting of the Medical Staff shall be held once per calendar year. Written notice of the meeting shall be sent to all medical/allied health staff members and conspicuously posted. The agenda of the meeting may include reports on review and evaluation of the work done, election of officers and the conduct of other staff business.

SECTION 2. MEDICAL STAFF MEETINGS

- A. The Active Medical Staff and Active Advanced Practice Professionals will meet as often as necessary to conduct business.
- B. The primary objective of the meetings shall be to review the activities of the committees, staff and to conduct other business as may be on the agenda. Written minutes of all meetings shall be prepared and recorded.

SECTION 3. SPECIAL MEETINGS

- A. The President may call a special meeting of the Medical Staff at any time. The President shall call a special meeting within 20 days after receipt of a written request signed by not less than one-fourth of the voting members, or upon a resolution by the Medical Executive Committee. Such request or resolution shall state the purpose of the meeting. The President shall designate the time and place of any special meeting. Additionally, a special meeting of any committee may be called by or at the request of the chairperson or by the President.
- B. Written or printed notice stating the time, place and purposes of any special meeting of the Medical Staff shall be conspicuously posted and shall be sent to each member of the Medical Staff at least 7 days before the date of such meeting. The attendance of the Medical Staff at a meeting shall constitute a waiver of notice of such meeting. No business shall be transacted at any special meeting, except that stated in the notice of such meeting.

SECTION 4. QUORUM

MEDICAL STAFF MEETINGS

Those present and voting.

MEDICAL EXECUTIVE COMMITTEE MEETINGS

Fifty percent (50%) of the voting members of the committee.

COMMITTEE MEETINGS

Those present and voting.

SECTION 5. ATTENDANCE REQUIREMENTS

Members of the Active Medical Staff and Active Advanced Practice Professionals are expected to attend meetings of the Medical Staff.

Failure to attend 50% of the medical staff meetings during the previous year will result in a fine and the loss of Active Medical Staff/Active Advanced Practice Professional voting rights. Re-institution of voting rights will occur after demonstrating attendance at 50% of the medical staff meetings (and annual staff meeting) over the previous 12 months.

Excused absences will be granted at the discretion of the presiding officer.

MEDICAL EXECUTIVE COMMITTEE

Members of the Medical Executive Committee are expected to attend at least fifty percent (50%) of the meetings held.

SECTION 6. SPECIAL ATTENDANCE REQUIREMENTS

Whenever a suspected deviation from standard clinical or professional practice is identified, the President of the Medical Staff or the applicable Chairperson may require the practitioner to confer with him/her or with a standing ad-hoc committee that is considering the matter.

The practitioner will be given special notice of the conference at least five days prior to the conference, including the date, time and place, and a statement of the issue involved, and that the practitioner's appearance is mandatory. Failure of the practitioner to appear at any such conference, unless excused by the MEC upon showing good cause, will result in automatic suspension of all or such portion of the practitioner's clinical privileges as the MEC may direct.

A suspension under this Section will remain in effect until the matter is resolved by subsequent action of the MEC and the Board of Directors. Such resolution shall be made in a timely manner.

SECTION 7. PARTICIPATION BY HOSPITAL PRESIDENT

The Hospital President, Vice President of Patient Care Services, Vice President of Quality and Patient Safety or their representative may attend any scheduled meeting of the Medical Staff unless in executive session.

SECTION 8. ROBERT'S RULES OF ORDERS

Unless waived, the latest edition of ROBERT'S RULES OF ORDER should prevail at all meetings. With the exception of election of officers, the chairperson of any meeting may vote.

SECTION 9. TRANSMITTAL OF REPORTS

Reports and other information which these Bylaws require the Medical Staff to transmit to the Board of Directors shall be deemed so transmitted when delivered, unless otherwise specified, to the President of the Hospital.

SECTION 10. NOTICE OF MEETINGS

Written notice stating the place, day and hour of any special meeting or of any regular meeting not held pursuant to resolution shall be delivered or sent to each member of the committee or department not less than three days before the time of such meeting by the person or persons call the meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting.

SECTION 11. ACTION OF COMMITTEE

The action of a majority of its members present at a meeting at which a quorum is present shall be the action of a committee.

SECTION 12. RIGHTS OF EX-OFFICIO MEMBERS

Except as otherwise provided in these Bylaws, persons serving as ex-officio members of a committee shall have all rights and privileges of regular members thereof, except they shall not vote or be counted in determining the existence of a quorum.

SECTION 13. MINUTES

Minutes of each regular and special meeting of a committee ~~or department~~ shall be prepared and shall include a record of attendance of members and the vote taken on each matter. The minutes shall be signed by the presiding officer and copies shall be submitted to the Medical Executive Committee. Each committee shall maintain a permanent file of the minutes of each meeting.

