



**MEDICAL STAFF
BYLAWS**

OF

AFFINITY MEDICAL GROUP

APPROVED MAY 17, 2006

**MEDICAL STAFF BYLAWS
OF
AFFINITY MEDICAL GROUP**

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**BYLAWS
RULES AND REGULATIONS
AFFINITY MEDICAL GROUP**

PREAMBLE

The Medical Staff is responsible for the quality of medical care in Network Health System, Inc., (d/b/a Affinity Medical Group), a member of Affinity Health System (“Affinity”) and accepts and assumes this responsibility subject to the authority of the Affinity Board of Directors. The physicians, podiatrists and psychologists practicing at Affinity Medical Group are hereby organized into a Medical Staff in conformity with these Bylaws.

DEFINITIONS

For the purpose of these Bylaws, the following words and phrases are defined:

- a) “Medical Staff” means the physicians, podiatrists and psychologists who are employed by Network Health System and granted clinical privileges for the purpose of providing adequate health care for patients of Affinity Medical Group.
- b) “Clinic” refers to the medical office practice of Network Health System.
- c) “Affinity Board of Directors” refers to the Board of Directors of Affinity Health System.
- d) “President” means the individual appointed by the Affinity Board of Directors to act in its behalf in the overall administration of the Clinic, whose official title is President of the Clinic.
- e) “Practitioner” means an appropriately licensed medical or osteopathic physician, podiatrist, psychologist or optometrist.
- f) “Midlevel provider” means an appropriately licensed health professional or non-licensed clinical technician who receives approval to perform specified services or duties for the Clinic.
- g) “Physician Governance Committee” refers to the Physician Governance Committee of the Medical Staff of the Clinic unless specific reference is made to the Physician Governance Committee of the Affinity Board of Directors.
- h) “Good standing,” means that a member of the Medical Staff either: (i) attends, or provides care of, or is involved in the diagnosis, consultation and/or treatment of a minimum of twelve Clinic patients in each calendar year unless this requirement is waived by the Physician Governance Committee at the individual practitioner’s written request; or (ii) is party to a contract that requires the Physician to provide full-time administrative services to AHS.
- i) “Ex officio” means service as a member of a body by virtue of an office or position held and, unless otherwise expressly provided, means without voting rights.

- j) “Privileges” and “clinical privileges” mean the permission granted to a practitioner or midlevel provider to render specific diagnostic, therapeutic, medical, podiatric, psychological or surgical services.
- k) “Track One application” – This term means a medical staff application for initial appointment which meets all Track One criteria defined in the AHS Expedited Credentialing policy.
- l) “Track Two application” – This term means a medical staff application for initial appointment which does not meet the criteria for a Track One application as defined in the AHS Expedited Credentialing policy.

ARTICLE ONE – NAME

The name of this organization shall be the Medical Staff of Affinity Medical Group.

ARTICLE TWO – PURPOSES

The purposes of the Medical Staff are:

- a) To provide that all patients treated in any of the facilities, departments, or services of the Clinic receive quality medical care.
- b) To be the formal organizational structure through which the benefits of membership on the Medical Staff may be obtained by individual practitioners and the obligations of Medical Staff membership may be fulfilled.
- c) To initiate and maintain rules and regulations for self-governance of the Medical Staff.
- d) To serve as the primary means for providing assurances to the Affinity Board of Directors as to the appropriateness of the professional performance and ethical conduct of its members and to strive toward assuring that the pattern of patient care in the Clinic is consistently maintained at the level of quality and efficiency achievable by the state of the healing arts and the resources locally available.
- e) To provide a means through which the Medical Staff may participate in the Clinic’s policy-making and planning process.
- f) To facilitate a high level of care and provide an appropriate level of professional performance by all members of the Medical Staff and all midlevel providers authorized to practice in the Clinic through the appropriate delineation of the clinical privileges that each practitioner or midlevel provider may exercise in the Clinic and through a continuing review and evaluation of each practitioner’s and midlevel provider’s performance in the Clinic.
- g) To participate in a continuing education program conducted within Affinity Health System.
- h) To provide an organizational structure that allows continuous monitoring of patient care practices.
- i) To conduct reviews and evaluation of the quality of patient care through patient care audit procedures.

- j) To recommend to the Affinity Board of Directors action with respect to appointments, reappointment, and corrective action.
- k) To account to the Affinity Board of Directors for the quality and efficiency of patient care rendered to patients at the Clinic through regular reports and recommendations.
- l) To initiate and pursue corrective action with respect to members when warranted.
- m) To develop, administer, and seek compliance with these Bylaws, the Rules and Regulations of the Medical Staff, and other patient care related Clinic and Medical Staff policies.
- n) To assist in identifying community health needs in setting appropriate institutional goals and implementing programs to meet those needs.
- o) To conduct all its affairs involving the Medical Staff, in a manner and an atmosphere free of unlawful discrimination because of age, sex, creed, national origin, race, handicap or financial status.
- p) To work with the Clinic in obtaining and maintaining acceptable accreditation status.
- q) To carry out such other responsibilities as may be delegated by the Affinity Board of Directors.

