Bylaws of the Medical Staff of Central Maine Medical Center

With updates adopted by the Medical Staff on

September 15th, 2022

Approved by the Governing Body on

October 5th, 2022

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WHEREAS, the Central Maine Medical Center ("Hospital") is a non-profit corporation organized under the laws of the State of Maine; and,

WHEREAS, the Hospital's purpose is to serve as a general hospital providing a uniform standard of patient care, education and research consistent with the mission, vision and value statement as set forth in the Central Maine Medical Center bylaws; and,

WHEREAS, it is recognized that the Medical Staff by delegation of the Governing Body, is responsible for actively participating in providing professional leadership for measuring, assessing and improving its performance in providing quality care in the Hospital, and must accept and discharge this responsibility, subject to the ultimate authority of the Governing Body of the Hospital, and that the cooperative efforts of the Medical Staff, the President of the Hospital, and the Governing Body are necessary to fulfill the Hospital's obligations to its patients;

THEREFORE, the Providers practicing in this Hospital hereby organize themselves into a Medical Staff in conformity with these Bylaws.

ARTICLE 1 – DEFINITIONS

Admitting Privileges means the rights of certain members of the Staff to admit their patients to the Hospital. "Admit" means to order the admission of a person to the Hospital for bed occupancy for purposes of receiving inpatient hospital services. Generally, a patient is considered an inpatient if formally admitted as an inpatient with the expectation that he or she will remain at least overnight and occupy a bed even though it later develops that the patient can be discharged or transferred to another hospital and not actually use a hospital bed overnight. For purposes of these Bylaws,

Chief Medical Officer means the Physician appointed by Central Maine Healthcare to manage the Medical Staff Office and to administer the Medical Staff Bylaws and related medical staff functions.

CME means continuing medical education.

CMHC means the Central Maine Healthcare Corporation, the sole corporate member of Central Maine Medical Center.

Governing Body means the Board of Trustees of the Hospital.

Hospital means the facility and includes all associated treatment areas, Divisions, Sections, and services included in the hospital license.

Medical Executive Committee ("MEC") means the Executive Committee of the Medical Staff.

Medical Staff Chief means the Physician elected by the Medical Staff to the office of Medical Staff Chief.

Medical Staff Vice Chief means the Physician elected by the Medical Staff to the office of Medical Staff Vice Chief.

Observation Stay means a stay in the Hospital for no more than forty-eight (48) hours for the purpose of (a) evaluating a patient for possible admission; (b) treating patients expected to be stabilized and released in no more than twenty-four (24) hours; or (c) extended recovery following a complication of an outpatient procedure. Only rarely will an Observation Stay exceed twenty-four (24) hours in length.

Officers of the Medical Staff means the Medical Staff Chief, the Medical Staff Vice Chief and the Immediate Past Chief.

Patient Care Encounter shall mean acting in the capacity of the primary attending physician, in the capacity of a consulting physician, performing surgical procedures, and providing hospital-based services including, but not limited to pathology, radiology, or emergency services. A patient care encounter shall not, however, include orders for outpatient x-ray or laboratory testing which does not directly involve the ordering physician in the delivery of the service.

Physician means an appropriately licensed allopathic or osteopathic physician or an appropriately licensed oral surgeon or podiatrist.

Practitioner means an appropriately licensed medical or osteopathic physician, oral surgeon, podiatrist or Advanced Practice Provider.

President of the Hospital ("President") means the individual who acts on behalf of the Governing Body with respect to the overall management of the Hospital.

Professional Review Action means an action, recommendation, or formal decision not to take action or make a recommendation, of a Professional Review Committee that is taken or made in the conduct of professional review activity and is based on the quality and appropriateness of patient care provided by, or the competence or professional conduct of, a Practitioner that affects or may affect adversely a Practitioner's clinical privileges or Medical Staff or Professional Staff membership in the Hospital.

Special Committee means a committee formed on an "as needed" basis by the MEC or the Peer Review Committee. Special Committees are sometimes referred to as "ad hoc" committees, which may be authorized by the Board to review and evaluate the competence, professional conduct of, or the quality and appropriateness of patient care provided by a Practitioner, including as appropriate to the circumstances, the Board, the MEC, any individual or committee engaged in conducting ongoing or focused professional practice evaluations, any investigation committee, any hearing panel, any appellate review committee, the Chief Medical Officer, the President, any Service Chief, and any other person, committee, or entity having authority to make an adverse recommendation with respect to, or to take or propose an action against, any applicant or Practitioner when assisting the Board in a Professional Review Action.

Special Notice means preliminary notice in person, if practical, followed by written notification sent to the Practitioner's email address on file with the Medical Staff Office or to the last known address of the Practitioner, as it appears in the records of the Hospital, postage pre-paid by United States certified mail, return receipt requested.

Telemedicine means the use of medical information exchanged from one site to another via electronic communications, such as video conferencing, for diagnosis, treatment and education of the patient or healthcare provider, and for the purpose of improving patient care, treatment and services. For the purposes of this definition, the originating site shall mean the site where the patient is located at the time the service is provided and the distant site shall mean the site where the person providing the professional service is located.

Voting Medical Staff Members are the Active Physician Staff and Active Advanced Practice Provider staff.

ARTICLE 2 – NAME AND PURPOSES

2.1. NAME

The name of this organization shall be the Medical Staff of Central Maine Medical Center ("Medical Staff"). It is the intent of the Medical Staff and of these Bylaws that the Medical Staff is, and for all purposes should be considered, a constituent part of Central Maine Medical Center and is not intended to be a separate legal entity.

2.2. PURPOSES

The purposes of the Medical Staff are as follows:

1. To ensure that all patients admitted to or treated in any of the facilities or services of the Hospital shall receive the most appropriate level of care within the resources of available staff, equipment, and physical plant and care that is consistent with applicable professional standards.

2. To ensure a high level of professional performance by all Practitioners authorized to practice in the Hospital through the appropriate delineation of the Clinical Privileges that each Practitioner may exercise in the Hospital and through an on-going review and evaluation of each Practitioner's performance in the Hospital;

3. To ensure that personal or professional conflicts of interest are disclosed and where appropriate, prohibited, in fulfilling any of the functions of the Medical Staff and in the provision of patient care;

4. To provide an appropriate educational setting that will maintain scientific standards and that will lead to continuous advancement of professional knowledge and skill, which may include maintaining an appropriate graduate medical education program;

5. To initiate and maintain Medical Staff Rules and Regulations for self-governance of the Medical Staff consistent with the ultimate authority of the Governing Body and such rules and policies as are necessary to clearly define acceptable Medical Staff practices regarding provision of medical and surgical care, maintenance of medical records, conduct, and other elements of Medical Staff functions within the Hospital as required by accreditation and licensing standards;

6. To provide a means whereby issues concerning the Medical Staff and the Hospital may be discussed by the Medical Staff with the Governing Body and the President of Central Maine Medical Center and to ensure that there will be Medical Staff representation and participation in any Hospital deliberation affecting the discharge of Medical Staff responsibilities;

7. To provide for obligations of the Medical Staff concerning peer review, ethical standards, and quality improvement activities; and

8. To provide methods for assuring accountability of its members to the Staff, these Bylaws, and the Medical Staff Rules and Regulations by stipulating disciplinary processes, including processes for enforcement and appeals.

ARTICLE 3 – CATEGORIES OF THE MEDICAL STAFF

3.1. ACTIVE PHYSICIAN STAFF

A. QUALIFICATIONS

Membership on the active physician staff ("Active Physician Staff") is a privilege which shall only be extended to Practitioners who continuously meet the qualifications, standards, and requirements set forth in these Bylaws. The Active Physician Staff shall consist of Physicians who have been granted clinical privileges by the Governing Body, who regularly admit or care for Hospital patients or regularly use Hospital services or facilities for their patients, and who assume all the functions and responsibilities of membership on the Active Physician Staff, including, where appropriate, emergency and service call as well as consultation assignments. Members of the Active Physician Staff shall be appointed to a specific section.

B. PREROGATIVES

Active Physician Staff members may:

1. attend general and special meetings of the Medical Staff and applicable Division meetings;
2. vote at all general and special meetings of the Medical Staff, including changes to these Bylaws and votes for candidates to fill Active Physician Staff seats on the MEC;
3. hold office, serve on the MEC, and serve as a Division or Section Chief; and
4. exercise clinical privileges granted.

C. RESPONSIBILITIES

Active Physician Staff members must assume all of the responsibilities of Active Physician Staff membership where applicable, including;

1. serving on Medical Staff Committees, as requested;
2. providing emergency and service call coverage as determined by their respective Section or Division;
3. participating in professional practice evaluation and performance improvement processes;
4. attending Medical Staff, Section and Division meetings when called;
5. fulfilling the basic responsibilities of Medical Staff Membership as outlined in Article 4 of these Bylaws.

3.2. COURTESY PHYSICIAN STAFF

A. QUALIFICATIONS

The consulting and courtesy physician staff (collectively, "Courtesy Physician Staff") shall consist of physicians qualified for Medical Staff Membership as set forth in Article 4 of these Bylaws. Courtesy Physician Staff shall consist of Medical Staff members who do not focus a significant portion of their clinical work at the Hospital and includes

physicians who may be on active staff at another facility. In addition to the basic qualifications set forth in Section 3.1(A), Courtesy Physician Staff members shall:

1. maintain active staff privileges in good standing at another facility; and
2. have fewer than twelve (12) Patient Care Encounters in a calendar year. In the event a Courtesy Physician Staff member exceeds twelve (12) patient care encounters in a calendar year, the MEC shall have the option of advancing the member to the Active Physician Staff category, which will require the member to accept the responsibilities associated with such category.

B. PREROGATIVES
Courtesy Physician Staff members may:

1. admit patients to the Hospital and order an Observation Stay for patients subject to the Patient Care Encounter limitation set forth in Section 3.2(A)(2) of these Bylaws. At times of full Hospital occupancy or of shortages of Hospital beds or other facilities, as determined by the President, the admitting privileges of Courtesy Physician Staff members shall be subordinate to those of Active Physician Staff members, except for emergency admissions;
2. attend general and special meetings of the Medical Staff and applicable Division meetings;
3. be invited to serve on Medical Staff Committees; and
4. exercise clinical privileges granted.

C. RESPONSIBILITIES
Members of the Courtesy Physician Staff shall not be eligible to vote or hold office. Admitting privileges of any Courtesy Physician Staff member shall be granted or denied during the credentialing process. Members of the Courtesy Physician Staff shall fully participate in performance improvement working groups and fully participate in other quality improvement activities at the request of the MEC

3.3. ACTIVE ADVANCED PRACTICE PROVIDER (APP) STAFF

A. QUALIFICATIONS
The Active APP Staff shall consist of professionals who are granted clinical privileges within the scope of their license and are appointed to the Active APP staff, i.e. Physician Assistants (PA), Nurse Practitioners (NP), Certified Nurse Midwifes (CNM), and Certified Registered Nurse Anesthetists (CRNA).

