

BYLAWS

PROVIDENCE HEALTH & SERVICES – OREGON

Providence Hood River Memorial Hospital

Providence Medford Medical Center

Providence Milwaukie Hospital

Providence Newberg Medical Center

Providence Portland Medical Center

Providence Seaside Hospital

Providence St. Vincent Medical Center

Providence Willamette Falls Medical Center

Latest Revision 9/11/20

BYLAWS

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**BYLAWS
of the
PROFESSIONAL STAFF
PROVIDENCE HEALTH & SERVICES –OREGON**

PREAMBLE

WHEREAS Providence Milwaukie Hospital, Providence Medford Medical Center, Providence Newberg Medical Center, Providence Portland Medical Center, Providence St. Vincent Medical Center, and Providence Willamette Falls Medical Center which are licensed as acute care Hospitals by the Oregon State Health Division and Providence Hood River Memorial Hospital and Providence Seaside Hospital which are licensed as critical access Hospitals by the Oregon State Health Division all of which provide patient care, education, and research and are Catholic institutions operated by Providence Health & Services - Oregon, an Oregon nonprofit corporation,

WHEREAS the Oregon Revised Statutes provide that the governing body of each health care facility shall be responsible for the operation of the facility; the selection of the Professional Staff; and the quality of care rendered in the facility; and, further, that the governing body shall insure that all health care personnel for whom state licenses, registrations, or certificates are required, are currently licensed, registered, or certified; that health professionals admitted to practice in the facility are granted privileges consistent with their individual training, experience, and other qualifications; that procedures for granting, restricting, and terminating privileges exist and that such procedures are regularly reviewed to assure their conformity to applicable law; that health professionals allowed to practice in the facility are organized into a Professional Staff in such a manner as to effectively review the professional practices of the facility for the purposes of improving patient care; and

WHEREAS the board of directors and management require a source of collective advice from the professionals practicing at Providence Hood River Memorial Hospital, Providence Milwaukie Hospital, Providence Medford Medical Center, Providence Newberg Medical Center, Providence Portland Medical Center, Providence Seaside Hospital, Providence St. Vincent Medical Center and Providence Willamette Falls Medical Center to participate in institutional and Oregon Region policy formulation and enforcement, planning, coordination of services and governance; and

WHEREAS the Board of Directors bylaws provide for the organization of a Professional Staff, and the delegation to that Professional Staff of certain functions;

NOW, THEREFORE, the Professional Staff recommends to the board of directors these bylaws.

ARTICLE I **DEFINITIONS**

1. “Chief Executive” means the individual(s) appointed by the Board to act on its behalf in the overall management of the Hospitals.
2. “Board” means the board of directors responsible for conducting the affairs of Providence Health & Services – Oregon, which for purposes of these bylaws and except as the context otherwise requires shall be deemed to act through the authorized actions of the Oregon Community Ministry Board, the officers of the corporation and through the Chief Executives of Providence Hood River Memorial Hospital, Providence Milwaukie Hospital, Providence Medford Medical Center, Providence Newberg Medical Center, Providence Portland Medical Center, Providence Seaside Hospital, Providence St. Vincent Medical Center and Providence Willamette Falls Medical Center.
3. “Department” means a department of the Professional Staff as established by the joint action of the Medical Executive Committee and the Oregon Medical Executive Committee.
4. “Hospital” or “Hospitals” means Providence Hood River Memorial Hospital, Providence Milwaukie Hospital, Providence Medford Medical Center, Providence Newberg Medical Center, Providence Portland Medical Center, Providence Seaside Hospital, Providence St. Vincent Medical Center and/or Providence Willamette Falls Medical Center.
5. “Medical Executive Committee or “MEC” means the Medical Executive Committee of each of the Hospitals.
6. “Member” means a member of the Professional Staff appointed to and maintaining membership in a category of the Professional Staff, in accordance with these bylaws. Each Member shall designate one of the Hospitals as his or her primary hospital (the “primary Hospital”) for purposes of voting and department assignments, among other things.
7. The “Policies” means the Policies and Procedures of the Professional Staff. The Oregon Medical Executive Committee shall establish model Oregon Region Policies to assist the MEC in developing appropriate Hospital specific Policies. The Oregon Medical Executive Committee shall determine which provisions are to remain uniform and which provisions are to serve merely as a guide.
8. “Oregon Region” or “PHSOR” means Providence Health & Services – Oregon which is comprised of Providence Hood River Memorial Hospital, Providence Milwaukie Hospital, Providence Medford Medical Center, Providence Newberg Medical Center, Providence Portland Medical Center, Providence Seaside Hospital, Providence St. Vincent Medical Center and Providence Willamette Falls Medical Center for purposes of these bylaws.
9. “The Professional Staff of Providence Health & Services – Oregon” or “Professional Staff” means the medical physicians, osteopathic physicians, licensed oral and maxillofacial surgeons, dentists, podiatrists, nurse-midwives, nurse practitioners, certified registered nurse anesthetists, and clinical psychologists who receive privileges to practice at Providence Hood River Memorial Hospital, Providence Milwaukie Hospital, Providence Medford Medical Center,

Providence Newberg Medical Center, Providence Portland Medical Center, Providence Seaside Hospital, Providence St. Vincent Medical Center and/or Providence Willamette Falls Medical Center.

10. “Oregon Medical Executive Committee” or “OMEC” means the Oregon Medical Executive Committee of the Professional Staff.

11. “Oregon Credentials Committee” or “OCC” means the Oregon Region committee accountable for credentialing and privileging.

12. “Distant site” is the site at which the physician or licensed practitioner delivering the service is located at the time the service is provided via telecommunications system.

13. “Originating site” is the location of the patient at the time the service is being furnished via telecommunications system.