ARTICLE THREE – MEMBERSHIP

SECTION 1. MEMBERSHIP

Membership on the Medical Staff of Affinity Medical Group is a privilege that shall be extended only to those practitioners who are party to an employment contract with the Clinic and are competent in their respective fields and who continuously meet the standards, qualifications, and requirements set forth in these Bylaws. Appointment to and membership on the Medical Staff shall confer on the practitioner only such clinical privileges and prerogatives which are granted by the Affinity Board of Directors in accord with these Bylaws.

SECTION 2. QUALIFICATIONS

- a) Only practitioners licensed in the State of Wisconsin who can document their background, experience, training, and demonstrated continuing competence, their good reputation and their ability to work compatibly with other physicians, podiatrists, psychologists, and members of the supporting staff, and the capability to practice efficaciously to assure the Medical Staff and the Affinity Board of Directors that any patient treated by them in the Clinic will be given quality care, shall be qualified for membership on the Medical Staff.
- b) Practitioners shall have an ability to work compatibly with other practitioners and members of the supporting staff. Practitioners shall provide quality services by professionally and prudently utilizing Clinic resources.
- c) All physicians considered for initial appointment who practice a subspecialty shall be either certified by a certifying board that is a member of the American Board of Medical Specialties, a recognized board of Osteopathic Medicine or shall have completed all of

the residency or other specialized training required for admission to the examination of such a certifying board and shall have an active application for certification to include meeting any minimum years in practice requirements followed by certification within 5 years of graduation from residency. All Podiatrists being considered for initial appointment shall be (i) certified by the American Board of Podiatric Orthopedics and Primary Podiatric Medicine or the American Board of Podiatric Surgery; or (ii) have completed all of the residency or other specialized training required for admission to the examination of either of the above-referenced certifying boards and shall have an active application for certification to include meeting any minimum years in practice requirements followed by certification within five years of graduation from residency.

This qualification for specialty board certification or being actively involved in seeking certification may in unusual circumstances involving a practitioner submitting an initial application who has extensive experience, qualifications and training, be waived. Such waiver should be reserved only for practitioners of unusual quality and experience, and shall be premised upon a favorable recommendation from the Physician Governance Committee.

- d) Acceptance of membership on the Medical Staff shall constitute the Staff member's agreement to strictly adhere to the ethics of his or her profession and the Ethical and Religious Directives for Catholic Health Care Services as promulgated by the United States Catholic Conference as implemented by the Ordinary of the Diocese of Green Bay, Wisconsin; and that he or she will work cooperatively with others and be willing to participate in the discharge of Medical Staff responsibilities.
- e) All members of the Medical Staff shall pledge that they will not receive from or pay to another practitioner, either directly or indirectly, any part of a fee received for professional services. Further, all members shall pledge that they will provide continuous care for their patients, and refrain from delegating the responsibility for diagnosis or care of Clinic patients to a practitioner who is not qualified to undertake the responsibility and is not adequately supervised.
- f) The practitioner shall, as a condition of appointment or the exercise of clinical privileges, be required to certify biennially, or at any other time upon request of the Affinity Board of Directors or the Physician Governance Committee, that the practitioner's mental, or physical health is not impaired, nor does any disability exist which would, in the absence of reasonable accommodations, negatively impact on the practitioner's ability to provide an adequate level of patient care. When so requested, a practitioner shall authorize the reviewing committees and Affinity Board of Directors to have full access to any and all medical records or treatment information concerning his or her health status. A practitioner shall undergo any physical or mental examination deemed necessary by the Physician Governance Committee to verify compliance with this subsection.
- g) The practitioners must submit and maintain on file at all times current evidence of continued licensure in the State of Wisconsin and DEA registration, if applicable. This requirement may be satisfied by submitting copies of the practitioner's current license and/or DEA registration each time these documents change or are updated.

- h) As part of appointment and reappointment to the Medical Staff, practitioners have a continuing obligation to promptly notify the President of, and to provide such additional information as may be requested regarding, each of the following:
 - 1. the revocation, limitation or suspension of his or her professional license or DEA registration, or the imposition of terms of probation or limitation by any state;
 - 2. Involuntary loss or reduction of staff membership or privileges at any clinic, hospital, managed care entity, or other health care institution;
 - 3. receipt of a quality inquiry letter, an initial sanction notice, notice or proposed sanction or of the commencement of a formal investigation, or the filing of charges, by a Medicare peer review organization, the Department of Health and Human Services, or any law enforcement agency or health regulatory agency in the United States or the State of Wisconsin;
 - 4. Receipt of notice of the filing of any claim or suit against the practitioner alleging professional liability in connection with the treatment of any patient of or at the Clinic.
 - 5. Practitioners have an obligation to report (1) pending criminal charges; (2) a criminal conviction; and (3) pending investigations into or a final administrative finding of patient abuse, neglect or misappropriation of patient property or similar offenses as addressed in the Wisconsin Caregiver Criminal Background Check Law.
- i) Practitioners shall accept committee and clinical assignments as may be required and consistent with protocols that may be developed by the Departments and approved by the Physician Governance Committee.
- j) As part of their appointment and reappointment to the Medical Staff, practitioners have a continuing obligation to comply with federal and state laws and regulations applicable to the practice of their profession.