B. PREROGATIVES
Subject to Maine licensing and certification requirements, Active APP Staff members shall practice: (i) independently, (ii) as an employee of the Hospital, (iii) as an employee of a member of the Active Physician Staff, or (iv) under the supervision of a member of the Active Physician Staff. Active APP Staff members may:

1. attend general and special meetings of the Medical Staff and applicable Division meetings;
2. vote for candidates to fill Active APP Staff seats on the MEC and vote at Medical Staff meetings pursuant to Article 9 of these Bylaws;
3. hold Medical Staff office and serve on the MEC but may not serve as a Medical Staff Division or Section Chief; and
4. exercise clinical privileges granted.

C. RESPONSIBILITIES

Active APP Staff members must assume all of the responsibilities of Active APP Staff membership, including;

1. serving on Medical Staff Committees, as requested;
2. providing emergency and service call coverage as determined by their respective Section or Division;
3. participating in professional practice evaluation and performance improvement processes. Members of the Active APP Staff are subject to the same corrective action process as members of the Active Physician Staff including the procedural rights described in Article 5 and Article 6 of these Bylaws;
4. attending Medical Staff, Section and Division meetings when called; and
5. fulfilling the applicable basic responsibilities of Medical Staff Membership.

3.4. COURTESY ADVANCED PRACTICE PROVIDER STAFF

A. QUALIFICATIONS

The consulting and courtesy APP staff (collectively, "Courtesy APP Staff") shall consist of advanced practice providers qualified for APP Staff Membership. Courtesy APP Staff members' use of Hospital facilities shall be minimal. An APP's appointment to and continued eligibility to serve on the Courtesy APP Staff may, at the discretion of the Governing Body, be conditioned upon such provider having and maintaining an active APP staff appointment at another licensed hospital.

B. PREROGATIVES

Courtesy APP Staff members may:

1. attend general and special meetings of the Medical Staff and applicable Division meetings;
2. be invited to serve on Medical Staff Committees; and
3. exercise clinical privileges granted.

C. RESPONSIBILITIES

Members of the Courtesy APP Staff shall not be eligible to vote or hold office. Admitting privileges of any Courtesy APP Staff member shall be granted or denied during the credentialing process. Members of the Courtesy APP Staff shall fully

participate in performance improvement working groups and fully participate in other quality improvement activities at the request of the MEC.

3.5. AFFILIATE STAFF

A. QUALIFICATIONS
The Affiliate Staff shall consist of licensed providers who can practice independently within the scope of their license who are not otherwise assigned a Medical Staff Category. Members of the Affiliate staff may include psychologists, licensed independent clinical social workers, and dentists.

B. PREROGATIVE
Affiliate Staff members may:

1. attend general and special meetings of the Medical Staff and applicable Division meetings;
2. vote for candidates to fill Active APP/Affiliate Staff seats on the MEC and vote at Medical Staff meetings pursuant to Article 9 of these Bylaws;
3. serve on the MEC; and
4. exercise clinical privileges granted.

C. RESPONSIBILITIES
Members of the Affiliate Staff are subject to the same corrective action process as members of the Medical Staff but will not be entitled to the procedural rights described in Article 6 of these Bylaws. Affiliate Staff members must assume all of the responsibilities of Affiliate Staff membership, including;

1. serving on Medical Staff Committees, as requested;
2. participating in professional practice evaluation and performance improvement processes;
3. attending Medical Staff, Section and Division meetings when called; and
4. fulfilling the applicable basic responsibilities of Medical Staff Membership as outlined in Article 4 of these Bylaws.

3.6. TELEMEDICINE STAFF

The Telemedicine Staff shall consist of those Physicians, Advance Practice Professionals or members of the Affiliate Staff who provide Telemedicine services to patients from a distant site. Such individuals must be licensed in Maine and provide all the credentialing information required of any applicant for membership in any other staff category.

Telemedicine Medical Staff members who are under contract with a Medicare-participating hospital for the provision of telehealth services (the "Originating Site") may be privileged and credentialed by relying on the credentialing and privileging decisions of the Originating Site. Telemedicine Medical Staff members will only be granted Medical Staff membership when there is a contract for telemedicine services in place. Termination of the contract for telemedicine services will automatically result in termination of Telemedicine Medical Staff privileges.

Members of the Telemedicine Medical Staff shall not be required to comply with those provisions of these Bylaws, including the Rules, Regulations, Policies and Procedures in Article 11, which require or imply a physical presence at the hospital.

Members of the Telemedicine Medical Staff shall not be privileged to admit patients. They shall not be required to attend Medical Staff meetings, nor be eligible to vote or hold office. Members of the Telemedicine Medical Staff are subject to the same corrective action process as members of the Medical Staff but will not be entitled to the procedural rights described in Article 6 of these Bylaws

3.7. MEMBERSHIP TRANSFERS

Any applicant for transfer to a different category of the Medical Staff shall be subject to the same standard of review as new applicants to the Medical Staff.

3.8. LEAVE OF ABSENCE

3.8.A. Voluntary Leave of Absence

A Medical Staff member may request a voluntary leave of absence for any absence expected to exceed ninety (90) days by submitting a written request to the MEC and President setting forth the reason for the leave and the proposed starting date and duration of the leave. During a leave of absence, which may not exceed one (1) year, the member's clinical privileges and prerogatives shall be suspended and all Medical Staff obligations, except for the insurance requirements set forth in these Bylaws, shall be waived. Where applicable, the member must provide evidence of current malpractice insurance coverage with occurrence coverage or tail coverage in the minimal amount required under these Bylaws during the leave of absence. A Medical Staff member requesting a voluntary leave of absence extending beyond their reappointment period shall reapply for and be granted Medical Staff membership and clinical privileges consistent with the reappointment process set forth in these Bylaws prior to their return.

3.8.B. MEC Action

The MEC shall review the request for voluntary leave, confer with the President, and recommend that the Board approve the leave for any reason acceptable to the MEC including, but not limited to, parental leave or leave to undertake additional medical education or training. If the MEC or President recommends denial of the request, the Medical Staff member may appeal the decision to the Board. The Board shall consider the appeal at its earliest opportunity and its decision shall be final.

3.8.C. Termination of Voluntary Leave of Absence

At the conclusion of a voluntary leave of absence, the member's clinical privileges and prerogatives may be reinstated upon submitting a written statement of their relevant activities during the leave to the President for transmittal to the MEC. The MEC shall then inform the Board that the member's clinical privileges and prerogatives have been reinstated. Failure, without good cause, to provide the written statement required by this Section, either prior to, but not later than ten (10) days after, the conclusion of the leave, shall be considered a voluntary

resignation of Medical Staff membership and clinical privileges and shall not entitle the member to the procedural rights set forth in Article 6 of these Bylaws. A request for reinstatement of Medical Staff membership and clinical privileges following such voluntary resignation shall be submitted and processed in the same manner as an application for initial appointment.

3.8.D. Medical Leave of Absence

A Medical Staff member may apply for a medical leave of absence if, as a consequence of a diagnosed physical or mental health condition, they are unable to carry out the duties and responsibilities of staff membership for a period of time that is likely to exceed three (3) months. The affected Practitioner shall apply for a medical leave of absence using the format outlined for voluntary leaves of absence as set forth in these Bylaws. During the medical leave of absence, the member's Medical Staff obligations shall be waived. The MEC shall determine whether conditions should be attached to the member's reinstatement following the medical leave. A Physician's statement shall be provided prior to reinstatement, stating that the member is able to return to their previous level of activity either without conditions or with appropriate practice limitations related to the member's physical or mental health.

ARTICLE 4 – MEDICAL STAFF MEMBERSHIP, APPOINTMENT, REAPPOINTMENT AND CLINICAL PRIVILEGES

The details associated with Medical Staff Membership, Appointment, Reappointment and Clinical Privileges are contained in the Central Maine Healthcare ("CMH") Credentialing Manual.

4.1. QUALIFICATIONS FOR MEDICAL STAFF MEMBERSHIP

Membership on the Medical Staff is a privilege which shall be extended only to professionally competent Providers who continuously meet the qualifications, standards, and requirements set forth in these Bylaws and as delineated in the CMH Credentialing Manual. Qualifications include: appropriate education, training, experience, current clinical competence, professional conduct, licensure and ability to safely and competently perform the clinical privileges requested.

Appointment to and membership on the Medical Staff shall confer only those clinical privileges and prerogatives that have been granted by the Board in accordance with these Bylaws. Medical Staff membership and clinical privileges are not dependent solely on certification, fellowship, or membership in a specialty body or society.

The basic qualifications for Medical Staff Membership shall include, where applicable, Practitioners who:

1. have a current unrestricted license to practice their profession in the State of Maine, a DEA registration (if applicable to their profession), and acceptable malpractice insurance coverage as set forth in these Bylaws.

2. have provided evidence of their background, experience, training and demonstrated current competency in their profession for all privileges requested, sufficient to assure, in the judgment of the Board, that any patient treated in the Hospital will be given appropriate, quality medical care;

3. are eligible to participate in the Medicare, Medicaid and other federally sponsored health programs;

4. have a record that is free of felony convictions or occurrences that would raise questions of undesirable conduct which could injure the reputation of the medical staff or Hospital;

5. have attested that their current health status does not in any way impair their ability to safely exercise the clinical privileges requested or to care for patients;

6. have completed education and graduate training from a medical or osteopathic school meeting the standards of the Accreditation Council of Graduate Medical Education or the American Osteopathic Association [or a school of podiatry meeting the standards of the Council on Education of the American Podiatric Medical Association]; and
7. as applicable, have received Board certification or Board eligibility by a Board that is either a member of the American Board of Medical Specialties (ABMS) or recognized by

the American Osteopathic Association (AOA), the American Association of Physician Specialties, the Royal College of Physicians and Surgeons of Canada, [or the American Board of Podiatric Medicine (ABPM)] in the Practitioner's primary specialty.