ARTICLE II **PURPOSES**

Section 1. The health professionals granted privileges in the Hospitals are hereby organized into a Professional Staff to assist the Board in executing the following functions as delegated by the Board to the Professional Staff:

- 1.1 To strive toward assuring that the proper medical care is provided to patients and the community by the Hospitals;
- 1.2 To be accountable to the Board for the quality of care provided and for Professional Staff activities;
- 1.3 To provide clinical leadership within the Hospitals that supports a culture of safety in order to address system and individual issues that will allow for continual improvements in care and services;
- 1.4 To conduct self-governance activities inherent to the provision of proper care in accordance with the bylaws of the Board; and
- 1.5 To recognize and support the characteristics of competence identified by the Accreditation Council for Graduate Medical Education (ACGME) Core Competencies of Patient Care, Medical Knowledge, Practice-Based Learning and Improvement, Interpersonal and Communication Skills, Professionalism, and Systems-Based Practice support.
- 1.6 To provide a structure whereby issues concerning Members may be addressed by other Members and presented by them to the Board.

ARTICLE III
PROFESSIONAL STAFF MEMBERSHIP

Section 1. Nature of Membership

Membership on the Professional Staff is a privilege and will be extended only to medical physicians, osteopathic physicians, licensed oral and maxillofacial surgeons, dentists, podiatrists, nurse-midwives, nurse practitioners, certified registered nurse anesthetists, and clinical psychologists.

1.1 Qualifications of Membership

Qualifications of Membership shall be based on the Providence Health & Services Core Values, and the ACGME Core Competencies to include: patient safety, medical knowledge, practice-based learning and improvement, interpersonal and communication skills, professionalism, and system-based practice. Details of qualifications, responsibilities and prerogatives for membership are set forth in the Policies. All individuals exercising privileges shall meet the qualifications, standards, requirements and responsibilities set forth in these bylaws, in the Policies, and other policies and rules governing the Hospital

Section 2. Categories

There are six categories within the Professional Staff: Active, Active Provisional, Courtesy, Affiliate, Inactive and Honorary.

2.1 Active Category

The Active Category shall consist of those Members who have served on the Active Provisional Staff for up to two years and who attend, admit or are involved in the treatment of patients in Hospitals as provided for in the Policies. Active Staff shall be entitled to vote and hold office.

2.2 Active Provisional Category

The Active Provisional Category shall consist of members who will be considered for advancement to the Active Staff, provided that they center a principal portion of their work at the Hospitals and meet all other requirements of the Active Category. They must attend, admit or be involved in the treatment of patients as provided in the Policies. Members to the Active Provisional Category shall be entitled to vote in committee and department meetings, but not at meetings of the general staff, and shall be ineligible to hold office.

2.3 Courtesy Category

The Courtesy Category shall consist of Members of demonstrated competence qualified for staff appointment, who do not wish to assume all the functions and responsibilities of appointment to the Active Category, except as assigned from

time to time, but who wish to care for patients at Hospitals. Members of the Courtesy Category shall have no required staff committee responsibilities, may not vote and may not hold office. They are encouraged to attend staff and department meetings.

2.4 Affiliate Category

The Affiliate Category shall consist of those Members who do not admit to the Hospital, or who do not have a hospital practice (i.e., no clinical privileges), but who wish to be associated with the Professional Staff for purposes of continuing education, collegial association and/or to establish and maintain a referral network. Affiliate Category members shall be entitled to attend meetings, may serve on committees as assigned, but may not vote or hold office.

2.5 Inactive Category

Members who are placed on Inactive status when temporary absent from practice in the PHSOR is expected due to prolonged illness, military service, sabbatical leave, office practice change, or other valid conditions. The Member can be upgraded to Active, Active Provisional, Courtesy or Affiliate within two years from the date of placement on inactive status by satisfactorily completing the same requirements as specified in the reappointment process. After two years, Professional Staff membership will automatically terminate without a right of appeal or fair hearing.

2.6 Honorary Category

The Honorary category shall consist of Members who have retired from hospital practice but are deemed deserving of membership by virtue of their outstanding reputation, noteworthy contributions to the hospital, and their previous long standing and exemplary service, and who continue to exemplify high standards of professional and ethical conduct. Members appointed to the Honorary category shall not be eligible to admit or treat patients at the Hospitals, to vote, to hold office, or to serve on standing Professional Staff committees, but may be appointed to special committees. They may attend Professional Staff meetings, and will be eligible for limited Providence benefits, as applicable. The Honorary status is exempt from paying annual Professional Staff dues, and will not be reappointed.

2.7 Alumni Category

The Alumni category shall consist of Members who are in good standing that have retired from practice. Members appointed to the Alumni category shall not be eligible to admit or treat patients at the Hospitals, to vote, to hold office, or to serve on standing Professional Staff committees, but may be appointed to special committees. They may attend Professional Staff meetings, and will be eligible for limited Providence benefits, as applicable. The Alumni category is exempt from paying annual Professional Staff dues, and will not be reappointed.

ARTICLE IV
MEDICAL RECORDS DOCUMENTATION

Section 1. History and Physical

A medical history and physical must be recorded in the medical record within 24 hours of admission and prior to any operative or invasive procedure requiring routine monitoring during the procedure by a physician, an oral maxillofacial surgeon, or other privileged qualified licensed individuals in accordance with the Policies.

If a complete history and physical examination, or prenatal record has been performed within thirty (30) days of a patient's Hospital admission by a member, a durable, legible copy of the History and Physical may be used for the medical record. There must be an interval note on the day of admission that includes any documented changes of the patient's history and physical status. Additional information regarding history and physical documentation is delineated in the Policies. For outpatient services that do not involve anesthesia/sedation, H&P requirements are outlined in the policy.

ARTICLE V
APPOINTMENT AND REAPPOINTMENT

Appointment and reappointment for Membership and clinical privileges shall be reviewed in accordance with the Policies. This process includes review of completed credentials application by Department Chair, Oregon Credentials Committee, Medical Executive Committee and Oregon Medical Executive Committee. The final determination is within the purview of the Board. The OMEC shall adopt policies and procedures regarding credentialing, which shall be set forth in the Policies and incorporated into these bylaws. The qualifications for appointment, reappointment or clinical privileges include, but are not limited to:

- Current licensure verified with the primary source.
- Relevant training with the primary source.
- Evidence of physical ability to perform the requested privileges
- Peer recommendations with the primary sources
- Activity by an organization(s) that currently privileges the applicant, if applicable.
- Review of the practitioner's performance within the hospital when renewing privileges.

After receiving the recommendation of the OMEC, the Board shall, within 60 days, make its determination and communicate to the applicant, as to the acceptance, deferral, or denial of the application and the scope of clinical privileges to be granted.