SECTION 3. TERM OF APPOINTMENT

- a) Initial appointments and reappointments to the Medical Staff shall be made by the Affinity Board of Directors. The Affinity Board of Directors shall act on appointments, reappointments or revocation of appointments only after there has been a recommendation from the Medical Staff as provided in these Bylaws, provided that in the event of unwarranted delay on the part of the Medical Staff, the Affinity Board of Directors may act without such recommendation on the basis of documented evidence of the applicant's or staff member's professional and ethical qualifications obtained from reliable sources.
- b) Initial appointments and reappointments to the Medical Staff shall be for a period of not more than two (2) years, which shall correspond to the calendar year.
- c) Appointments to the Medical Staff shall confer on the practitioner only such clinical privileges as have been granted by the Affinity Board of Directors in accord with these Bylaws.

ARTICLE FOUR – PRIVILEGES

SECTION 1. APPLICATION FOR PRIVILEGES

To obtain clinical privileges, an applicant must file an application. Initial privileges are to be specifically requested by an applicant simultaneously with the filing of the application for Medical Staff membership or midlevel provider status. The Credentials Committee shall be advisory to the Physician Governance Committee and shall make specific recommendations to the Committee or its designee regarding the granting of clinical privileges to an applicant.

SECTION 2. EXTENT OF PRIVILEGES

- a) Evaluation of requests for initial privileges shall be based upon the applicant's education, training, experience, demonstrated competence, references and other relevant information. The recommendation of the Credentials Committee shall be sent to the AHS Medical Executive Committee, which shall act as the designee for the Physician Governance Committee, for action, and if approved, become effective on approval of the Affinity Board of Directors or its designee.
- b) Biennial redetermination of privileges and the increase or curtailment of such privileges shall be recommended by the Credentials Committee based upon direct observation of care provided, the individual's physical and mental health, review of the records, or any portion thereof, of patients treated in this or other clinics and hospitals, and review of the records of the Medical Staff which may document the member's participation in Medical Staff responsibilities and such other investigation as the Credentials Committee may deem appropriate. Such recommendations shall be transmitted and become effective as in Section 2.A. of this Article
- c) Requests to modify clinical privileges or to obtain additional clinical privileges shall be made in writing to the President or Medical Directors, who shall forward such request to the Credentials Committee. The request shall then be reviewed by the Credentials Committee and processed in the same manner and pursuant to the same criteria as an application for initial clinical privileges.

SECTION 3. EXPEDITED PRIVILEGES

Notwithstanding Article Three, Section 3, in exigent circumstances, clinical privileges may be granted to a Medical Staff applicant based upon the approval of both the Medical Director and the President. To be eligible for expedited privileging, the applicant must meet all of the qualifications of membership set forth in Article Three and qualify as a Track One application. Expedited privileges shall be granted for a finite period, to be expressly identified when granted. They may be immediately terminated at any time by the President or the Medical Director. Termination of expedited privileges shall in no event give rise to the right to a fair hearing or appellate review.

Track two applications for initial appointment are processed in the traditional manner pursuant to Article Three.

SECTION 4. EMERGENCY PRIVILEGES

In the case of emergency, any practitioner duly licensed to practice in this State, to the degree permitted by his or her license, and regardless of Department or Staff status, or lack of it, shall be permitted to practice in this Clinic during the continuance of such emergency. For the purpose of this section, an “emergency” is defined as a condition that would result in serious permanent damage to a patient or in which the life of a patient is in immediate danger and any delay in administering treatment would add to that danger.

ARTICLE FIVE – DISCIPLINARY ACTION

SECTION 1. CORRECTIVE ACTION

The Physician Governance Committee shall be the disciplinary body of the Medical Staff. Corrective action may be initiated by physician heads of Departments or Clinic sites, medical directors, the Clinic COO, President of the Medical Staff, the AHS Professional Activities Committee or any member of the Board of Directors. Requests for corrective action shall be in writing, addressed to the COO or President of the Medical Staff and shall contain a description of the activity or conduct upon which the request is based.

a) **GROUND FOR REQUEST**

Conduct or activity upon which a request for corrective action may be based include, but are not limited to:

1. Conduct or activity by a practitioner considered to be lower than the generally accepted standards or which is disruptive to the operations of the Clinic;
2. Criminal charges or conviction of a crime relating to medical practice or medical ethics;
3. Unethical conduct;
4. Incompetence;
5. Failure to keep adequate records;
6. Any limitation of a practitioner’s license by the State Medical Examining Board or voluntarily by the practitioner;
7. Loss or limitation of a practitioner’s narcotic (DEA) license;
8. Exercising privileges while the practitioner’s professional ability is impaired, whether through illness, accident, chemical abuse, or any other source; and
9. Material misstatement in or omission from any application or clinical privileges or any misrepresentation in presenting the practitioner’s credentials;

b) INVESTIGATION

1. Following a request for corrective action, the Physician Governance Committee will conduct the investigation. While investigation of requests for corrective action shall principally be performed by the Physician Governance Committee, the Chair of the Physician Governance Committee may appoint a special Ad Hoc Committee to investigate the matter and report the results to the Physician Governance Committee.
2. The investigation should include an interview with the practitioner involved, who should be informed of the general nature of the charges that have been brought and that this may result in corrective action. The practitioner's appearance at the interview shall not constitute a formal hearing and is considered preliminary in nature and not subject to procedural rules. The party conducting the interview shall insure that minutes are recorded.
3. The investigation shall not be considered concluded until a report of the investigation is received by the Physician Governance Committee.