4.2. BASIC RESPONSIBILITIES OF MEDICAL STAFF MEMBERSHIP

4.2.A. Ongoing Responsibilities

Unless otherwise provided in these Bylaws, the ongoing responsibilities of each Practitioner include:

1. Providing patients with care consistent with applicable professional standards of quality and appropriateness;

2. Abiding by the Medical Staff Bylaws and any applicable Service or Section rules, regulations or policies and applicable Hospital policies and bylaws;

3. Abiding by all applicable state and federal laws and regulations;

4. Discharging in a responsible and cooperative manner such reasonable responsibilities and assignments imposed upon the member by virtue of Medical Staff membership;

5. Preparing and completing in timely manner the medical and other required records for all patients cared for in the Hospital

6. Discharging such other staff obligations as may be lawfully established from time to time by the Medical Staff or Medical Executive Committee;

7. Abiding by the current Code of Ethics as adopted by the professional association applicable to the category or license of the Practitioner;

8. Conducting oneself professionally in dealings with healthcare professionals, patients and all others so as not to adversely affect patient care as set forth in the Code of Conduct;

9. Disclosure of personal and professional conflicts of interest in fulfilling any of the functions of the Medical Staff (see Addendum IV to the Maine Physician Application, the Maine Professional Staff Application and the Maine Application for Reappointment);

10. Absence from any conflict of interest that is determined to be inconsistent with the responsibilities of a member of the Medical Staff; or in the event of such a conflict, ensuring that an appropriate management plan is in place;

11. Making appropriate arrangements for coverage for his or her patients as outlined in these Bylaws or as determined by the Division Chief;

12. Providing consultation services and/or care for emergency medical conditions on an on-call basis as outlined in these Bylaws or any applicable policy;

13. Serving as admitting and/or attending Provider for patients for whom the Hospital cannot identify an appropriate admitting/attending Provider;

14. Paying Medical Staff Dues, if applicable;

15. Being subject to and participating in applicable elements of the Hospital Quality Improvement and Performance Improvement (QAPI) plan;

16. Cooperating with Hospital infection prevention and control personnel to reduce the incidence of healthcare associated infections by adherence to infection prevention and control guidelines, including personal participation in immunizations and infectious disease screenings to the extent and on a schedule as recommended by the Infection Prevention and Control Committee and as approved by the Medical Executive Committee;

17. Participating in hospital training relevant to the provider's specialty and Division, and demonstrating competency concerning use of Hospital facilities, equipment and supplies, including but not limited to Hospital information systems including the electronic medical record and others, and using such facilities, equipment and supplies in compliance with applicable Hospital policy;

18. Being subject to and participate in any meeting requested by the Division Chief of the Division the member is assigned to, the Chief Medical Officer or the Medical Staff Chief or his/her designee;

19. Serving on Medical Staff committees as assigned; and

20. Attending Medical Staff meetings as well as Division and/or Section meetings as determined by the Division Chief.

If at any time the applicant becomes aware of his/her inability to meet any of the requirements of Section 4.2, the applicant shall report this to the Medical Staff Office as soon as possible and in no case later than fifteen (15) days.

4.2.B. Medical Staff Dues and Assessments
All members of the Medical Staff shall pay dues and special assessments as determined to be appropriate by the MEC unless waived for hardship circumstances by the Medical Staff Chief upon consent of the MEC.

4.2.C. Coverage Responsibilities
All Medical Staff members, will be expected to respond or to arrange an appropriate response in a timely manner when a member of the Medical Staff requests assistance.

Primary Coverage Responsibilities
All members of the Medical Staff shall provide continuous coverage for both their inpatients and their private practices, if applicable. This coverage must be provided by an appropriately privileged member of the Medical Staff if not provided by the member. A statement confirming such an arrangement, including the plan for ensuring such continuous coverage and the names of the Medical Staff member(s) who will assist in providing such continuous coverage, if any, shall be submitted at the time of initial appointment to the Medical Staff and upon application for reappointment.

Service Coverage Responsibilities.

1. **General Responsibilities**. All members of the Medical Staff with Admitting Privileges shall participate in providing coverage for patients who are without an available local Physician and who present to the Hospital needing services. This coverage obligation includes both inpatient hospital care and outpatient follow-up care of acute illness and/or injuries, but does not require the provision of long term or ongoing comprehensive care.

2. **Section Policies**. Individual Sections may determine service coverage policies, subject to approval of the applicable Division Chief and the MEC and adoption by the Governing Body. Providers will not be expected to provide coverage for problems outside their area of specialty or expertise. Two (2) or more Providers may establish a system of coverage for their subspecialty, subject to approval by both their Section and by the MEC.

3. **Other Hospitals**. All members of the Active Physician and Active APP Staff will also respond, when on call, to calls from staff members at other area hospitals. However, nothing in this Section shall be construed as requiring the on-call member of the Active Physician or Active APP Staff to examine a patient unless said patient presents to the Hospital.

4.2.D. Reporting Requirements
A member of the Medical Staff must report the following events to the Medical Staff Office as soon as practicable and in no case greater than five (5) business days after learning of:

1. Any filed and served malpractice suit or arbitration action;

2. The receipt of a Notice of Claim relating to or alleging professional liability;

3. Any denials, cancellations, non-renewal or material reduction or restrictions imposed in medical liability insurance policy coverage, any surcharge or imposition of deductibles in medical liability insurance policy coverage;

4. Any limitations on clinical privileges placed by another healthcare entity;

5. Resignation of privileges at another healthcare entity while under investigation, or as a result of a proceeding, in which clinical competence or professional conduct of the Medical Staff member was in question;

6. Any final adverse action taken by or report made to the National Practitioner Data Bank as defined under the Health Care Quality Improvement Act of 1986 ("HCQIA");

7. Any notice that the Practitioner has been placed on the Office of Inspector General ("OIG") List of Excluded Individuals and Entities;

8. Any temporary restraining order or interim suspension order sought or obtained in connection with the Practitioner's professional services;

9. Any public letter of reprimand, or any form of denial, restriction, probation, suspension, or revocation of licensure, certification, membership, or clinical privileges by any healthcare entity including any voluntary withdrawal of privileges;

10. Any revocation of DEA registration;

11. Being charged with any Class A, B, C crime. Or being charged with a class D or E crime involving professional practice;

12. Being charged with operating a motor vehicle while under the influence of drugs or alcohol or being charged with any drug related crimes;

13. Any action against the Medical Staff member's certification under the Medicare or Medicaid programs;

14. Any denial of medical staff membership or denial of requested advancement of such status;

15. Receipt of letter of complaint or notice of final action taken by a professional licensing board;

16. Any discipline by a professional society or resignation from such a society while allegations were pending; and

17. Any event that changes information provided on the most recent application.

The Manager or Director of the Medical Staff Office, in concert with the chairperson of the Practitioner Health Committee or its designee, will review all reports and triage based on significance and impact on patient safety or quality of care. Unless the event is covered by Article 5 of these Bylaws such that automatic suspension is triggered, reports that are deemed significant will be referred to the Practitioner Health Committee for review and management.

4.3. PROCEDURES FOR CREDENTIALING AND PRIVILEGING

The Governing Body shall make initial appointments and reappointments to the Medical Staff. The Governing Body shall act on appointments, reappointments, or revocations or restrictions of

appointments only after there has been a recommendation from the MEC as provided in these Bylaws.

4.3.A. Form of Application
All applications for appointment to the Staff shall be in writing, signed by the applicant, and submitted on a form recommended by the Credentials Committee and approved by the MEC (the "Application").

4.3.B. Submission and Distribution
The completed Application shall be submitted to the Medical Staff Office as designee of the President. In addition, the Medical Staff Office shall verify current licensure, DEA (if applicable), education, relevant training, and current competence in writing and from the primary source wherever feasible or from a credential verification organization ("CVO"). The Medical Staff Office shall also: query the National Practitioner Data Bank, the OIG List of Excluded Individuals and Entities; query the applicant's professional liability carrier(s) for claims history at a minimum of the ten (10) most recent years; perform a criminal background check; and request responses from peer references listed on the Application. After receiving all verifying information and other information or materials deemed pertinent, the Medical Staff Office shall transmit the Application and all supporting documentation to the appropriate committees and/or individuals for evaluation. The Application shall become incomplete if the need arises for new, additional or clarifying information anytime during the evaluation. The Application and all supporting documents submitted will become the property of the Hospital. Each applicant shall have the burden of producing adequate information for a proper evaluation of their competence, character, ethics and other qualifications, and for resolving any doubts about such qualifications.

4.3.C. Division Chief and Section Chief Review and Recommendation
The Division Chief and Section Chief of every Division and Section in which the Practitioner seeks clinical privileges shall provide the Credentials Committee with specific, written recommendations for delineating the Practitioner's clinical privileges, and these recommendations will be included in the Credentials Committee's report.

4.3.D. Credentials Committee Review and Recommendation
The Credentials Committee's review shall include, without limitation, an examination of the applicant's character (including emotional stability), professional competence, qualifications, training, health, and ethical standing and the criteria set forth in the CMH Credentialing Manual. The Credentials Committee shall determine, through its review and through information contained in references given by the applicant and other sources, including an appraisal by the appropriate Division Chief and Section Chief, whether the applicant meets all of the necessary qualifications for the relevant category of Medical Staff membership and the clinical privileges requested. Upon completion of the review of the Application, the Credentials Committee shall submit to the MEC the completed Application and a recommendation that the Practitioner be either appointed, rejected, or that the Application be deferred for further consideration.

4.3.E. Medical Executive Committee Review and Recommendation
After receipt of the Application and the report and recommendation of the Credentials

Committee, the MEC shall promptly recommend to the Governing Body, either appointment, rejection, or deferral for further consideration.

4.3.F. Governing Body Review and Action
Upon receiving the recommendation of the MEC, the Governing Body shall take one (1) of the following actions: (i) grant the applicant appointment or reappointment; (ii) reject the application; or (iii) defer the application for further consideration.

4.3.G. Joint Conference Committee Review
If the Governing Body concludes that its action substantially conflicts with the recommendation of the MEC, it may refer the matter for discussion and further recommendation to the Joint Conference Committee. The action of the Governing Body shall remain in effect, and shall not be stayed, pending a recommendation from the Joint Conference Committee. It is not the intent of this provision that the addition of conditions to an appointment, modification of recommended conditions or scope of privileges, or deferral of the Application for further consideration constitutes substantial conflict.

4.3.H. Term of Appointment
The term of a regular appointment to any category of the Medical Staff shall be for up to two (2) years, except in the following instances:

4.3.H.a. The term for any physician in a non-ACGME accredited fellowship program shall be limited to duration of their participation in the program.

4.3.H.b. Temporary privileges are granted for no more than 120 days.

4.4. DELINEATION OF CLINICAL PRIVILEGES
A Medical Staff member, or individual eligible for privileges shall be entitled to exercise only those clinical privileges specifically granted to him/her by the Governing Body, except in the case of an emergency in which serious permanent harm or aggravation of injury or disease is imminent, or in which the life of a patient is in immediate danger, and any delay in administering treatment could add to the danger, any member of the Medical Staff is authorized to do everything possible to save the patient from serious harm to the degree permitted by the member's license, but regardless of Service affiliation, Staff category or clinical privileges granted.

4.4.A. Temporary Admitting and Clinical Privileges
Temporary privileges may be granted by the President of the Hospital upon recommendation of the Chief Medical Officer or the Medical Staff Chief for up to 120 days following the processes defined in the CMH Credentialing Manual.