All matters relating to qualifications for appointment, reappointment or clinical privileges, investigations, disciplinary steps, hearings and appeals are contained in the Policies. The Policies may be amended or repealed as provided in Article XVI of these bylaws.

ARTICLE VI

CLINICAL PRIVILEGES

Section 1. Delineation of Privileges

Except as provided in the Policies as they relate to emergency and temporary privileges, every practitioner practicing within PHSOR shall be entitled to exercise only those clinical privileges specifically granted by the Board. All requests for clinical privileges shall be processed as provided in the Policies.

Section 2. Temporary Privileges

Temporary privileges are granted in special circumstances. Special requirements for supervision and reporting may be imposed by the Hospital or the appropriate Department Chair on any practitioner granted temporary privileges.

Time-limited temporary privileges, not to exceed one hundred twenty (120) days, may be granted under the following conditions by the Chief Executive or designee, acting on behalf of the Board, and with the recommendation of the appropriate Department Chair and President, as outlined in the Professional Staff Policies and Procedures.

- A. Application. Temporary privileges may be granted to an applicant for membership and clinical privileges with a complete application.
- B. Specific Patient. Temporary privileges for the care of specific patients may be granted to a practitioner who is not an applicant.
- C. Specific Services. Temporary privileges for time-limited, or patient-specific care, may be granted to a practitioner who is requested to provide a consulting or educational service by the President, or who possesses a unique expertise unavailable from the Professional Staff, or who is seeking additional mentoring or clinical experience with a Member.
- D. Locum Tenens. Temporary admitting and privileges may be granted to a practitioner serving as a locum tenens for an Active Member.

Section 3. Disaster Privileges

Temporary privileges may be granted to practitioners in the event of an emerging incident event and as directed by the Incident Command Center, when immediate patient needs are not being met.

In cases where the complete verification process cannot be accomplished immediately, the Chief Executive or designee may grant temporary privileges for up to 72 hours upon meeting specific criteria outlined in the Professional Staff Policies and Procedures.

Section 4. Emergency Privileges

In the case of emergency, any Member or person who has clinical privileges, to the degree permitted by the person's license and regardless of Department affiliation, specialty staff status or clinical privileges, shall be permitted and expected to do everything possible to save the life of a patient or to save the patient from serious harm, using every facility of the Hospital necessary, including the calling for any consultation necessary or desirable.

Section 5. Privileges of Employed or Contract Practitioners

5.1 A practitioner employed by the Hospital, or providing services pursuant to a contract with the Hospital, in a purely administrative capacity with no clinical duties need not be a Member.

5.2 A practitioner employed by the Hospital, or providing services pursuant to a contract with the Hospital, either full-time or part-time, whose duties include clinical responsibilities or the supervision of the clinical practice of Members, must be a Member of the Professional Staff. A practitioner who is or who will be providing professional services pursuant to a contract or to employment must meet appropriate appointment qualifications, must be evaluated for appointment, reappointment and clinical privileges in the same manner, and must fulfill all of the obligations of the practitioner's category in the same manner as any other applicant or Member.

5.3 Exclusive Contracts

A Member may be employed by the Hospital or may have a contract with the Hospital to provide services on an exclusive basis, or may be a member of or employed by or contract with an entity or individual that has a contract with the Hospital to provide services on an exclusive basis. The Member (or the entity in which the member belongs or is employed) and the Hospital shall negotiate the terms of any such exclusive arrangement. The terms of any such exclusive arrangement may include, among other provisions, the effect, if any, that termination or expiration of the exclusive arrangement shall have on the exercise of clinical privileges of the Member. The terms of any such agreement shall take precedence over the terms of these bylaws and shall not be deemed to conflict with these bylaws.

5.4 Contracts Without Exclusivity Provision

A Member may be employed by the Hospital or may have a contract with the Hospital to provide medical-administrative services on a nonexclusive basis. Upon termination or expiration of such a contract, the Chief Executive shall determine whether the reason for termination or non-renewal is purely administrative or whether it involves the Member's medical competence or professional conduct. The Chief Executive will consult with the President of the

Professional Staff in making such a determination. If the reason for termination is determined by the Chief Executive to involve the practitioner's medical competence or professional conduct, the Chief Executive shall initiate corrective action as provided in the fair hearing plan. If the reason for the action is determined by the Chief Executive to be purely administrative, the affected practitioner does not have the right to a hearing and the termination shall not affect the practitioner's staff membership or privileges.

5.5 Telemedicine Credentialing by Proxy

Practitioners may be granted remote/telemedicine privileges without membership. At the recommendation of the originating site(s) MEC(s) and with contracts in place which meet The Joint Commission standards and CMS guidelines, the credentialing decision from the distant/contracted site may be accepted in lieu of originating site credentialing. The originating site must maintain and provide information regarding quality of care, treatment and services to the distant site for its use in ongoing privileging and performance improvement.

- A. No Procedural Rights. Practitioners who are not granted telemedicine clinical privileges at the originating site, or whose telemedicine clinical privileges are revoked, suspended or limited in any manner, shall not be entitled to any procedural rights under the Bylaws and Policies.
- B. Application fees and dues will be applied in accordance with the telemedicine professional service agreement.

ARTICLE VII **CORRECTIVE ACTION**

The Board, the Chief Executive, or any Member may make a complaint and request corrective action be taken against any Member whose conduct or activities are considered by the person making the complaint to be below or substantially different from the standards of the Professional Staff, or disruptive of the operations of the Hospitals. The complaint or request shall be in writing and shall specify the concerns, activities or conduct that constitutes the grounds for requesting corrective action. Such request will trigger a review, an investigation and, if appropriate, corrective action, including without limitation; termination, suspension or reduction of membership or privileges. Misrepresentation of information on an application for or reappointment of Professional Staff membership if discovered after the person has become a Member, could also be grounds for corrective action.