c) PHYSICIAN GOVERNANCE COMMITTEE

1. Within thirty (30) days following the conclusion of the investigation, the Physician Governance Committee shall take action including, but not limited to, the following:
 - i. Choose to take no action.
 - ii. Issue a warning letter to the practitioner.
 - iii. Issue a letter of reprimand to the practitioner.
 - iv. Impose practice limitations, which may be to:
 - A. Require consultation which limits clinical privileges.
 - B. Reduce, suspend or revoke clinical privileges.
 - C. Suspend or revoke Medical Staff membership status.
2. If the Physician Governance Committee takes action under C.1.d., it shall also establish the interval professional practice standards for the practitioner pending the fair hearing process, if applicable and invoked.
3. The Physician Governance Committee shall make a written report of its action, including its reasons for the action taken and any minority views, and shall forward the report for submission to the Affinity Board of Directors.

SECTION 2. SUMMARY SUSPENSION

- a) Any of the following: The Physician Governance Committee, President of the Medical Staff, Medical Directors and/or physician heads of Departments or Clinics sites, the Clinic COO, or any member of the Affinity Board of Directors shall each have the authority, whenever action must be taken in the best interest of patient care in the Clinic, to suspend all or any portion of the clinical privileges of a practitioner. The suspension shall become effective immediately upon imposition. When possible, consultation with another individual authorized to impose summary suspension should be sought before action is taken.
- b) If the suspension is for more than 14 days and falls within the definition of an adverse action under the Fair Hearing Plan, the practitioner shall have the option, in lieu of a hearing in accordance with the Fair Hearing Plan, to request that the Physician Governance Committee hold an expedited hearing on the matter within such reasonable time period as it may be convened, not to exceed 10 days after receipt by the President of a written request for an expedited hearing. While the expedited hearing shall be held in general accord with the procedures set forth in the Fair Hearing Plan, due to the expedited nature of the hearing, procedural requirements may be adjusted as needed to facilitate expedited review while still affording due process to the practitioner. The practitioner may extend the time for holding the expedited hearing, at his/her option.
- c) The Physician Governance Committee may, upon the practitioner's written request of the President, as soon as practicable, afford the practitioner an opportunity to meet with the Physician Governance Committee in special session to informally discuss the suspension, whether or not a hearing is requested.

After any hearing held in accord with Section 2.B., the Physician Governance Committee may modify, continue, or terminate the terms of the suspension. If, as a result of the hearing, the Physician Governance Committee does not terminate the suspension, the affected practitioner shall, if in accordance with the Fair Hearing Plan, be entitled to request an appellate review by the Affinity Board of Directors. Any terms of the suspension as sustained, or as modified, by the Physician Governance Committee shall remain in effect pending a final decision by the Affinity Board of Directors.

Immediately upon the imposition of a suspension, the Chair of the Physician Governance Committee or appropriate Medical Director shall have the authority to provide for alternative medical coverage for the patients of the suspended practitioner. The wishes of the patient shall be considered in the selection of an alternate practitioner. Any suspended practitioner shall remain available to confer with the practitioner to the extent necessary to safeguard the patient.

SECTION 3. TEMPORARY SUSPENSION FOR INCOMPLETE RECORDS

Failure to complete medical records in accordance with the rules of the Medical Staff after a warning of delinquency shall result in the temporary automatic suspension of all privileges held

by a Staff member until such records are completed. Repeated violations of the requirements of timely medical records may be grounds for discipline under this Article Five.

SECTION 4. AUTOMATIC SUSPENSION

- a) A Medical Staff member whose DEA Number is revoked, suspended or voluntarily relinquished shall have his or her right to prescribe medications covered by such number automatically suspended.
- b) An automatic suspension of all privileges shall be imposed upon notification received by the President of the conviction of a Medical Staff member of a felony or a Class A misdemeanor. Upon such suspension, the Physician Governance Committee may or, if requested by the Medical Staff member, shall convene to conduct a review of the matter and submit a recommendation to the Affinity Board of Directors regarding the continuation of the Medical Staff status and clinical privileges of the Medical Staff member.
- c) An automatic suspension of all clinical privileges shall occur upon the existence of pending investigations into or a final criminal or administrative finding of patient abuse, neglect or misappropriation of patient property or similar offenses as addressed in the Wisconsin Caregiver Criminal Background Check Law.
- d) An automatic suspension of all privileges shall occur upon a practitioner's failure to notify the President within five (5) days of receipt by the practitioner of a sanction notice of a gross and flagrant violation, or the filing of charges, by a Medicare peer review organization, the Department of Health and Human Services, or any law enforcement agency or health regulatory agency of the United States or the State of Wisconsin.
- e) An automatic suspension of all privileges shall occur upon a practitioner's failure to supply information or documentation requested by any of the following: the President or his or her designee; the Credentials Committee; the Physician Governance Committee or the Affinity Board of Directors. Such suspension shall be imposed only if: (1) the request for information for documentation was in writing, (2) the request was related to evaluation of the practitioner's current qualifications for membership or clinical privileges, (3) the practitioner failed to either comply with such request or to satisfactorily explain his or her inability to comply, and (4) the practitioner was notified in writing that failure to supply the requested information or documentation within fifteen (15) days from receipt of such notice would result in automatic suspension. An automatic suspension under this Subsection will remain in effect until the practitioner supplies the information or, in the judgment of the requesting party, satisfactorily explains his or her failure to supply it.