4.4.B. Temporary Disaster Response Plan Clinical Privileges
Temporary Clinical Privileges may also be granted by the President, Chief Medical Officer or Medical Staff Chief, in connection with implementation of any disaster response plan approved

by the Hospital. The process for granting of Temporary Disaster Response Plan Clinical Privileges is defined in the CMH Credentialing Manual.

ARTICLE 5 – INVESTIGATION AND CORRECTIVE ACTION

5.1. COLLEGIAL, EDUCATIONAL, AND /OR INFORMAL PROCEEDINGS

These Bylaws encourage Medical Staff leaders and Hospital management to use progressive steps, beginning with collegial and educational efforts, to address questions related to a Practitioner's clinical performance, professional conduct or health that, upon initial identification, appear not to meet the criteria for corrective action.

The goal of these progressive steps is to help the individual voluntarily respond to resolve questions that have been raised and provide an opportunity for preliminary review of certain complaints that may assist the MEC in determining whether further review or corrective action is warranted. All collegial intervention efforts by Medical Staff leaders and Hospital management shall be considered confidential and part of the Hospital's performance improvement and professional and peer review activities.

Collegial intervention efforts are encouraged but are not mandatory and shall be at the discretion of the appropriate Medical Staff leaders and Hospital management. When observations arise suggesting opportunities for a Practitioner to improve, the matter should be referred to peer review in accordance with the peer review and performance improvement policies adopted by the Medical Staff and Hospital. Collegial intervention efforts may include, but are not limited to the following:

1. Educating and advising colleagues of all applicable policies, including those related to appropriate behavior, emergency call obligations, and timely and adequate completion of medical records.

2. Following up on any questions or concerns raised about the clinical practice and/or conduct of privileged Practitioners with review or inquiry and recommending such steps as proctoring, monitoring, consultation, and letters of guidance.

3. Sharing summary comparative quality, utilization, and other relevant information to assist individuals to conform their practice to appropriate norms.

Following collegial intervention efforts, if the Practitioner's performance and/or conduct remains unsatisfactory, or places patients in danger or compromises the quality of care, or in cases where it appears that patients may be placed in harm's way while collegial interventions are undertaken, the MEC will authorize an investigation for the purposes of gathering and evaluating any evidence and its sufficiency. In no event shall collegial intervention be required before a request is made to the MEC to proceed with an investigation or prior to the MEC initiating an investigation.

5.2. CORRECTIVE ACTION

5.2.A. Criteria for Initiation of Corrective Action

Any person or committee may provide reasonable information or belief regarding the conduct, performance, or competence of a Medical Staff member to the MEC or other Medical Staff leader. Corrective Action may be requested by the President, Chief Medical Officer, a Service Chief or the Board Chair whenever, on the basis of such reasonable information and belief, the activities or professional conduct of any Practitioner with a Medical Staff appointment or clinical privileges are considered to:

1. Be detrimental to patient safety or likely to affect adversely the delivery of quality patient care in the Hospital;

2. Violate bylaws, policies, rules or standards adopted by the Medical Staff, the Hospital or the Board;

3. Be disruptive to the operations of the Hospital or materially impede the orderly and efficient administration of the Hospital's affairs, including the inability or failure of the Practitioner to work collegially with others, as more specifically defined in the Medical Staff's Code of Conduct and any other applicable policies;

4. Fail to meet and satisfy the qualifications for staff status or to fulfill the responsibilities of staff status provided in these Bylaws; or

5. Be unethical or illegal.

5.2.B. Request and Notice

All requests for corrective action shall be in writing, submitted to the MEC, and supported by reference to the specific activities or conduct which constitute the grounds for the request. The Chair of the MEC shall promptly notify the President and Chief Medical Officer, in writing, of all requests for corrective action and shall keep the President and Chief Medical Officer fully informed of all actions taken in conjunction therewith.

5.2.C. Medical Executive Committee Preliminary Review

The MEC shall conduct a preliminary review of a request for corrective action at its next regularly scheduled meeting or at an earlier meeting called for that purpose. The MEC shall either reject the request for corrective action, if it determines that the request lacks a factual basis, or direct that an investigation concerning the grounds for the request be undertaken.

5.2.D. Notice

Within two (2) business days following the MEC's preliminary review, the President shall notify the affected Practitioner of the MEC's preliminary decision by Special Notice.

5.2.E. Investigation

If the MEC decides to conduct an investigation, it may conduct the investigation or may assign the task to an appropriate Medical Staff Officer, or appoint an Investigating Committee, or engage an external peer review consultant to carry out the task, or any combination thereof. An external peer review consultant should be considered when:

1. The MEC is presented with ambiguous or conflicting information from Medical Staff reviewers or investigating body or where there does not seem to be a strong consensus to take a particular action;

2. There is no one on the Medical Staff with expertise in the subject matter under review, or when the only Practitioner on the Medical Staff with the expertise may have a conflict of interest by being a direct competitor, partner or associate of the Practitioner being investigated; or

3. The MEC or investigating body feels this action is appropriate.

If the investigation is delegated to a Medical Staff Officer, committee other than MEC or external peer review consultant (each an "Investigator"), such Investigator shall proceed with its investigation promptly and submit a written report of its findings, conclusions and recommendations to the MEC as soon as feasible. The Investigator shall have the authority to review all documents it considers relevant, to interview individuals, to consider appropriate clinical literature and practice guidelines, and to utilize the resources of an external consultant if it deems necessary and such action is approved by the MEC. The Investigator shall notify the Practitioner, by Special Notice, of the allegations that are the basis for the investigation and provide the Practitioner an opportunity to provide information in a manner and upon such terms as the Investigator deems appropriate. The Investigator shall conduct a meeting with the involved Practitioner in accordance with Section 5.2.7, which meeting shall not constitute a "hearing", as that term is used in Article 6 of these Bylaws, and at which the procedural rules with respect to hearings or appeals shall not apply. The Practitioner being investigated shall not have the right to be represented by legal counsel before the Investigator nor to compel the Medical Staff to engage external consultation. The Practitioner will be given Special Notice of the meeting at least five (5) business days before such meeting, unless the Practitioner agrees to shorter notice. Notice shall include the date, time, and place of the meeting, a statement of the issue(s) involved, and a statement that the Practitioner's appearance is requested. Despite the status of any investigation, the MEC shall retain the authority and discretion to take whatever action may be warranted by the circumstances, including recommending suspension, termination of the investigative process, or other action.

5.2.F. Investigating Committee

If the MEC elects to impanel an Investigating Committee, the President or his/her designee shall assign three (3) Practitioners from the affected Practitioner's Service to serve as committee members. If assigning three (3) Practitioners from the same Service is not possible, the President shall assign members from another Services as necessary in order to impanel a three (3) person committee.

5.2.G. Meeting with Practitioner

The meeting shall afford the Practitioner a fair opportunity to respond to questions and to address the allegations set forth in the request for corrective action. The interview shall constitute a peer-to-peer interaction and neither the affected Practitioner nor the Investigating Committee shall be represented by counsel during the interview.

5.2.H. Report of the Investigator
If an Investigator is appointed, it shall forward a written report of its investigation to the MEC as soon as practical after its investigation has been completed, but in no event later than sixty (60) days after referral by the MEC.

5.2.I. Resources Available
The MEC or other Investigator, in conducting its investigation, shall have available the full resources of the Medical Staff and the Hospital, and the authority to use outside consultants as deemed necessary if approved by the MEC and the President.

5.2.J. Impartial Physical and/or Mental Evaluation
If relevant to the issues raised in the request for corrective action, the MEC may require the affected Practitioner to submit to an impartial physical and/or mental health evaluation. The MEC may require the Practitioner to submit to such evaluation within thirty (30) days of its request subject to the following conditions:

1. Failure of the Practitioner to submit to an impartial physical or mental evaluation without good cause shall result in immediate suspension of the Practitioner's staff status and all clinical privileges until the evaluation is obtained and the results are reported to the MEC.

2. The impartial evaluator who will conduct the examination shall be selected by the MEC. However, the MEC shall consider input from the affected Practitioner regarding its selection of the evaluator.

3. Fees for an evaluation under this Section shall be paid by the Hospital.

4. The evaluator's report shall be submitted to the President, who shall share the results with the MEC at its next meeting following receipt of the report.

5.2.K. Completion of Investigation
When the Investigator submits its written report, the MEC will determine if it is complete and provides sufficient information for the MEC to take action. If the investigation is triggered by imposition of precautionary restriction or suspension, the results of the investigation should be submitted to MEC for its consideration within fourteen (14) days from the suspension imposition. In all other cases the investigation should be concluded as soon as practicable and within sixty (60) days. If MEC believes extenuating circumstances require longer to complete the investigation, it may authorize up to an additional thirty (30) days in which to receive the Investigator's written report. The Investigator's findings and recommendations shall not limit the MEC from recommending or taking further action regarding the allegations/concerns.

5.2.L. MEC Action
The MEC shall act as soon as practical after the conclusion of the investigation, but in no event later than one hundred and twenty (120) days after receipt of the request for corrective action. MEC action may include, but is not limited to, the following:

5.2.L.a. Determining no corrective action is warranted, and if the MEC determines there was not credible evidence for the complaint in the first instance, removing any adverse information from the Practitioner's file;

5.2.L.b. Reconvening the Investigating Committee, if one was appointed, to address specific issues;

5.2.L.c. Issuing letters of education, admonition, censure, reprimand, or warning, although nothing herein shall be deemed to preclude appropriate committee or department chairs from issuing informal written or oral warnings prior to an investigation. In the event such letters are issued, the affected Practitioner may make a written response which shall be placed in the Practitioner's file;

5.2.L.d. Recommending the imposition of terms of probation or special limitation upon continued Medical Staff membership or exercise of clinical privileges, including, without limitation, requirements for co-admissions, mandatory consultation, or monitoring/proctoring;

5.2.L.e. Recommending denial, restriction, modification, reduction, suspension, revocation, or probation of all or any part or all of the clinical privileges granted;

5.2.L.f. Recommending individual medical/psychiatric treatment or counseling;

5.2.L.g. Recommending reductions of membership status or limitation of any prerogatives directly related to the member's delivery of patient care;

5.2.L.h. Recommending to the Board reduction, suspension, revocation, or probation of Medical Staff membership; and/or

5.2.L.i. Taking other actions deemed appropriate under the circumstances the documentation of which shall be placed in the Practitioner's file.

5.2.M. Subsequent Action

5.2.M.a. If the MEC recommends any restriction of or termination of the Practitioner's membership or clinical privileges for a period longer than fourteen (14) days and such recommendation is based on the Practitioner's competence or professional conduct, the affected Practitioner will be offered the fair hearing and appeal rights contained in Article 6 of these Bylaws.