Section 1. Precautionary Suspension

Whenever it is considered that action must be taken immediately in the interest of patient care, health and/or safety of any individual or to the orderly operation of the Hospital, any two of the following: OMEC Chair, MEC President, Department Chair, or Chief Executive shall have authority to suspend all or any portion of the clinical privileges of a Member. Such precautionary suspension shall become effective immediately upon imposition. Notice thereof shall promptly be forwarded to the OMEC, to the respective Hospital's Chief

Executive, and by certified mail, return receipt requested, to the Member. Procedures that implement more specifically the general principles found in these bylaws regarding corrective action and precautionary suspension are found in the Policies.

Section 2. Imposition of Automatic Suspension

Automatic suspension or limitation shall be initiated whenever there is a revocation, suspension, restriction probation or lapse of a Member's state license or DEA certificate; whenever a Member is excluded from participation in the Medicare, Medicaid or other Federal health care programs and is so listed on the Office of the Inspector General's List of Excluded Individuals/Entities or Excluded Parties List System (EPLS); whenever there is failure to comply with OAR 333.505.0080; whenever there is failure to satisfy a special appearance requirement; whenever a Member fails to maintain malpractice insurance required by these Bylaws and the Policies; whenever a Member has been suspended in any way at any of the Hospitals. Hearing and appellate review rights do not apply to the imposition of automatic suspension/limitations. Notice of automatic suspension or limitation shall be promptly forwarded to the MEC, OMEC, OCC, appropriate Hospital departments, Chief Executive and, by certified mail, to the Member. In the case of automatic suspension, the Member's elected and appointed office shall be automatically terminated. Procedures that implement more specifically the general principles found in these bylaws regarding automatic suspension are found in the Policies.

ARTICLE VIII
FAIR HEARING PLAN

The OMEC shall adopt procedures necessary to implement more specifically the general principles found within these bylaws, the bylaws of the Board, and applicable laws regarding hearings and contested matters. These procedures are entitled the Fair Hearing Plan and shall include the following components:

Section 1. Initiation of Hearing
Triggering Events for Hearing
Notice to Affected Practitioner of Adverse Recommendation or Action
Process for Requesting or Waiving a Hearing

Section 2. Hearing Prerequisites
Notice and Time and Place for Hearing
Statement of Issues, Events, and Witnesses
Witness List
Appointment of Hearing Committee Composed of Three Health Professionals

Section 3. Hearing Procedure
Personal Presence of Affected Practitioner

Use of Hearing Officer
Representation
Rights of Parties
Procedure and Evidence
Official Notice
Scope of Review and Burden of Proof
Hearing Record
Postponement, Presence of Hearing Committee and Vote, Recess and
Adjournment

Section 4. Hearing Committee Report and Further Action

Notice and Effect of Result

Section 5. Initiation and Prerequisites of Appellate Review

Process for Requesting or Waiving Appellate Review
Notice of Time and Place for Appellate Review
Appellate Review Committee Consisting of Five Members

Section 6. Appellate Review Procedure and Final Action

Nature of Proceedings
Written and Oral Statements
Hearing Officer
Action by Appellate Review Committee
Action by Board
Joint Conference Review

An applicant or Member who is the subject of an adverse recommendation of the OMEC or adverse action of the Board, as defined in these bylaws, is entitled to a hearing and to appellate review as provided in the Fair Hearing Plan. The Fair Hearing Plan shall be set forth in the Policies and incorporated into these bylaws. The Fair Hearing Plan may be amended or repealed as provided in Article XV of these bylaws.

ARTICLE IX

OFFICERS AND OTHER ELECTED POSITIONS

Section 1. Officers of the Professional Staff

The elected officers of the Professional Staff shall be the President and the President-elect for each of the Hospitals.

Section 1.1. Other Elected Positions

Other elected positions of the Professional Staff shall be the Secretary-Treasurer and one or more at large members.

Section 2. Qualifications of Officers

Each officer of the Professional Staff must be a MD or DO. Each officer and elected position must be a Member of the Active Category at the time of nomination and election and must remain a Member in good standing during his or her term of office or elected position at his or her primary hospital. Failure to maintain such status shall immediately create a vacancy in the office or elected position involved. Further qualifications of the officers or elected positions shall be those set forth in the job description adopted by the OMEC.

Section 3. Election of Officers and other elected Members

- 3.1 The President-elect, Secretary-Treasurer, and one or more at large members of the MEC for each of the Hospitals shall be elected at an annual meeting of each Hospital's Professional Staff, or by mail or electronic ballots.
- 3.2 A Nominating Committee shall be selected in accordance with the procedure set forth in the Policies. Nominations by Petition and by other means will also be allowed as set forth in the Policies.

Section 4. Term of Office and Elected Positions

Each officer shall serve a two year term. Officers shall take office on the first day of February following his or her election. Each officer shall serve until the end of his or her term and until a successor is elected, unless he or she shall sooner resign or be removed from office. Secretary-Treasurer and at large members of the MEC shall serve terms as set forth in the Policies. In case of removal or resignation, the term shall continue and the successor shall serve for the remainder of the term. In the case of removal or resignation of the President, the President-elect shall serve for the remainder of the President's term and the succeeding term to which he or she was elected.

Section 5. Vacancies and Tenure in Office and Elected Positions

In the event of a vacancy, the President-elect shall fill any unexpired term of the president.

A vacancy in the office of President-elect shall be filled by a special election conducted as reasonably soon as possible after the vacancy occurs following the general mechanisms outlined above. Vacancies for the position of at large MEC member and Secretary-Treasurer shall be filled by appointment of the respective MEC.

Section 6. Removal of Elected Officers and Elected Positions

Removal of an elected Professional Staff officer or position may be initiated by a petition signed by twenty Members of the Active Category or twenty percent,

whichever is lower, whose primary Hospital is the Hospital where the officer or position was elected or by request of the Board.

The removal must be adopted by a majority vote of Members of the Active Category whose primary Hospital is the Hospital where the officer or position was elected and who are present at a special meeting with a special quorum as defined in Article XII, Section 1, chaired by an officer not subject to the recall petition. Removal may be based only upon failure to perform the duties of the position held as described in these bylaws.