SECTION 5. SUSPENSION FOR NON-CLINICAL BEHAVIOR OR CONDUCT

- a) Suspension of any or all privileges may be imposed by the President for misconduct that does not directly involve clinical issues. Such misconduct not involving clinical issues may consist of, but is not limited to: sexual harassment or abuse of others; drug, alcohol

or other abuse; criminal, fraudulent or other improper business conduct; or health problems of the practitioner.

1. A practitioner whose privileges are suspended under this Section 5 shall be entitled to request a joint interview to discuss and explain the conduct with the President, one or more of the Medical Directors with administrative responsibility, and the Chairperson of the Affinity Board of Directors or his or her designee.
 2. The request for an interview must be in writing and filed with the President within five (5) days of delivery of the suspension notice to the practitioner.
 3. The interview shall be scheduled as soon as practicable after receipt of the practitioner's request and in no event later than ten (10) days after such date except for good cause. Notice of the date, time and place of the interview shall be given to the practitioner by telephone, in writing or in person. The practitioner shall be informed in writing prior to the interview of the specific basis for the suspension.
 4. At the interview, the practitioner shall be permitted to discuss and explain his or her conduct. His or her appearance at the interview shall not constitute a formal hearing and shall not be subject to procedural rules. A record of the interview shall be made by the President or his or her designee.
 5. After the interview, the suspension shall be continued, lifted or modified only upon the concurrence of two or more of the officials conducting the interview. Any suspension imposed under this subsection that is not lifted shall remain in effect indefinitely or until the majority of the individuals who participated in the interview provided under Section 5.A. (1) decide to alter or lift such suspension.
- b) Each practitioner shall have the duty to notify the President of any action that may constitute a cause for automatic suspension. Failure to timely report such action will result in automatic suspension.

SECTION 6. AUTOMATIC TERMINATION

- a) Notification from the State Medical Examining Board of the revocation or suspension of a Medical Staff member's license shall automatically terminate such member's Medical Staff membership and clinical privileges. Termination shall occur whether the action of the Medical Examining Board is unilateral or agreed to by the licensee. If the licensing agency places the member on probation, the Physician Governance Committee shall review the matter and submit a recommendation to the Affinity Board of Directors regarding the continued staff status and clinical privileges of the Medical Staff member.

- b) A practitioner's Medical Staff membership and all clinical privileges shall be automatically terminated upon termination of the practitioner's employment agreement with Clinic.
- c) No right to a fair hearing or appellate review shall arise in the context of an automatic termination.

SECTION 7. TIME PERIODS FOR PROCESSING

Requests for corrective action shall be considered in a timely and good faith manner by all individuals and groups required to act thereon and, except for good cause, shall be processed within the time periods specified in the Fair Hearing Plan. The time periods specified for corrective action are to guide the acting parties in accomplishing their tasks and shall not be deemed to create any right for the practitioner to have a suspension lifted or to have a request for corrective action dismissed within those time periods.

SECTION 8. MEDICAL-ADMINISTRATION POSITIONS

Removal from office of a practitioner engaged by the Clinic to perform medical-administrative duties shall be accomplished in accordance with the terms of such individual's contractual agreement with the Clinic. If the practitioner maintains Medical Staff membership and privileges, removal from office shall not terminate the same unless provision to the contrary is made in the practitioner's contractual agreement with the Clinic.

ARTICLE SIX – FAIR HEARINGS AND APPELLATE REVIEW

SECTION 1. RIGHT TO FAIR HEARING

A practitioner shall be entitled to request a fair hearing in the event of an adverse action (as defined in the Fair Hearing Plan) in the context of: (a) corrective action under Article Five, Subsection 1.A.1, 4, 5 or 8 or (b) summary suspension based upon clinical behavior or conduct (action or inaction of the practitioner in providing patient care).

No right to a fair hearing exists in the event of: (a) a temporary suspension for incomplete medical records (b) suspension for non-clinical behavior or conduct; or (c) an automatic suspension.

SECTION 2. APPELLATE REVIEW

If, after a fair hearing, the individual or body taking an adverse action has its decision upheld, the practitioner shall be entitled to an appellate review. If the fair hearing body finds for the practitioner, an appellate review is available to the individual or body taking the adverse action.

ARTICLE SEVEN – OFFICERS OF THE MEDICAL STAFF

SECTION 1. THE OFFICERS OF THE MEDICAL STAFF SHALL BE:

- a) President
- b) Others as stated in the Affinity Bylaws.

SECTION 2. QUALIFICATIONS OF OFFICERS

Officers must be members of the Medical Staff in good standing at the time of nomination and election and must remain members in good standing during their term of office. Failure to maintain such status shall constitute an automatic resignation and immediately create a vacancy in the office involved. The officers shall be physicians who have been members of the Medical Staff with demonstrated competence in their fields of practice and demonstrated qualifications on the basis of experience and ability, to direct the medico-administrative aspects of the Clinic and Medical Staff activities. Officers shall also have knowledge of quality improvement.

SECTION 3. ELECTION OF OFFICERS

Will be pursuant to the Affinity Bylaws.