ARTICLE VII. REVIEW, REVISION, ADOPTION AND AMENDMENT

SECTION 1. MEDICAL STAFF RESPONSIBILITY

The organized Medical Staff shall have the initial responsibility and ability to formulate, adopt, and recommend directly to the governing body, Medical Staff Bylaws, Rules and Regulations, and amendments thereto, which shall become effective only when approved by the governing body.

Such responsibility and authority shall be exercised in good faith and in a reasonable, timely and responsible manner, so as to have Bylaws, Rules and Regulations of generally recognized quality, to provide a basis for acceptance by accreditation agencies, to comply with supervising licensing authorities, to serve the best interest of the Hospital and its patients, and to provide a system of ongoing effective professional reviews.

SECTION 2. METHODS OF ADOPTION AND AMENDMENT

Medical Staff Bylaws may be adopted, amended, or repealed by the following actions:

- A. By having all proposed amendments, whether originated by the Medical Executive Committee, another standing committee or by a member of the Active Medical Staff Category, reviewed, discussed and voted upon by the Medical Executive Committee.

Following a majority vote by the Medical Executive Committee, the proposed amendment(s) will be distributed to the voting members at their next scheduled meeting.

Following review, the Medical Executive Committee's recommendation may be acted upon by the Board at its next scheduled meeting unless more than ten percent (10%) of the voting members object.

If more than ten percent (10%) of the voting members object to a proposed amendment, the proposed amendment will be referred back to the Medical Executive Committee for further consideration and will follow the amendment process as reflected above;

AND

- B. The affirmative vote of a majority of the governing body. Provided, however, that in the event that the medical staff shall fail, in the judgment

of the Hospital Governing Board, to exercise its responsibility and authority as requested in this Article, and after notice from the governing body of such effect, including a reasonable period of time for response, the governing body may, upon its own initiative, formulate or amend these Bylaws. In such event, medical staff recommendations and views shall be carefully considered by the governing body during its deliberations and actions.

Should the need for an immediate amendment to the Bylaws be necessary to comply with law, regulation, or accreditation requirement, the Medical Executive Committee may provisionally adopt such amendment and the Governing Body may provisionally approve such amendment, without prior notification of the Medical Staff. In this circumstance, the Medical Staff will be immediately notified by the Medical Executive Committee. The Medical Staff has the opportunity for retrospective review of and comment on the provisional amendment. If there is no conflict, the amendment stands. If there is conflict, the Conflict Resolution process described in the MS.10 Conflict of Interest policy will be followed. Amendments needed for reorganization, renumbering; punctuation, spelling or other errors of grammar or expression may be adopted by the Medical Executive Committee.

SECTION 3. RELATED PROTOCOLS AND MANUALS

The Medical Executive Committee will recommend to the Board a Credentials Policy, and Organization and Functions Manual, and such other rules as are necessary to further define the general policies contained in these Bylaws.

Upon adoption by the Board, these documents will be incorporated by reference and become part of these Medical Staff Bylaws.

DEFINITIONS:

1. The term "Medical Staff" is defined as all medical and osteopathic physicians, dentists and podiatrists holding licenses who are privileged to attend patients at the Howard Young Medical Center.
2. "Joint Conference" is defined as a meeting between representatives of the Board and the physician members of the medical staff.

The Joint Conference Committee shall consist of five (5) members of the medical staff and five (5) members of the Board of Directors.

The committee members of the medical staff shall include, but not be limited to, the President of the Medical Staff and the President Elect.

Within 30 days of taking office, the President of the Medical Staff shall appoint three additional Active Medical Staff members. The committee members of the Board of Directors shall include, but not be limited to, the Chairman of the Board and the President of the Corporation. On an annual basis and at the time of committee assignments, the Chairman of the Board shall appoint three additional Board members.

A quorum of the Joint Conference Committee is defined as a simple majority of the Medical Staff members, and a simple majority of the Board members.

The Joint Conference Committee shall be a forum for the discussion of matters of hospital and healthcare policy and practice, especially those matters pertaining to efficient and effective patient care, and shall provide medico-administrative liaison with the Board of Directors and the President of the Medical Staff. In addition, the Joint Conference Committee shall be specifically responsible for acquisition and maintenance of such accreditations as the Committee and the Board deem necessary from time to time, and for the development and maintenance of methods for the protection and care of the corporation's patients and others in the event of and at the time of internal and external disasters.

The Joint Conference Committee shall meet as often as necessary to transact its business and maintain a permanent record of its proceedings and actions. The preparation of written records of the Joint Conference Committee shall be the co-responsibility of the President of the Medical Staff and the President of the Corporation. Copies thereof shall be submitted to the Medical Executive Committee and the Board of Directors.