Section 7. Duties of Officers

7.1 President

As the principal elected official of the Professional Staff of a Hospital, the President shall:

- 7.1.1. Aid in coordinating the activities and concerns of the Hospital and Hospital Administration, nursing and other patient care services with those of the Professional Staff;
- 7.1.2. Communicate and represent the opinions, policies, concerns, needs and grievances of the Professional Staff of the Hospital to the Board, the Chief Executive and other officials of the Professional Staff;
- 7.1.3. Be responsible for the enforcement of these bylaws, and the Policies for implementation of sanctions where these are indicated, and for the Professional Staff's compliance with procedural safeguards in all instances where corrective action has been requested against a Member;
- 7.1.4. Call, preside at, and be responsible for the agenda of all meetings of the general Professional Staff of the Hospital, as necessary;
- 7.1.5. Serve as a member of the OMEC and MEC and as an ex officio member without vote on all other staff committees;
- 7.1.6. Appoint Hospital Department chairpersons with the input of the Active Members of the department and the concurrence of the OMEC, MEC and Chief Executive;
- 7.1.7. Appoint Hospital committee chairpersons with the input of the Active Members and the concurrence of the OMEC, MEC and Chief Executive;
- 7.1.8. Receive and communicate the policies of the Board, as transmitted by the Chief Executive, to the Professional Staff of the Hospital and report to the Chief Executive on the performance of the Professional Staff's responsibility to provide medical care and maintain the quality of medical care; and

7.1.9. Be the spokesperson for the Professional Staff in its external professional and public relations.

7.2 President-elect

The President-elect shall be a member of the OMEC and MEC. In the absence--temporary or permanent--of his or her respective Hospital President, he or she shall assume all the duties and have the authority of the President.

7.3 Secretary-Treasurer

The secretary-treasurer shall be a member of the MEC and shall Supervise the collection, disbursement and accounting for any funds that may be collected in the form of staff dues, assessments or other fees.

ARTICLE X
CLINICAL DEPARTMENTS

Each Department shall be organized as a separate part of the Professional Staff, and shall have a chair at each of the Hospitals who shall be responsible for the overall supervision of the clinical work within his or her Department.

Section 1. Organization of Clinical Departments

- 1.1 An up-to-date list of Departments, divisions and sections of the Professional Staff will be kept in the Professional Staff office, and a current copy of such list shall be set forth in the Policies attached to these bylaws and incorporated by reference.
- 1.2 The OMEC and the MEC, by their joint action, may create new, eliminate, subdivide, further subdivide or combine departments or create divisions consisting of one or more departments.
- 1.3 Each Member shall be assigned by the MEC of his or her primary Hospital to one Department, but may be granted clinical privileges or specified services in one or more of the other Departments. The exercise of clinical privileges or the performance of specified services within any Department shall be subject to the rules and regulations of that Department and the authority of the Department chairperson.

Section 2. Qualifications, Appointment and Functions of Department Chairs

Unless otherwise specified in the Policies, the Hospital chair of a Department shall be appointed by the President of the Professional Staff for the Hospital with the input of the Active Members of the department and the concurrence of the OMEC, the MEC and the Chief Executive. The OMEC shall establish job descriptions for the Department chairs, which must be approved by the Board, and which shall set forth his or her qualifications and functions.

Each Department Chair shall be a Member of the Active category, shall have clinical privileges in at least one of the clinical areas covered by the Department, and shall be willing and able to faithfully discharge the functions of the office. Board Certification is required.

The Department Chair is accountable for the Department's quality management activities, and may designate a committee, section or an individual to conduct review activities.

Removal of a Department Chair from office may be initiated upon the recommendation of the MEC, or by petition of ten percent of the Active and Active Provisional Department Members or by recommendation of the Chief Executive. Removal requires a majority vote of the Active and Active Provisional Members of the Department and must be approved by the MEC. If a Department Chair is an employee or under contract, the Chief Executive will take the recommendation under advisement. Department Chairs not appointed by the Chief Executive shall serve a two year term commencing February 1.

Department Chairs shall be responsible for the following duties:

1. Continuous assessment and improvement of the quality of care and services provided by Department Members;
2. Maintenance of quality of the professional performance of all Department Members who have delineated clinical privileges;
3. All clinically related activities of the Department;
4. All administratively related activities of the Department, unless otherwise provided for by the Hospital;
5. Recommend the criteria for clinical privileges that are relevant to the care provided by Department Members;
6. Recommend clinical privileges to the OCC and MEC for each Member of the Department. The Department Chair may seek the advice and recommendations of the appropriate specialty;
7. Assess and recommend off-site sources including clinical services provided by telemedicine for needed patient care services not provided by PHSOR;
8. Integrate the Department activities into the primary functions of PHSOR;
9. Coordinate and collaborate interdepartmental and intradepartmental services;
10. Develop and implement policies and procedures that guide and support the provision of services;
11. Recommend a sufficient number of qualified and competent persons to provide care or service;
12. Provide input into determination of qualifications and competence of department or service personnel who are not Members who provide patient care services;
13. Maintain quality management programs, as appropriate;
14. Orientation and continuing education opportunities for Department Members; and
15. Recommend space and other resources needed by the Department.

Section 3. Functions of Department

Each Department shall:

- 3.1 Recommend criteria for the granting of clinical privileges;
- 3.2 Be responsible to the OMEC and MEC for the quality of care provided at the Hospitals in areas of professional practice subject to the Department's authority, by reviewing the professional performance of Members assigned to it and participating in the quality of care program approved by the OMEC and the Hospitals under the direction of the Hospital Department chairs;
- 3.3 Establish such rules governing clinical care as may be desirable to maintain an appropriate standard of care;
- 3.4 Conduct or make recommendations regarding the need for continuing education programs;
- 3.5 Monitor on a continuing and concurrent basis for adherence to the Policies, Hospital rules and regulations, and sound principles of clinical practice; and
- 3.6 Perform other activities as appropriate or as assigned by the OMEC and MEC.

ARTICLE XI
COMMITTEES

There shall be two primary Oregon Region standing committees of the Professional Staff designated in these bylaws; the Oregon Medical Executive Committee and the Oregon Credentials Committee. The Medical Executive Committee shall be the primary Hospital standing committees of the Professional Staff for each Hospital designated in these bylaws. There shall be further standing and special committee as may from time to time be necessary and desirable. The OMEC may, by resolution, establish a staff committee to perform one or more of the staff functions required by the bylaws.