SECTION 4. DUTIES

- a) **PRESIDENT:** The President shall serve as the Chief Medical Officer of the Medical Staff to:
 - 1. Act in coordination and cooperation with the COO in all matters of mutual concern within the Clinic;
 - 2. Call, preside at, and be responsible for the agenda of all general meetings of the Medical Staff;
 - 3. Serve as the Chairperson of the Physician Governance Committee;
 - 4. Be responsible for the enforcement of Medical Staff Bylaws, Rules and Regulations, for implementation of sanctions where indicated, and for presentation to the Physician Governance Committee in those instances where corrective action may be recommended to the Affinity Board of Directors;
 - 5. Appoint committee members and chairpersons to all standing, special and multi-disciplinary (combined) Medical Staff committees, except the Physician Governance Committee;
 - 6. Serve as ex-officio member of all Medical Staff committees;

7. Represent the views, policies, needs and grievances of the Medical Staff to the Affinity Board of Directors and to the CEO of Affinity Health System;
8. Be the spokesperson for the Medical Staff in its external professional and public relations, or designate another practitioner to act in that capacity;
9. Serve as the responsible representative of the Medical Staff to receive and interpret policies of the Affinity Board of Directors to the Medical Staff and report to the Affinity Board of Directors on the performance of quality assurance activities with respect to the Medical Staff's delegated responsibility to provide quality medical care;
10. Serve on Professional Activities Committee (PAC);

ARTICLE EIGHT – DEPARTMENTS

For the purpose of these Bylaws, the Departments of the Medical Staff shall be: Surgical/Ancillary Services; Medical Specialty Services; and Primary Care Services. Primary Care Services includes the specialties of Family Practice, Internal Medicine, Pediatrics and OB/GYN. Department organization, assignments, and leadership shall be addressed in the Medical Staff Policies and Procedures Manual.

ARTICLE NINE – COMMITTEES

SECTION 1. GENERAL POLICIES

- a) The members of all standing committees of the Medical Staff, except as otherwise provided in these Bylaws, shall be appointed by the President of the Medical Staff and approved by the Physician Governance Committee. Committee members may be removed by the President of the Medical Staff, upon approval by the Physician Governance Committee due to lack of attendance or other causes. A committee member shall serve until such time as a successor is appointed or until he or she is removed. The functions of the standing committees set forth in these Bylaws may be combined upon the approval of the Physician Governance Committee, provided separate recording of each function is assured.
- b) Members representing the Clinic Administration shall be appointed by the COO prior to each year. The number of and choice of administrative members assigned to committees will be determined by the COO after consultation with the President of the Medical Staff. Administrative members assigned to each staff committee shall be non-voting members and shall serve as administrative designees to that committee. The COO shall be the administrative designee to the Physician Governance Committee. The Clinic shall supply sufficient support personnel to all committees to enable them to carry out their assigned responsibilities in the most efficient manner.

- c) Each committee shall prepare minutes, which are subject to the approval of the Physician Governance Committee. Committee chairpersons shall report regularly on significant matters at Medical Staff meetings and shall summarize significant activities at the annual Medical Staff meetings as appropriate.

SECTION 2. STANDING COMMITTEES

Standing Committees shall be:

- a) **The Physician Governance Committee** – The Physician Governance Committee shall consist of the physician, psychologist, podiatric and optometric leaders of the Medical Staff as defined in the Affinity Health System Corporate bylaws. The COO shall attend the meetings of the Physician Governance Committee ex officio. In cases where one individual serves on the Committee in more than one capacity, he or she shall be entitled to have only one vote. The Physician Governance Committee is empowered to act on behalf of the Medical Staff, and to coordinate the activities and general policies of the various Departments and sections as indicated by the Medical Staff Bylaws, Rules and Regulations. The Physician Governance Committee shall meet at least once a month. The majority of the Physician Governance Committee members must be fully licensed physicians.

The duties of the Physician Governance Committee shall be:

1. to represent the Medical Staff and to act on its behalf as needed under such limitations as may be imposed by these Bylaws;
2. to be regularly involved in Medical Staff management (for example, enforcement of rules and regulations, and Committee and Department affairs);
3. to coordinate the activities and general policies of the various Medical Staff Departments as required.
4. to receive and act upon committee reports;
5. to implement policies of the Medical Staff not otherwise the responsibility of Department personnel;
6. to take all reasonable steps to insure professionally ethical conduct and competent clinical performance on the part of all members of the Medical Staff and to initiate and/or participate in Medical Staff disciplinary measures as indicated;
7. to provide liaison among the Medical Staff, the Clinic Administration and the Affinity Board of Directions;
8. to recommend action to the COO and President on matters of a medico-administrative nature;