5.2.M.b. If the Practitioner waives the right to a fair hearing and subsequent appeal, the MEC recommendation will be forwarded to the Board for action.

5.2.M.c. If the Practitioner exercises his/her right to the fair hearing and appeal process, the process delineated in Article 6 of these Bylaws will be followed.

5.3. SUMMARY SUSPENSION

5.3.A. Criteria and Initiation. The Chief Medical Officer or the President or, in the absence of the Chief Medical Officer and President, the Board Chair shall have the authority to summarily suspend all or a portion of the clinical privileges of any Practitioner whenever they perceive that there is a substantial likelihood that failure to do so may result in: (1) injury or damage to the health or safety of any patient, employee or other person present in the Hospital or (2) disruption of the orderly operations of the Hospital. A summary suspension is precautionary in nature and shall not imply a final finding of responsibility for the matters giving rise to the suspension. The President shall be notified immediately of any such summary suspension which shall become effective immediately upon imposition. The President shall promptly notify the affected Practitioner by the most expeditious manner, including, but not limited to, in person, telephone call, or email, and shall also provide Special Notice of the summary suspension to the Practitioner.

5.3.B. MEC Action

As soon as possible, but not more than ten (10) days after such summary suspension, a meeting of the MEC shall be convened to review and consider the action taken. The MEC may recommend modification, continuation or termination of the terms of the summary suspension.

5.3.C. Procedural Rights

Unless the MEC recommends immediate termination of the suspension and cessation of all further corrective action, the Practitioner shall be entitled to the expedited procedural rights to a hearing as provided in Article 6 of these Bylaws. The terms of the summary suspension as sustained or as modified by the MEC shall remain in effect pending a final decision by the Board.

5.4. AUTOMATIC SUSPENSION

In the following triggering circumstances, the Practitioner's privileges and/or Medical Staff membership will be considered relinquished, or limited as described, and the action shall be final without a right to hearing; provided, however, the Practitioner's privileges may be reinstated by the MEC in specific instances in which the triggering circumstances have been rectified or are no longer present or are reinstated automatically when specified below.

Where a bona fide dispute exists as to whether the circumstances have occurred, the relinquishment, suspension, or limitation will stand until the MEC determines it is not applicable. The MEC will make such a determination as soon as feasible and may reinstate the Practitioner's privileges or Medical Staff membership after determining that the triggering circumstances have been rectified or are no longer present. If the MEC has not agreed to reinstate the Practitioner within sixty (60) days of the triggering event, the Practitioner's Medical Staff membership and privileges automatically terminate and the Practitioner will have to reapply for membership and/or privileges. In addition, further corrective action may be recommended in accordance with these Bylaws whenever any of the following actions occur:

5.4.A. Licensure

1. Revocation and suspension: Whenever a Practitioner's license or other legal credential authorizing practice in the State of Maine is revoked, suspended, expired, or voluntarily relinquished, Medical Staff membership and clinical privileges shall be automatically relinquished by the Practitioner as of the date such action becomes effective.

2. Restriction: Whenever a Practitioner's license or other legal credential authorizing practice in the State of Maine is limited or restricted by an applicable licensing or certifying authority, any clinical privileges that the Practitioner has been granted at the Hospital that are within the scope of said limitation or restriction shall be automatically limited or restricted in a similar manner, as of the date such action becomes effective and throughout its term.

3. Probation: Whenever a Practitioner is placed on probation by the applicable licensing or certifying authority, his or her membership status and clinical privileges shall automatically become subject to the same terms and conditions of the probation as of the date such action becomes effective and throughout its term.

5.4.B. Medicare, Medicaid, Tricare, or Other Federal Programs

Whenever a Practitioner is sanctioned by or excluded from participating in Medicare, Medicaid, Tricare, or any other federal programs, Medical Staff membership and clinical privileges shall be considered automatically relinquished as of the date such action becomes effective. Any Practitioner listed on the OIG List of Excluded Individuals and Entities will be considered to have automatically relinquished his or her privileges.

5.4.C. Controlled Substances

Whenever a Practitioner's United States Drug Enforcement Agency ("DEA") registration is revoked, limited, suspended or not renewed, the Practitioner will automatically and correspondingly be divested of the right to prescribe medications covered by the registration, as of the date such action becomes effective and throughout its term.

5.4.D. Medical Record Completion Requirements

A Practitioner will be considered to have voluntarily relinquished the privilege to admit new patients or schedule new procedures whenever she/he fails to complete medical records within time frames established by the MEC. This relinquishment of privileges shall not apply to patients admitted or already scheduled at the time of relinquishment, to emergency patients, or to imminent deliveries. The relinquished privileges will be automatically restored upon completion of the medical records and compliance with medical records policies.

5.4.E. Professional Liability Insurance

Failure of a Practitioner to maintain professional liability insurance in the amount required by state regulations and Medical Staff and Board policies shall result in immediate automatic relinquishment of Practitioner's clinical privileges. If this is corrected and evidence is provided to the Hospital within sixty (60) days of adequate insurance coverage (including coverage for

any period during which insurance was not maintained), the Practitioner's privileges are automatically reinstated. If within sixty (60) calendar days of the relinquishment, the Practitioner does not provide evidence of required professional liability insurance (including tail coverage for any period during which insurance was not maintained), the Practitioner shall not be considered for reinstatement and shall be considered to have voluntarily resigned from the Medical Staff. The Practitioner must notify the Medical Staff Office immediately of any change in professional liability insurance carrier or coverage.

5.4.F. Medical Staff Dues/Special Assessments
Failure to promptly pay medical staff dues or any special assessment shall be considered an automatic relinquishment of a Practitioner's appointment and clinical privileges. If this is corrected within sixty (60) days, the Practitioner's privileges are automatically reinstated. If within sixty (60) calendar days, after written warning of the delinquency, the Practitioner does not remit such payments, the Practitioner shall be considered to have voluntarily resigned from membership on the Medical Staff.

5.4.G. Felony Conviction
A Practitioner who has been convicted of or pled "guilty" or "no contest" or its equivalent to a felony involving a charge related to violence, physical or sexual abuse, insurance or healthcare fraud or abuse, or drug offenses in any jurisdiction shall automatically relinquish Medical Staff membership and all clinical privileges. Such relinquishment shall become effective immediately upon such conviction or plea regardless of whether an appeal is filed. Such relinquishment shall remain in effect until the matter is resolved by subsequent action of the Board or through corrective action, if necessary.

5.4.H. Failure to Satisfy the Special Appearance Requirement
A Practitioner who fails without good cause to appear at a meeting where his/her special appearance is required in accordance with these Bylaws shall be considered to have automatically relinquished all clinical privileges with the exception of emergencies and imminent deliveries. These privileges will be restored when the Practitioner complies with the special appearance requirement, provided it is within thirty (30) calendar days. Failure to comply within thirty (30) calendar days will be considered a voluntary resignation from the Medical Staff.

5.4.I. Failure to Participate in an Evaluation
A Practitioner who fails to participate in an evaluation of his/her qualifications for Medical Staff membership or privileges as required under these Bylaws (whether an evaluation of physical or mental health or of clinical management skills), shall be considered to have automatically relinquished all privileges. These privileges will be restored when the Practitioner complies with the requirement for an evaluation, provided it is within thirty (30) calendar days. Failure to comply within thirty (30) calendar days will be considered a voluntary resignation from the Medical Staff.

5.4.J. Failure to Become Board Certified
A Practitioner who fails to become board certified or maintain board certification as required by these Bylaws or applicable Medical Staff credentialing policies will be deemed to have

immediately and voluntarily relinquished his or her Medical Staff appointment and clinical privileges, unless an exception is granted, for good cause, by the Board upon recommendation from the MEC.

As soon as feasible after action is taken or warranted as described above, the MEC shall convene to review and consider the facts, and may recommend such further corrective action as it may deem appropriate following the procedure generally set forth in these bylaws.

ARTICLE 6 – HEARING AND APPEAL PROCEDURES.

6.1. GROUNDS FOR HEARING

6.1.A. Whenever a member of or applicant to the Active or Courtesy Physician Staff or Active or Courtesy APP Staff receives notice that the MEC or the Board has made one of the recommendations listed below (each an "Adverse Recommendation"), that person shall be entitled to request a hearing before an ad hoc Hearing Panel of the Medical Staff established in accordance with this Article:

1. Denial of initial appointment to the Medical Staff;
2. Denial of reappointment to the Medical Staff;
3. Suspension of Medical Staff membership
4. Revocation of Medical Staff membership;
5. Denial of requested clinical privileges;
6. Reduction in Medical Staff category;
7. Reduction of clinical privileges;
8. Revocation of clinical privileges;
9. Suspension of clinical privileges for more than 14 days, other than Automatic Suspensions pursuant to Section 5.4;
10. Mandatory concurring consultation requirement (i.e., the consultant must approve the course of treatment in advance); or
11. Denial of reinstatement from a leave of absence if the reasons relate to clinical competence or professional conduct.

6.1.B. No other recommendations shall entitle the individual to a hearing, but the MEC or Board may, in its sole discretion, choose to grant a hearing or appellate review to any Medical Staff member. Examples of actions or recommendations that do not trigger rights to a hearing or appellate review include, but are not limited to, the issuance of a warning, a letter of admonition, and a letter of reprimand. In addition, the denial, termination or reduction of temporary privileges shall not give rise to any right to a hearing or appellate review.

6.1.C. If the Board makes any of these determinations without an adverse recommendation by the MEC, an individual is also entitled to request a hearing. For ease of use, this Article refers to adverse recommendations of the MEC. When a hearing is triggered by an adverse

recommendation of the Board, any reference in this Article to the "MEC" shall be interpreted as a reference to the Board.

6.2. THE HEARING

6.2.A. Notice of Recommendation

The Medical Staff Chief or President shall promptly give Special Notice of an Adverse Recommendation which entitles an individual to request a hearing. This Special Notice shall contain:

1. A statement of the recommendation and the general reasons for it;

2. A statement that the individual has the right to request a hearing on the recommendation within thirty (30) calendar days of receipt of this notice; and

3. A copy of the Fair Hearing Manual.

6.2.B. Request for Hearing

An individual has thirty (30) calendar days following receipt of the Special Notice referenced in the preceding paragraph to request a hearing. The request shall be made in writing to the Medical Staff Chief and shall include the name, address, and telephone number of the individual's counsel, if any. Failure to request a hearing shall constitute a waiver of the right to a hearing, and the recommendation shall be transmitted to the Board for final action.

6.2.C. Hearing Prerequisites

6.2.C.a. Notice of Hearing

Within ten (10) days after receipt of a request for a hearing the MEC or the Board, whichever is applicable, shall schedule and arrange for the hearing and shall, through the President, notify Practitioner of the time, place and date of the hearing by Special Notice. The hearing date shall not be less than thirty (30) days nor more than sixty (60) days from the receipt of the request for hearing; provided, however, that a hearing for a Practitioner who is under suspension which is then in effect shall be held as soon as arrangements therefore may reasonably be made, after receipt of the request for hearing.