Section 1. Oregon Medical Executive Committee

1.1 Membership

The OMEC shall consist of the Hospitals' presidents, president-elects, or MEC member designated by the president, one PPMC Division Chief and one PSVMC Division Chief. The PHSOR Chief Executive for Delivery Systems, the Hospitals' Chief Executives and the OCC Chair shall be ex-officio members without vote. The PHSOR Chief Medical Officer (CMO) shall be an ex-officio member with vote. The OMEC shall elect one officer to serve as co-chair, and one to serve as Treasurer for a two-year term. The PHSOR CMO will act as primary co-chair.

1.2 Meetings

The OMEC may meet monthly or as often as determined by the chair and maintain a permanent record of its proceedings and actions. The OMEC shall have discretion to invite Members to participate in its meetings, without a vote. A quorum will consist of a majority of committee members.

1.3 Duties

The duties of the OMEC shall be to carry out the functions as delegated by the Board, including to:

1.3.1 Develop and approve model Policies throughout Oregon and designate which provisions are to remain uniform and which provisions are to serve merely as a guide;

1.3.2 Periodically review and recommend changes and amendments to the Bylaws and Policies as recommended by the MECs;

1.3.3 Cooperate with the OCMB and Chief Executives in ensuring compliance with the Bylaws and Policies;

1.3.4 Recommend to the OCMB all matters relating to appointments, reappointments, staff category, Department assignments, clinical privileges and corrective action based on recommendations of Oregon Credentials Committee, and Medical Executive Committees.

1.3.5 Ensure Oregon Region privileging criteria are developed and implemented in a consistent manner;

1.3.6 Ensure practices are evaluated according to the Accreditation Council for Graduate Medical Education (ACGME) Core Competencies;

1.3.7 Review, recommend and coordinate disciplinary issues of the Professional Staff coming from the MECs;

1.3.8 Provide input and feedback to administration regarding the direction and performance of the delivery system;

1.3.9 Serve as a forum for information sharing and discussion of issues of common interest to the respective staffs;

1.3.10 Establish standing and ad hoc committees as necessary to perform Professional Staff functions;

1.3.11 Annual review of OMEC vision, priorities and goals;

1.3.12 Annual review of Graduate Medical Education Committee Report;

1.3.13 Periodically review the collection and accounting of OMEC funds collected in the form of staff dues and assessments;

Section 2. Oregon Credentials Committee

2.1 Membership

The Oregon Credentials Committee (OCC) shall consist of eighteen members of the Active Category to include two members from PHRMH, PMH, PMMC, PNMC, PSH and PWFMC, and three members from PPMC and PSVMC appointed by the MEC of each Hospital for a two-year term. The chair of the OMEC shall designate one member to serve as the chair of the OCC for a two-

year term. The PHSOR CMO and CNO shall serve as ex officio members with vote. The committee may ask persons who are not members of the committee, or the Professional Staff, to assist the committee on specific issues.

2.2 Duties

The duties of the Oregon Credentials Committee shall be:

2.2.1 To review/recommend framework for standardizing the credentialing process across the Oregon Region that meets regulatory and legal standards;

2.2.2 To report to the Medical Executive Committees (MECs) on applicants for membership or clinical privileges, including specific consideration of the recommendations from the Department in which the applicant requests privileges;

2.2.3 To review periodically all information available regarding the competence of members and as a result of such reviews, to make recommendations to the MECs for the granting of privileges, reappointments, and the assignment of members to the various Departments as provided in the policies and procedures regarding credentialing;

2.2.4 To review and maintain the policies and procedures regarding credentialing, making appropriate recommendations to the MECs with regard to procedures for appointment and determination of qualifications for clinical privileges;

2.2.5 To recommend that Oregon Region privileging criteria are developed and implemented in a consistent manner.

2.3 Meetings

The Oregon Credentials Committee may meet monthly or as often as determined by its chair and shall maintain a permanent record of its proceedings and actions that shall be forwarded to the OMEC. A quorum shall consist of a majority of committee members.

Section 3. Medical Executive Committee

3.1 Membership

Each MEC shall consist of the President, President-elect, and Secretary-Treasurer. Additional members may include; Immediate Past President, Department Chairs, Medical Directors, Division Chiefs, and members elected at large as more specifically set forth in the Policies. Additional members may be appointed to the MEC, with or without a vote and to a term, as specified in the Policies. The Chief Executives shall be ex officio members without vote. The President shall serve as chairperson of the MEC.

3.2 Removal of Professional Staff MEC Members

Removal of Professional Staff MEC Members may be initiated by a petition signed by twenty Members of the Active Category or twenty percent, whichever is lower, whose primary Hospital is the Hospital where the Member was appointed or elected, or by request of the Board. The removal must be adopted by a majority vote of Members of the Active Category whose primary Hospital is the Hospital where the Member was appointed or elected and who are present at a special meeting with a special quorum as defined in Article XII, Section 1, chaired by an officer not subject to the recall petition. Removal may be based only upon failure to perform the duties of the position held as described in these bylaws.

3.3 Meetings

The MEC may meet monthly or as often as determined by the chair and maintain a permanent record of its proceedings and actions.

3.4 Duties

The MEC is a committee of the Professional Staff, and acts on behalf of the Professional Staff. Functions of the MEC are determined by the Professional Staff, recommended by the OMEC, and approved by the Board.

The duties of each of the MEC shall be to carry out the functions delegated by the Professional Staff, the OMEC and the Board, to:

- 3.4.1 Receive and act upon reports and recommendations from the departments, committees and Officers of the Professional Staff or Administration concerning patient care quality, appropriateness reviews, evaluation and monitoring functions and the discharge of their delegated administrative responsibilities, provide annual review of healthcare related contracts, and recommend specific programs and systems to implement these functions.
- 3.4.2 Develop Hospital-specific Policies based on the model Policies and coordinate the activities and Policies adopted by the Professional Staff, departments and committees. Periodically review and recommend to the OMEC changes and amendments to these Bylaws and the Policies.
- 3.4.3 Account to the Board and the Professional Staff for the overall quality and efficiency of patient care in the Hospitals.
- 3.4.4 Recommend to the OCMB through the OMEC all matters relating to appointments, reappointments, staff category, Department assignments, clinical privileges and corrective action based on recommendations of the Oregon Credentials Committee.