9. to make recommendations to the Affinity Board of Directors, including long range planning and physician compensation plan;
10. to review the reports of the Credentials Committee and the Medical Staff Departments regarding all applicants for membership on the Medical Staff, assignment to Departments and delineation of clinical privileges and to make recommendations on such matters to the Professional Activities Committee;
11. to review periodically all information available regarding the performance and clinical competence of staff members and others with clinical privileges, including the reports of the Credentials Committee and the appropriate Medical Directors concerning same, and, as a result of such reviews, to make reports to the Medical Staff for reappointments and for renewal or changes in clinical privileges and to make recommendations to the Affinity Board of Directors on such matters;
12. to inform the Medical Staff concerning the accreditation program and the accreditation status of the Clinic;
13. to consider amendments to the Bylaws, Rules and Regulations, and Policies and Procedures of the Medical Staff as necessary for the proper conduct of its work;
14. to review and approve Medical Staff department rules and regulations, subject to the approval of the Affinity Board of Directors;
15. to be responsible for making recommendations to the Affinity Board of Directors relating to the structure of the Medical Staff; the mechanisms used to review credentials and delineate individual clinical privileges; the mechanisms by which memberships on the Medical Staff may be terminated; and the mechanism for fair hearing procedures;
16. to have overall responsibility for all Medical Staff accreditation policies and procedures. The Chairperson of the Physician Governance Committee may delegate specific functions of this responsibility to appropriate Medical Staff members and committees;
17. to report at each general Medical Staff meeting as appropriate;
18. to fulfill the Medical Staff's accountability to the Affinity Board of Directors for the medical care rendered to the patients in the Clinic. The Physician Governance Committee shall monitor all medical care quality assurance activities and be responsible for taking any necessary and appropriate action or delegating the responsibility for such action to the appropriate Medical Staff or multidisciplinary committee or group;
19. to consider such other functions as may be from time to time be delegated by the Medical Staff or the Affinity Board of Directors;

b) **The Credentials Committee** – The Credentials Committee shall consist of at least one Medical Staff member from each Department. The duties of the Credentials Committee shall be:

1. to investigate and verify the credentials of all applicants for membership and to make recommendations in compliance with the Medical Staff Policies and Procedures Manual. The established procedure will include an evaluation of qualifications, verification of compliance with continuing medical education requirements for state licensure and an assessment of the competence of each applicant for appointment or reappointment. The selection of persons to be recommended for appointment shall depend upon a thorough study of the qualifications of each applicant;
2. to send a specific report and recommendations to the Physician Governance Committee on each applicant for Medical Staff appointment and clinical privileges;
3. to investigate any alleged breach of ethics by a practitioner;
4. to review reports that are referred by the Physician Governance Committee, Medical Record Committee, or the President of the Medical Staff; and
5. to review all information available regarding the competence of staff members and, as a result of such reviews, to make recommendations for the granting of privileges, reappointments and the assignment of practitioners to the Medical Staff or services as provided in the Medical Staff Policies and Procedures Manual.

The Credentials Committee shall meet as necessary and within one (1) month after receiving a completed application for membership on the Medical Staff. The Committee shall maintain a permanent record of its proceedings and actions.

c) **Additional Committees of the Medical Staff.**

The structure and functions of the following Committees are contained in the Policies and Procedures Manual.

1. Infection Control Committee
2. Medical Record Committee
3. Compensation Committee
4. Bylaws Committee

SECTION 3. COMBINED CLINIC AND MEDICAL STAFF COMMITTEES

The Medical Staff shall participate in the maintenance and improvement of professional standards throughout the Clinic by maintaining Medical Staff representation as appropriate on multidisciplinary committees that relate to the safety of and the quality of care rendered to

patients. Members of the Medical Staff shall be assigned to committees by the President of the Medical Staff.

ARTICLE TEN – MEETINGS

SECTION 1. STAFF MEETINGS

- a) Regular meetings of the Medical Staff shall be held at the Clinic at least quarterly for the purpose of reviewing Medical Staff Department reports, administrative matters and such other items referred by the Physician Governance Committee, President of the Medical Staff, or AHS CEO.

SECTION 2. DEPARTMENT MEETINGS

Departmental meetings shall be held at least quarterly to review and evaluate the clinical work of that Department.

SECTION 3. MINUTES

Minutes of meetings of the Medical Staff, Committees or Departments shall be prepared and shall include a record of attendance of members and the vote taken on each matter. Minutes shall be submitted to those in attendance for approval, and the minutes shall thereafter be forwarded to the Physician Governance Committee. Each Committee and Department shall maintain a permanent file of the minutes of each meeting.

ARTICLE ELEVEN – RULES AND REGULATIONS

SECTION 1. MEDICAL STAFF

- a) The Physician Governance Committee shall adopt such Rules and Regulations as may be necessary for the proper conduct of its work and to implement more specifically the general principles set forth in these Bylaws. Rules and Regulations may be adopted, amended or repealed by the Physician Governance Committee without previous notice by a two-thirds (2/3) majority vote of the Physician Governance Committee present at such meeting. Such Rules and regulations are subject to approval of the Affinity Board of Directors.

The Medical Staff may adopt a Policy and Procedures Manual that expands upon the general principles set forth in these Bylaws with respect to such matters as appointment, reappointment, and clinical privileging as long as consistent with Bylaws. The Manual may also address other procedural or administrative matters so long as in a manner consistent with these Bylaws. The Policy and Procedure Manual must be approved by the Physician Governance Committee and the Affinity Board of Directors. Once approved, the Manual may be amended by the Physician Governance Committee, with the concurrence of the Affinity Board of Directors.

The Rules & Regulations, and Policy and Procedures Manual will be followed.

SECTION 2. MEDICAL SPECIALTY SERVICES DEPARTMENTS

Each Medical Specialty Services Department, (e.g., primary care, specialty care) shall adopt rules and regulations pertinent to the care of patients within the Department and these rules and regulations shall become effective when approved by the Physician Governance Committee and the Affinity Board of Directors.