6.2.C.b. Statement of Charges

The notice of hearing shall state in concise language the acts or omissions with which the Practitioner is charged, a list of specific or representative charts being questioned, if relevant, and/or other reasons or subject matter that was considered in making the adverse recommendations or decision.

6.2.D. Hearing Panel and Hearing Officer

6.2.D.a. Composition of the Hearing Panel

1. **By the MEC**. When the hearing relates to an Adverse Recommendation of the MEC, the Medical Staff Chief, in consultation with the MEC, shall appoint a Hearing Panel in accordance with the following guidelines:

   A. The Hearing Panel shall consist of at least three members and may include any combination of the following, provided, however, that persons licensed and actively engaged in the practice of medicine in this state shall constitute a majority of the panel. One of the members so appointed shall be designated as Chair.

   B. Any member of the Medical Staff, provided the member has not actively participated in the matter at any previous level, shall be eligible to participate unless it is otherwise impossible to select a representative group due to the size of the Medical Staff.

   C. Knowledge of the underlying peer review matter, in and of itself, shall not preclude the individual from serving on the Panel.

   D. Employment by, or other contractual arrangement with, the Hospital or an affiliate shall not preclude an individual from serving on the Panel.

   E. The Panel shall not include any individual who is in direct economic competition with the individual requesting the hearing.
   F. the Panel shall not include any individual who is professionally associated with, related to, or involved in a referral relationship with, the individual requesting the hearing.
   G. the Panel shall not include any individual who is demonstrated to have an actual bias, prejudice, or conflict of interest that would prevent the individual from fairly and impartially considering the matter.
   H. Practitioners who are not members of the Medical Staff but are members of the medical staff of another Maine hospital may be appointed, if it is not possible to designate a hearing panel from the Medical Staff.

2. **By the Board**. When a hearing is related to an Adverse Decision of the Board that is contrary to the recommendation of the MEC, the Board shall appoint an ad hoc Board Hearing Panel to conduct such hearing and shall designate one of the members of the Panel as Chair. The Panel shall be made up of at least three (3) voting members, two of whom shall be Board members. At least one representative from the Medical Staff shall be included on this Panel if feasible. In no case shall a Medical Staff member who is in direct economic competition with the affected Practitioner or who participated in the Adverse Recommendation serve as a member of the ad hoc Board Hearing Panel. Practitioners who are not members of the Medical Staff may be appointed, if necessary, to assure that no Medical Staff member who is in direct

competition with the affected Practitioner or who participated in the Adverse Recommendation serves on the Panel.

6.2.D.b. Hearing Officer

The Medical Staff Chief shall appoint a Hearing Officer, who may be an attorney. The Hearing Officer shall not act as an advocate for either side at the hearing. The Hearing Officer shall:

1. Allow the participants in the hearing to have a reasonable opportunity to be heard and to present evidence, subject to reasonable limits on the number of witnesses and duration of direct and cross-examination;

2. Prohibit conduct or presentation of evidence that is cumulative, excessive, irrelevant or abusive or that causes undue delay;

3. Maintain decorum throughout the hearing;

4. Determine the order of procedure;

5. Rule on all matters of procedure and the admissibility of evidence;

6. Conduct argument by counsel on procedural points within or outside the presence of the Hearing Panel at the Hearing Officer's discretion.

Objections

Any objection to any member of the Hearing Panel, or the Hearing Officer, shall be made in writing, within ten (10) days of receipt of notice, to the Medical Staff Chief. A copy of such written objection must be provided to the Medical Staff Chief and must include the basis for the objection. The Medical Staff Chief shall be given a reasonable opportunity to comment and shall rule on the objection and give notice to the parties. The Medical Staff Chief may request that the Presiding Officer make a recommendation as to the validity of the objection.

6.2.E. Conduct of Hearing

The Hearing shall be conducted in accordance with the then current requirements of the Health Care Quality Improvement Act; the Maine Health Security Act and as further detailed in the Central Maine Healthcare Fair Hearing Manual.

6.2.F. Counsel

The Hearing Officer, and counsel for either party may be an attorney at law who is licensed to practice, in good standing, in any state.

ARTICLE 7 – OFFICERS, ORGANIZATION OF THE MEDICAL STAFF, COMMITTEES & MEETINGS

7.1. OFFICERS OF THE MEDICAL STAFF

The Officers of the Medical Staff shall be the Medical Staff Chief, Medical Staff Vice Chief, and an Immediate Past Chief. The Medical Staff Chief and Medical Staff Vice Chief shall be elected by the Medical Staff as set forth in Section 7.3.

7.2. QUALIFICATIONS OF OFFICERS

Officers of the Medical Staff must be members of the Active Physician Staff at the time of appointment or nomination and election and must remain members of the Active Physician Staff in good standing during their term of office. The failure of an Officer of the Medical Staff to maintain status as a member of the Active Physician Staff in good standing during their term of office shall immediately create a vacancy in the office involved.

7.3. ELECTION OF THE MEDICAL STAFF CHIEF AND MEDICAL STAFF VICE CHIEF

7.3.A. General

The Medical Staff Chief and Medical Staff Vice Chief will be elected at the annual meeting of the Medical Staff from nominees selected by the Nominating Committee. Only Voting Medical Staff Members shall be eligible to vote in the election of the Medical Staff Chief and Medical Staff Vice Chief. It is the general intent of the Medical Staff that the Medical Staff Vice Chief will be elected to the office of Medical Staff Chief at the expiration of the Medical Staff Chief's term.

7.3.B. Nominating Committee

The MEC may appoint an ad hoc nominating committee ("Nominating Committee"), which will be a Special Committee, with responsibility for nominating qualified members at large from the Active Physician Staff for election to the offices of Medical Staff Chief and Medical Staff Vice Chief. The Nominating Committee shall solicit input from the Medical Staff before making such nominations. In the event that the MEC does not appoint the Nominating Committee, the MEC shall fulfill the responsibilities of the Nominating Committee.

7.3.C. Procedure

The Nominating Committee or the MEC, as applicable, shall ordinarily present its slate of nominees at the March meeting of the Medical Staff. Medical Staff members may make additional nominations from the floor only at the Medical Staff meeting during which the Nominating Committee or the MEC, as applicable, presents its slate of nominees. If there are three (3) or more nominees for an office, the candidate receiving the majority of votes shall be elected to that office. If a majority is not obtained on the first ballot, the candidate receiving the lowest number of votes shall be eliminated successively until a majority is reached.

7.4. TERM OF OFFICE

The Medical Staff Chief and Medical Staff Vice Chief shall serve for two (2) successive years from his/her election date or until a successor is appointed or elected. The Medical Staff Chief and Medical Staff Vice Chief shall take office at the annual meeting of the Medical Staff.

7.5. VACANCIES IN OFFICE

7.5.A. Vacancy in the Office of Medical Staff Chief

In the event that the Medical Staff Chief is temporarily unable to fulfill the responsibilities of his/her office, the Medical Staff Vice Chief shall assume such responsibilities until the Medical Staff Chief is able to resume his/her duties. In the event that, for any reason, the Medical Staff Chief is unable to complete his/her term of office, the Medical Staff Vice Chief shall assume the office of Medical Staff Chief, and the office of Medical Staff Vice Chief will be filled pursuant to Section 7.5.B.

7.5.B. Vacancy in the Office of Medical Staff Vice Chief

If, for any reason, the Medical Staff Vice Chief is unable to complete his/her term of office, an election to fill the office of Medical Staff Vice Chief will be held pursuant to Section 7.3. The MEC may appoint a member of the Active Physician Staff to assume the office of Medical Staff Vice Chief until a new Medical Staff Vice Chief is elected.

7.5.C. Vacancy in the Office of Immediate Past Chief

If for any reason, the Immediate Past Chief is unable to complete his/ her term of office, the position will remain vacant until the Medical Staff Chief completes their term of office. At that time, the Medical Staff Chief will become the Immediate Past Chief.

7.6. REMOVAL OF MEDICAL STAFF CHIEF, MEDICAL STAFF VICE CHIEF AND IMMEDIATE PAST CHIEF

The Medical Staff Chief, Medical Staff Vice Chief or Immediate Past Chief may be removed from his/her office for cause upon a two-thirds (2/3) vote of the Voting Medical Staff Members. The office of the removed Medical Staff Chief or Medical Staff Vice Chief will be filled pursuant to Section 7.5.

7.7. DUTIES OF OFFICERS

7.7.A. Medical Staff Chief. The Medical Staff Chief shall perform the following duties:

1. Call, preside at, and be responsible for the agenda of all general meetings of the Medical Staff;

2. Serve on Standing Committees as required by these Bylaws;

3. Appoint committee members to all Standing Committees in consultation with the Medical Staff President (unless delegated to the Chair of the applicable Standing Committee as set forth in Section 9.2);

4. Select the Chair of each Standing Committee in consultation with the Medical Staff President;

5. Represent the views, policies, needs, and grievances of the Medical Staff to the Governing Body and the Hospital administration, including the President;

6. In coordination with the Medical Staff President, serve as an official spokesperson for the Medical Staff;

7. Attend meetings of the Governing Body as needed/requested to provide effective communications among the Medical Staff, Hospital administration, and Governing Body; and

8. Serve as chair of the MEC.

7.7.B. Medical Staff Vice Chief. The Medical Staff Vice Chief shall perform the following duties:

1. Serve on Standing Committees as required by these Bylaws;

2. Assume the duties and authority of the Medical Staff Chief in the event of a vacancy in the office of Medical Staff Chief; and

3. Perform such other duties as the Medical Staff Chief may assign or as may be delegated by these Bylaws or the MEC.

7.8. JOINT CONFERENCE COMMITTEE

7.8.A. Composition and Membership Criteria

The Joint Conference Committee is an ad-hoc committee that shall consist of six (6) voting members including the Chair and Vice Chair of Board, the Medical Staff Chief and Vice Chief and two (2) At-large members including: one (1) non-Medical Staff member of the Board appointed by the Board Chair and one (1) member of the Active Physician or Active APP Staff appointed by the MEC. The President, Chief Medical Officer and Chief Nursing Officer shall serve as ex officio non-voting members of the Committee.

The Chairmanship of the Committee shall be determined at the initial meeting of the Joint Conference Committee.