- 3.4.5 Take reasonable steps to ensure professionally ethical conduct and competent clinical performance on the part of the members, including initiating investigations and initiating and pursuing corrective action, when warranted.
- 3.4.6 Make recommendations on clinical and Hospital management matters.
- 3.4.7 Inform the Professional Staff of the accreditation program and the accreditation status of the Hospitals.
- 3.4.8 Establish other committees and task forces as necessary to carry out the Hospital-specific Professional Staff obligations and responsibilities.
- 3.4.9 Represent and act on behalf of the Professional Staff, subject to such limitations as may be imposed by these Bylaws.
- 3.4.10 Authorize disbursement of all funds of the staff as stated in the Policies.
- 3.4.11 Cooperate with the Board and the Chief Executive in securing compliance with these bylaws and the Policies.

Section 4. Other Committees of the Professional Staff

The OMEC shall establish standing and ad hoc committees as necessary to perform Professional Staff functions. The OMEC or its chair will select the committee chair of any standing and ad hoc committees established. With the assistance of that committee chair, the OMEC or its chair shall select membership appropriate to the function of the newly established committee. The OMEC or its chair, with the committee chair's assistance, will also suggest time frames, boundaries and constraints, operational outcomes, available resources and other directions that will promote successful administrative and clinical results.

ARTICLE XII

MEETINGS

Section 1. Professional Staff Meetings

1.1 Regular Meetings

General Professional Staff meetings shall be scheduled as determined to be necessary by the OMEC, to conduct Professional Staff business. Hospital-specific Professional Staff meetings shall be scheduled as determined to be necessary by the relevant MEC.

1.2 Special Meetings

A special meeting of the Professional Staff may be called by the chair of the OMEC, and must be called by the chair of the OMEC at the written request of the

Board, the OMEC or by twenty percent of the Members of the Active Category. A special meeting of the Professional Staff of a specific Hospital may be called by the President, and must be called by the President at the request of the Board, the OMEC, the MEC or by twenty percent of the Members of the Active Staff Category whose primary Hospital is the Hospital calling the special meeting.

Section 2. Notice

Written notice stating the agenda, place, day and hour of any general staff meeting shall be conspicuously posted, or delivered either personally, by facsimile, electronically, or by mail to each person entitled to be present not less than four working days nor more than twenty days before the date of such meeting.

Section 3. Manner of Action

Except as otherwise provided, the action of a majority of the Active Members present and voting at a general staff meeting shall be the action of the group.

Section 4. Quorum

There shall be no minimum number of Active Members to constitute a quorum at a properly called meeting. The presence of thirty percent (30%) of the Active Category entitled to vote at any general staff meeting shall constitute a "special quorum," which is required for removal of officers.

Section 5. Order of Business and Agenda

The order of business at an Oregon Region general staff meeting shall be determined by the chair of the OMEC. The order of business at a Hospital staff meeting shall be determined by the President.

Section 6. Department and Committee Meetings

The Policies shall provide for the schedule and notice of meetings, quorums, attendance requirements, manner of acting, and recording of votes and minutes of Oregon Region and Hospital Department and committee meetings.

Section 7. Minutes

Minutes of all meetings shall be prepared and shall include a record of attendance and the vote taken on each matter. Copies of such minutes shall be approved by the attendees, forwarded to the OMEC and made available to the Professional Staff. A permanent file of the minutes of each meeting shall be maintained.

Section 8. Provisions For Mailed and Electronic Ballot

The OMEC is authorized to establish a procedure for voting on Professional Staff matters by mailed or electronic ballot.

ARTICLE XIII
CONFIDENTIALITY, IMMUNITY, AND LIABILITY

Section 1. Authorization and Conditions

As conditions of applying for, or exercising Professional Staff membership or clinical privileges within the Hospitals, the practitioner:

- 1.1 Authorizes representatives of the PHSOR and staff to solicit, provide, and act upon information bearing on the practitioner's professional ability and qualifications;
- 1.2 Agrees to be bound by the bylaws, rules and regulations, manuals, and the governing policies and procedures of the Professional Staff and of the Hospitals;
- 1.3 Acknowledges that the provisions of this article and the application are to express conditions to the practitioner's staff membership and the exercise of clinical privileges at the Hospitals.

Section 2. Confidentiality of Information

Information regarding the maintenance of quality patient care shall, to the fullest extent permitted by law, be kept confidential. This information shall not become part of any particular patient's file or of the general records of the Hospitals.

Section 3. Immunity from Liability

No representative of the Hospitals or Professional Staff shall be liable for damages or other relief for any action, statement or recommendation made within the scope of the person's duties as a representative, if such representative acts in good faith, makes a reasonable effort to ascertain the truthfulness of the facts, and reasonably believes that the action, statement, or recommendation is warranted by such facts. No representative of the Hospitals, Professional Staff, or third party shall be liable for damages or other relief by reason of providing information, including otherwise privileged or confidential information, to a representative of the Hospitals, Professional Staff, other health care facility, or organization of health professionals concerning a practitioner who is or has been an applicant to or a Member of the staff, or who did or does exercise clinical privileges or provide specified services at the Hospitals, provided that such representative or third party acts in good faith.

Section 4. Releases

Each practitioner shall, upon request of the Hospitals, execute general and specific releases in accordance with this article. Execution of such releases shall not be a prerequisite to the effectiveness of this article.

ARTICLE XIV
CONFLICT RESOLUTION

The Conflict Resolution process is designed to manage conflict between the Board and OMEC or MEC, and between the Professional Staff and the OMEC or MEC on issues including, but not limited to, proposals to adopt a rule, regulation, policy or an amendment thereto. The process includes progressive steps including meeting between OMEC or MEC and MEC and Professional Staff representatives, and when necessary a formal mediation process as outlined in the Policy.

ARTICLE XV
POLICIES AND PROCEDURES

The OMEC, after an opportunity for prior review and action by each MEC, shall adopt the model Policies necessary to implement more specifically the general principles found within these bylaws. The OMEC will develop and adopt a statement of principles by which it shall designate those provisions of the model policies which are to remain uniform and which provisions are to serve merely as a guide. Based on this designation, the MEC may establish Hospital specific Policies. The Policies shall be set forth in Appendix A and incorporated into these bylaws. The Policies may be adopted, amended or repealed as provided in Article XVI of these bylaws.