ARTICLE TWELVE – IMMUNITY FROM LIABILITY

The following shall be express conditions to any individual’s application for, or exercise of membership or clinical privileges at the Clinic:

- a) Any act, communication, report, recommendation or disclosure, with respect to any individual, performed or made in good faith and without malice and at the request of an authorized representative of this or any other health care facility, or provider, for the purpose of achieving and maintaining quality patient care in this or any other health care facility, shall be privileged to the fullest extent permitted by law.
- b) Such privilege shall extend to members of the Medical Staff and the Affinity Board of Directors, the Clinic President and designated representatives and to third parties who supply information to any of the foregoing authorized to receive, release, or act upon the same. For the purpose of this article, the term “third parties” means both individuals and organizations from whom information has been requested by or received from an authorized representative of the Affinity Board of Directors or of the Medical Staff and includes but is not limited to individuals, health care facilities, governmental agencies, peer review organizations and any other person or entity with relevant information.
- c) There shall, to the fullest extent permitted by law, be immunity from civil liability arising from any such act, communication, report, recommendation or disclosure, even where the information involved would otherwise be deemed privileged.
- d) Such immunity shall apply to all acts, communications, reports, disclosures performed or made in connection with this or any other health care institution’s activities related, but not limited to:
 1. application for appointment or clinical privileges;
 2. periodic reappraisals for reappointment or clinical privileges;
 3. corrective action, including suspension;
 4. hearings and appellate reviews;
 5. medical care evaluation;
 6. utilization reviews;
 7. profiles and profile analysis;
 8. malpractice loss prevention; and
 9. other Clinic, Department, service or committee activities related to quality care and inter-professional conduct.

- e) The acts, communications, reports, recommendations and disclosures referred to in this Article may relate to an individual's professional qualifications, clinical competency, character, mental or emotional stability, physical condition, ethics or any other matter that might directly or indirectly have an effect on patient care.
- f) In furtherance of the foregoing, each practitioner shall upon request of the Clinic, execute releases in accordance with the tenor and import of this Article in favor of the individuals and organizations specified in Subsection b, subject to such requirements, including those of good faith, absence of malice and the exercise of reasonable effort to ascertain truthfulness, as may be applicable under the laws of Wisconsin. Execution of such releases is not a prerequisite to the effectiveness of this Article.
- g) The consents, authorizations, releases, rights, privileges and immunities provided by the Medical Staff Policies and Procedures Manual for the protection of this Clinic's practitioners, other appropriate Clinic officials and personnel and third parties, in connection with applications for initial appointments, shall also be fully applicable to the activities and procedures covered by this article. All provisions in these Bylaws and in other forms used in the appointment, reappointment or credentials process relating to authorizations, confidentiality of information and immunity from liability are in addition to and not in limitation of other immunities provided by law.

ARTICLE THIRTEEN – ADOPTION AND AMENDMENT OF BYLAWS

SECTION 1. MEDICAL STAFF RESPONSIBILITY AND AUTHORITY

The Professional Governance Committee shall have the initial responsibility and delegated authority to formulate, adopt and recommend to the Affinity Board of Directors, Medical Staff Bylaws, and amendments thereto, which shall be effective when approved by the Affinity Board of Directors. Such responsibility and authority shall be exercised in good faith and in a reasonable, timely and responsible manner, and at least every three years, so as to have Bylaws of generally recognized quality, to provide a basis for acceptance by accreditation agencies, and to provide a system of on-going effective professional review.

SECTION 2. METHODOLOGY

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

- a) The Physician Governance Committee shall adopt such Rules and Regulations as may be necessary for the proper conduct of its work and to implement more specifically the general principles set forth in these Bylaws. Rules and Regulations may be adopted, amended or repealed by the Physician Governance Committee without previous notice by a two-thirds (2/3) majority vote of the Physician Governance Committee present at such meeting. Such Rules and Regulations are subject to approval of the Affinity Board of Directors.
- b) Amendments to these Bylaws are effective when approved by the Affinity Board of Directors. The Bylaws may not be amended or adopted by unilateral action of the Physician Governance Committee or Affinity Board of Directors. For the purpose of

these Bylaws, unilateral action by the Affinity Board of Directors is defined as the adoption of Bylaw amendments without informing the medical staff and the Physician Governance Committee and providing an opportunity for discussion and recommendation. In the event the Medical Staff fails to exercise its responsibility and authority as required in this Article, and after not less than sixty (60) days notice to the Physician Governance Committee from the Affinity Board of Directors of at least 60 days to such effect, the Affinity Board of Directors may upon its own initiative amend these Bylaws. In such event, the Medical Staff recommendation and views of the Physician Governance Committee shall be carefully considered by the Affinity Board of Directors during its deliberation and in its actions. In no event will these Bylaws be amended to be inconsistent with the Articles of Incorporation or Bylaws of Affinity or of Network Health Plan, Inc.

ADOPTED BY THE PHYSICIAN GOVERNANCE COMMITTEE OF AFFINITY MEDICAL GROUP: May 3, 2006

APPROVED BY THE BOARD OF DIRECTORS OF AFFINITY HEALTH SYSTEM:
May 17, 2006