7.8.B. Duties

The Joint Conference Committee shall have the following authority and responsibilities:

1. Acting as a medical-administrative-governance liaison committee between the Board, the Medical Staff, and Hospital Administration;

2. Acting as the deliberative body on matters of policy, Medical Staff Bylaws, Rules and Regulations, including resolution by supermajority vote of any conflict between the Board and the Medical Staff regarding the adoption or revision of Medical Staff Bylaws, Rules and Regulations. A supermajority vote shall require the affirmative vote of at least five (5) voting members of the Committee;

3. Acting as a forum for reviewing and identifying issues requiring collaboration among the Board, the Medical Staff and Administration and referring such issues to appropriate Medical Staff or Board Committees for further action;

4. Acting as a source of education on topics which may have significance to Hospital/Medical Staff relationships;

5. Acting on agenda items from the Chair of the Board, Medical Staff Chief, or the President; and

6. Maintaining minutes of meetings to include attendance, a summary of issues considered and recommendations made, and a summary of any action taken by the Board or Medical Staff on Committee recommendations. Minutes shall be distributed to members of the Joint Conference Committee, the Board and the members of the Active Staff.

ARTICLE 8 – ORGANIZATION OF THE STAFF

8.1. ORGANIZATION OF DIVISIONS AND SECTIONS

8.1.A. General Organization
The Medical Staff shall be organized into Division(s). If organized as a Medical Staff Committee of the whole (MSCOW), the MSCOW is considered a Division. Divisions may change from time to time based upon Medical Staff services and as defined in Medical Staff Policy. The Medical Staff may also have Sections based upon the size and complexity of the Medical Staff. Each member of the Medical Staff shall be assigned membership in at least one Division and/or Section.

8.1.A.a. Division
A Division is defined by discipline and professional practice. Primary functions of Divisions include participation in Medical Staff processes of privileging and credentialing; assessment of competency, evaluation of performance; influencing the processes of care informed by knowledge within a discipline; and professional development.

8.1.A.b. Section
A Section is defined as a subunit of a Division and is characterized by a specialty area of knowledge within the discipline.

8.1.B. Policy Making
Each Division and Section may establish its own policies directly pertaining to professional medical care, consistent with the policies of the Medical Staff and of the Governing Body, which shall be approved by the MEC.

8.2. DIVISION AND SECTION LEADERSHIP

8.2.A. Division Chiefs
Each Division will be supervised by a Chief ("Division Chief") who will ordinarily be an appointed member of the Active Physician Medical Staff or other such physician appointed by the President. The President shall determine the term of each Division Chief's appointment and will have the sole authority to remove Division Chiefs.

8.2.B. Section Chiefs
Each Section will be supervised by a Chief ("Section Chief"). The President and the Medical Staff Chief, in consultation with the Division Chief, shall jointly appoint a Section Chief after soliciting from members of the applicable Section recommendations of qualified candidates for the position of Section Chief.

8.2.C. Qualifications
Division Chiefs and Section Chiefs shall be board certified in their specialties, and shall be members of the Active Physician Staff. Notwithstanding the foregoing, a Physician who is not board certified may serve as a Division Chief or Section Chief if he/she has recognized clinical competency, training, and experience within his/her specialty areas with commensurate Clinical

Privileges delineated in the applicable Division or Section so as to qualify him/her for the position of Division Chief or Section Chief.

8.3. FUNCTIONS AND RESPONSIBILITIES OF DIVISION CHIEFS
Within each Division, the Division Chief or the Division Chief's designee shall be responsible for the functions and responsibilities set forth below in this Section 8.3.

8.3.1. Division Oversight
The Division Chief shall oversee the operations and clinical and administrative activities of his/her Division.

8.3.B. Management of Section Chiefs
The Division Chief shall oversee and manage the Section Chiefs in his/her Division.

8.3.C. Division Meetings
The Division Chief shall be responsible for calling and chairing Division meetings.

8.3.D. Reporting
The Division Chief shall report to the MEC.

8.4. FUNCTIONS AND RESPONSIBILITIES OF SECTION CHIEFS
Within each Section, the Section Chief or the Section Chief's designee shall be responsible for the functions and responsibilities set forth below in this Section 8.4. If there is no Section Chief, the responsibilities revert to the Division Chief.

8.4.A. Clinical Activity
The Section Chief shall be responsible for all clinically related activities of the Section.

8.4.B. Administrative Activity
The Section Chief shall be responsible for all administratively related activities of the Section, unless otherwise provided for by the Hospital, including assisting in the preparation of such annual reports and budget planning as may be required by the MEC, the President, or the Governing Body.

8.4.C. Reviewing Professional Performance
The Section Chief shall be responsible for continuing surveillance of the professional performance of all individuals in the Section who have a appointment to the Staff or have delineated Clinical Privileges. This responsibility shall include, without limitation:

1. conducting a review of provider-specific clinical performance improvement information per the FPPE/ OPPE plan;

2. implementing a mechanism for providing feedback to each member of the Section; and

3. reporting on the performance of Section members to the MEC, the Peer Review Committee, the applicable Division Chief, or others as appropriate.

The Section Chief shall be available to members of the Section to provide advisory guidance on the overall clinical policies of the Hospital and to make specific recommendations regarding his/her own Section to ensure quality patient care. Outside peer review will be used in the judgment of the Section Chief when there is not adequate expertise within the Hospital, when there may be a conflict of interest, or in any situation where the Section Chief deems that an outside review would be in the best interests of, and would promote the safe and effective operations of, the Hospital.

8.4.D. Recommending Clinical Privileges Criteria
At the request of the applicable Division Chief, the Section Chief shall be responsible for recommending to the MEC and such Division Chief the criteria for Clinical Privileges that are relevant to the care provided in the applicable Section.

8.4.E. Recommending Appointment and Reappointment
The Section Chief shall be responsible for recommending to the MEC the initial appointment, reappointment, Staff category and Clinical Privileges for each member of the Section, based upon qualifications and documented clinical competence.

8.4.F. Orientation and Education
The Section Chief shall be responsible for the orientation and continuing education of all Practitioners in the Section or service.

8.4.G. Quality Improvement
The Section Chief shall be responsible for the continuous assessment and improvement of the quality of care, treatment and services provided in the Section, including determining CME requirements based on performance improvement activities. The Section Chief shall also be responsible for the maintenance of quality control programs, as appropriate.

8.4.H. Patient Safety
The Section Chief shall provide leadership for measuring, assessing, and improving patient safety within the Section.

8.4.I. Patient Education
The Section Chief shall oversee the education of patients and their families on topics related to patient care and patient rights.

8.4.J. Assessing and Recommending Sources of Patient Care Services
The Section Chief shall be responsible for assessing and recommending to the relevant Hospital authority off-site sources for needed patient care, treatment, and services not provided by the Section or the Hospital.

8.4.K. Coordination and Integration
The Section Chief shall be responsible for the integration of the Section or service into the primary functions of the Hospital and the coordination and integration of inter-Section and intra-Section services.

8.4.L. Policies and Procedures
The Section Chief shall be responsible (i) for making recommendations to the MEC and the applicable Division Chief on the development of policies and procedures and (ii) for the implementation and enforcement of policies and procedures that guide and support the provision of care, treatment, and services, including those developed within the Section or arising out of actions taken by the MEC.

8.4.M. Recommending Staffing. The Section Chief shall be responsible for:

1. making recommendations to the MEC or the applicable Division Chief for a sufficient number of qualified and competent persons to provide care, treatment and services; and

2. the determination of the qualifications and competence of Section or service personnel who are not licensed independent Practitioners and who provide patient care, treatment and services.

8.4.N. Recommending Resources
The Section Chief shall be responsible for making recommendations to the MEC or the applicable Division Chief for supplies, space, and other resources needed by the Section or service, including, without limitation, recommendations for the appointment of a Subsection Chief as set forth in Section 8.2.D.

8.4.O. Enforcing Bylaws and Rules and Regulations
The Section Chief shall be responsible for the enforcement of the Hospital bylaws, these Medical Staff Bylaws, and the Medical Staff Rules and Regulations.

8.4.P. Coordination and Cooperation
The Section Chief shall act in coordination and cooperation with the MEC and the applicable Division Chief. At the request of the MEC or the applicable Division Chief, the Section Chief shall discuss specific issues with the MEC or such Division Chief, including, without limitation, quality and patient safety issues.

8.4.Q. Reporting
The Section Chief shall report to the applicable Division Chief and perform other duties as requested by such Division Chief.

8.5. FUNCTIONS AND RESPONSIBILITIES OF SECTIONS

8.5.A. Criteria for Clinical Privileges and Holding Office
Each Section shall establish its own criteria, consistent with the policies of the Medical Staff and of the Governing Body, for the recommending of Clinical Privileges and for the holding of office in such Section.

8.5.B. Performance Improvement
Each Section shall participate in performance improvement activities using objective criteria to

evaluate various aspects of care rendered to patients. These performance improvement activities shall include, but are not limited to, focused professional practice evaluations (FPPE), ongoing professional practice evaluations (OPPE), case specific reviews and mortality and morbidity conferences. Dimensions of performance such as appropriateness, availability, timeliness, effectiveness and continuity, among others, will be assessed.

8.5.C. Meetings
Each Section shall meet as needed to conduct business as determined by the Section Chief.

8.5.D. Recommend CME
Each Section shall recommend CME programs based on changes within the field of practice and findings from any peer review activities or performance improvement initiatives.

8.5.E. Records
Each Section, if appropriate, shall maintain a permanent record of its findings, proceedings and actions.

8.6. ASSIGNMENT TO SECTIONS AND DELINEATION OF CLINICAL PRIVILEGES
Members of the Staff may, by virtue of their education, training, experience, and demonstrated competency, request Clinical Privileges in more than one (1) Section. Assignment to Sections and delineation of Clinical Privileges for Staff members will occur in the following manner:

1. Consideration of the Staff application, including privilege application form, by the appropriate Section(s) and Chief(s), who will make a recommendation to the Credentials Committee;

2. Review by the Credentials Committee and recommendation to the MEC;

3. Review by the MEC and recommendation to the Governing Body; and

4. Review and approval by the Governing Body.

ARTICLE 9 – COMMITTEES AND MEETINGS

9.1. MEDICAL EXECUTIVE COMMITTEE

9.1.A. Chair. The Medical Staff Chief will be the Chair of the MEC.

9.1.B. Composition.

9.1.B.a. Voting Members
The voting membership of the MEC shall consist of (i) the Medical Staff Chief, (ii) the Medical Staff Vice Chief, (iii) the Division Chiefs, and (iv) At least two, but no more than five, elected members of the Active Physician or Active Advanced Practice Provider Staff from different Divisions, including at least one Active Advanced Practice Provider. Such elected members of the Medical Staff will be chosen by vote of the Medical Staff from a slate of qualified members at large nominated by the MEC or a Special Committee formed by the MEC to nominate such Medical Staff members.

9.1.B.b. Non-Voting Members
The non-voting membership of the MEC shall consist of (i) the Immediate Past Chief, (ii) the President or her/his designee, (iii) the Chief Medical Officer, (iv) the Chief Nursing Officer, and (v) the senior Hospital administrator responsible for legal affairs.