Section 1. General Procedure

Proposed amendments, restatements, or repeal of the model Policies shall be acted upon by the OMEC with prior notification to the Professional Staff, and prior opportunity for review and action from the MECs. Proposed amendments, restatements, or repeal of model Policies shall be approved by the Board before becoming effective. The MECs shall act to adopt and/or make changes to Hospital specific Policies provided that they do not conflict with the designated parts of the model Policies that must remain uniform.

Section 2. Professional Staff Notice

After OMEC approval, notice of amendments, restatements, or repeal of the model Policies shall be transmitted to the Professional Staff at least 45 days prior to the effective date of change through notices, newsletters or electronically.

ARTICLE XVI
AMENDMENTS TO THE BYLAWS

Section 1. General Procedure

Amendments to or restatements or repeal of these bylaws shall be accomplished through a cooperative process involving both the Professional Staff and the Board. The Professional Staff shall have the responsibility to formulate, adopt and recommend these bylaws to the Board.

Section 2. OMEC Approval

Proposed amendments to or restatements or repeal of these bylaws shall be reviewed and endorsed by the OMEC and MEC prior to transmittal to the Professional Staff for action and subsequently to the Board for action.

Section 3. Professional Staff Approval

Amendments may occur at any regular or special general staff meeting provided that a written copy of the proposed amendment(s) is provided to the Active Category at least twenty-one (21) days prior to the meeting date. Minor revisions to the proposed amendment(s) may occur at the meeting with the concurrence of the chair of the OMEC, so long as these revisions do not change the context of the amendment(s). To be adopted, an amendment shall require the affirmative vote of a majority of the Active Professional Staff present.

3.1 Mail or Electronic Ballots

Mail or Electronic Ballots may be utilized in place of a special or general staff meeting. If such voting is conducted by mail or electronically, ballots shall be mailed or emailed by the MEC to each member of the Active Professional Staff and shall specify the method and date by which ballots are to be cast. Such date shall be at least twenty-one (21) days after ballots are mailed to all Active members. To be adopted, an amendment shall require the affirmative vote of a majority of the Active Professional Staff who responded.

Section 4. Board Approval

Bylaws adopted, repealed or amended by the Professional Staff shall be transmitted to the Board for final approval and shall become effective when approved by that body. Minor revision to the proposed amendment(s) by the Board may occur with the concurrence of the chair of the OMEC with notice to the Professional Staff of such changes. The amendment shall be effective only after the later of the specified effective date or approval by the Board.

ARTICLE XVII
AMENDMENTS TO THE POLICIES

Section 1. General Procedure

Proposed amendments, restatements, or repeal of the model Policies shall be acted upon by the OMEC with a prior opportunity for review and action from the MECs and approved by the Board before becoming effective. The MECs shall act to adopt and/or make changes to Hospital specific Policies; provided that they do not conflict with the designated parts of the model Policies that must remain uniform.

Section 2. OMEC Action

Approval of amendments, restatements, or repeal of the model Policies requires approval of 60% of the voting members at any regular or special OMEC meeting. In approving a measure, the OMEC shall specify an earliest effective date that shall be at least 45 days after OMEC approval.

Section 3. Board Approval

Amendments, restatements, or repeal of the model Policies adopted by the OMEC shall be transmitted to the Board for final approval. Minor revisions to the proposed amendment(s) by the Board may occur with the concurrence of the chair of the OMEC with notice to the Professional Staff of such changes, so long as these revisions do not change the context of the amendment(s). The amendment shall be effective only after the later of the specified effective date or approval by the Board.

Section 4. Professional Staff Notice

After OMEC approval, notice of amendments, restatements, or repeal of the model Policies shall be transmitted to the Professional Staff at least 45 days prior to the effective date of change through notices, newsletters or electronically.

ARTICLE XVIII
ADOPTION

These bylaws shall be adopted by a majority vote of the Members of the Active Category and shall replace any previous bylaws and become effective when approved by the Board.

The Bylaws were officially reviewed and deemed current by the OMEC and the Board:

Review Date	Executive Committee Approval	Review Date	Board Approval
11/10/11	<i>Authenticated</i> _____ Nancy Salisbury, MD, PSA REC Chair	12/9/11	<i>Authenticated</i> _____ Dave Underriner, Chief Executive Officer
11/8/11	<i>Authenticated</i> _____ David Johnson, MD, PNM MEC Chair	12/8/11	<i>Authenticated</i> _____ John Kerekanich Chair, PNM Community Ministry Board
11/14/11	<i>Authenticated</i> _____ Timothy Opie, MD, PSH MEC Chair	12/23/11	<i>Authenticated</i> _____ Jim Broyles Chair, PSH Community Ministry Board
12/20/11	<i>Authenticated</i> _____ Derick DuVivier, MD, PPMC MEC Chair	2/10/2012	<i>Authenticated</i> _____ Dave Underriner, Chief Executive Officer
5/15/12	<i>Authenticated</i> _____ Thomas Wilhelm, MD, PHRMH MEC Chair	6/7/12	<i>Authenticated</i> _____ Dave Underriner, Chief Executive Officer
10/11/12	<i>Authenticated</i> _____ Douglas Koekkoek, MD, Co-Chair, OMEC	10/12/12	<i>Authenticated</i> _____ Dave Underriner, Chief Executive Officer
6/12/14	<i>Authenticated</i> _____ Douglas Koekkoek, MD, Co-Chair, OMEC	6/13/14	<i>Authenticated</i> _____ Theron Park, Chief Executive Officer
5/9/19	<i>Authenticated</i> _____ Steve Freer MD, Co-Chair, OMEC	5/10/19	<i>Authenticated</i> _____ Lisa Vance, Chief Executive Officer
9/10/20	<i>Authenticated</i> _____ Steve Freer MD, Co-Chair, OMEC	9/11/20	<i>Authenticated</i> _____ Lisa Vance, Chief Executive Officer

The effective date for these Bylaws at each facility is reflected in the above table.