9.1.B.c. Qualifications
Membership of the Active Physician or Active Advanced Practice Provider Staff on the MEC shall not be solely based on medical discipline or specialty. A majority of the voting members of the MEC shall be fully licensed and actively practicing in the Hospital. Courtesy, Affiliate and Telemedicine providers are not eligible for MEC membership.

9.1.B.d. Removal
Elected Members of the MEC may be removed by a two-thirds (2/3) vote of the Voting Medical Staff Members present and voting at any regular or special meeting of the Medical Staff. Removal of Medical Staff Chief or Vice Chief shall be governed by the provision of Article 7.6.

9.1.C. Duties
The MEC shall have the duties set forth in these Bylaws, including, without limitation, the following duties delegated by the Medical Staff:

1. To act for the Medical Staff in the intervals between Medical Staff meetings within the scope of its responsibilities as defined by the Voting Medical Staff Members, subject to (i) such limitations as may be imposed by these Bylaws and (ii) the authority of the Voting Medical Staff Members to remove duties or authority granted to the MEC by amending these Bylaws pursuant to Section 12.1.

2. To receive, review, and act upon reports and recommendations from Division Chiefs and Section Chiefs, committees, and Officers of the Medical Staff, including, but not limited

to, (i) reports and recommendations concerning performance improvement activities and other quality initiatives, and (ii) quality and utilization management monitoring reports;

3. To coordinate the activities and general policies of the various Divisions and Sections and to approve Division and Section policies;

4. To implement and amend policies of the Medical Staff not otherwise the responsibility of the Divisions and Sections;

5. To amend, on behalf of the Voting Medical Staff Members, the Medical Staff Rules and Regulations pursuant to Section 12.1.D.1.a;

6. To develop and maintain methods for the protection and care of patients and others in the event of internal or external disaster;

7. In coordination with the Division Chiefs and Section Chiefs, to set objectives for establishing, maintaining and enforcing professional standards within the Hospital and for the continuing improvement of the quality of care rendered in the Hospital and to assist in developing programs to achieve these objectives;

8. To provide for the preparation of all programs, either directly or through delegation to a program committee or other suitable agent;

9. To create the appropriate Medical Staff committee structure to carry out necessary duties, including by designating Special Committees as appropriate;

10. To oversee the activities of all Standing Committees and Special Committees;

11. To designate an ad hoc Bylaws Committee, which will function as a Special Committee, to conduct a review from time to time of the Medical Staff bylaws and present recommended revisions to the MEC;

12. To establish the amount of annual Medical Staff dues and assessments, where applicable for each category of Medical Staff membership and to establish the amount of fees paid by applicants to the Staff;

13. To designate a member of the MEC, when applicable, to account for and be custodian of all funds, collect dues, and disburse such monies to settle legitimate bills incurred by the Medical Staff and pay other sums as may be directed by authorized members of the Medical Staff;
14. To establish an annual budget for Medical Staff activities that reflects the anticipated expenses and income for the coming year, which may include costs for legal counsel, hired in consultation with the President;

15. To fulfill the Medical Staff's accountability to the Governing Body for the quality of clinical care rendered to all Hospital patients;

16. To provide liaison among the Medical Staff, the President and the Governing Body;

17. To recommend action to the President on matters of a medico-administrative nature;

18. To make recommendations on Hospital management to the Governing Body through the President;

19. To recommend to the Peer Review Committee the mechanism for a fair hearing process;

20. To ensure the Medical Staff is apprised of the requirements of regulatory agencies and accreditation bodies and the status of compliance with these requirements;

21. To assist in obtaining and maintaining accreditation;

22. To request that the Peer Review Committee conduct a corrective action investigation when the conduct or competence of a Practitioner is inconsistent with good patient care or the effective operation of the Hospital;

23. To take all reasonable actions to ensure the existence of professional and ethical conduct and competent clinical performance on the part of all members of the Medical Staff and to report all such actions to the Governing Body;

24. To implement a process to identify and manage matters of individual health for Practitioners, in accordance with Section 9.1.G, which is separate from actions taken for disciplinary purposes and which includes making referrals to the Medical Professionals Health Program (MPHP), as appropriate;

25. To establish a mechanism for dispute resolution between and among members of the Staff involving the care of a patient;

26. To report at general Medical Staff meetings;

27. To designate a member of the MEC to maintain minutes and a permanent record of MEC proceedings and actions and to transmit such minutes and record to the Medical Staff and Governing Body; and

28. To make recommendations directly to the Governing Body for its approval, including recommendations on the following: (i) the Medical Staff's structure; (ii) the mechanism used to review credentials and to delineate individual Clinical Privileges; (iii) the mechanism by which Medical Staff membership may be terminated; (iv) the mechanism for fair-hearing procedures; (v) individuals for Medical Staff membership; (vi) the delineation of Clinical Privileges for Practitioners privileged through the Medical Staff process; (vii) participation of the Medical Staff in organization performance-improvement activities; (viii) the MEC's review of, and actions on, reports of Standing Committees, Special Committees, Divisions, Sections, and other activity groups; and (ix)

sources of clinical services to be provided by consultation, contractual arrangements, or other agreements.

9.1.D. Meeting Frequency
The MEC shall hold meetings monthly. The MEC shall meet in consultation with the Governing Body as requested.

9.1.E. Manner of Action
The action of a majority of the voting members present at a MEC shall be the action of the Committee. Action may be taken by virtual vote with two-thirds of the Committee members voting.

9.1.F. Practitioner Health Committee.

9.1.F.a. The MEC may form or participate in a system-wide Practitioner Health Committee to assist the MEC in performing its duties under Section 9.1.C(x). Any such Practitioner Health Committee will be considered a professional competence committee pursuant to the Maine Health Security Act (Me. Rev. Stat. tit. 24, §§ 2501–2511).

9.1.F.b. Confidentiality. In performing its duties under Section 9.1.C(x), the MEC, including any Practitioner Health Committee formed pursuant to Section9.1.F.1, shall make every effort to maintain the confidentiality of any person providing information and of the Practitioner seeking referral or referred for assistance, except as limited by law, ethical obligation or when the safety of a patient is threatened.

9.1.F.c. Assistance and Rehabilitation. The purpose of the process followed by the MEC in performing its duties under Section 9.1.C(x) is assistance and rehabilitation, rather than discipline, in order to aid a Practitioner in retaining or regaining optimal professional functions consistent with protection of patients. Nothing in this Section 9.1.F is intended to preclude or limit the use of the regular corrective action process set forth in Article 5 when such corrective action process is deemed necessary.

9.2. STANDING COMMITTEE MEMBERSHIP AND VOTING

9.2.A. Membership
All Standing Committees shall consist of the following members: (i) ex officio members, if any, as set forth in Section 9.3; and (ii) appointed members whose selection is subject to the Standing Committee composition requirements set forth in Section 9.3. Appointed Standing Committee members will be appointed by the Medical Staff Chief. The Medical Staff Chief shall select the Chair of each Standing Committee.

9.2.B. Removal
Except for members of the Governing Body, members of Standing Committees may be removed by two-thirds (2/3) vote of the MEC.

9.2.C. Voting
Except as otherwise provided in these Bylaws, all Standing Committee members shall have voting rights; provided, however, that a majority of Medical Staff members present at a Standing Committee meeting must vote in favor of an action for such action to be deemed approved by the Standing Committee.

Standing Committees are formed based upon the needs of the organization and the Medical Staff. Standing Committees are designated in Medical Staff policy as updated from time to time. All Medical Staff Committees follow the Membership and Voting standards outlined in Article 9.2.

9.3. MEETING REQUIREMENTS FOR STANDING COMMITTEES, DIVISIONS AND SECTIONS

9.3.A. Regular Meetings
Standing Committees shall hold meetings as determined by each Committee. Divisions and Sections shall hold meetings as needed to conduct business as determined by the Division and Section Chief.

9.3.B. Special Meetings
Special meetings of any Standing Committee, Division or Section may be called by (i) the Chair of the committee, (ii) the Medical Staff Chief or (iii) two (2) members of the Standing Committee, Division or Section. Special meetings of any Division or Section may be called by (i) the Section Chief or (ii) the Medical Staff Chief.

9.3.C. Notice of Meetings
Written or oral notice stating the place and time of any regular or special meeting shall be given by the person or persons calling the meeting to each member of the Standing Committee, Division or Section not less than five (5) days before the time of such meeting. In the case of regular meetings, the applicable Standing Committee Chair, Division or Section Chief shall provide such written or oral notice.

9.3.D. Quorum
A quorum shall be presumed to exist at all Standing Committee, Division and Section meetings unless a specific quorum is set forth in policy.

9.3.E. Manner of Action
The action of a majority of the members present at a Standing Committee, Division or Section meeting at which a quorum is present shall be the action of that Standing Committee or Section. Action may be taken without a meeting by the affirmative action of two-thirds of Committee or Section members voting, so long as at least fifty (50) percent of such members have responded (in writing or electronically).

9.3.F. Minutes

Minutes of each regular and special meeting of a Standing Committee, Division or Section shall be prepared and shall include a record of agenda, attendance of members, discussions, votes taken on each matter, remedial actions, and follow-up to all issues. The presiding Standing Committee Chair, Division Chief or Section Chief shall sign the minutes and copies shall be forwarded to the MEC. Each Standing Committee, Division and Section shall maintain a permanent file of the minutes of each meeting, and there shall be a master file maintained by the MEC in the office of Medical Affairs.

9.3.G. Attendance

9.3.G.a. Expectations for All Practitioners. Attendance and participation in Standing Committee, Division and Section meetings is expected.

9.3.G.b. Active Physician Staff, and Active APP Staff Attendance at Standing Committee Meetings, Division and Section Meetings

Each member of the Active Physician Staff, and Active APP Staff shall be required to attend annually not less than fifty percent (50%) of all meetings of each Division Meeting, Section Meeting and Standing Committee on which such member serves.

9.3.G.c. Failure to Attend Mandatory Meetings

Failure by a Practitioner to attend any meeting with respect to which he/she was given notice that attendance was mandatory, unless excused by the MEC upon a showing of good cause, shall result in such action as the MEC may direct. In the event that the Practitioner receives notice that attendance is mandatory and makes a timely request for postponement by an adequate showing that his/her absence will be unavoidable, such presentation may be postponed by the applicable Section Chief until not later than the next regular Section meeting. If the Practitioner does not make such timely request for postponement, the pertinent clinical information shall be presented and discussed as scheduled.

9.4. MEDICAL STAFF MEETINGS

9.4.A. Regular Meetings

The Medical Staff shall hold at least four (4) meetings per year. To the extent possible, meetings should be spaced evenly throughout the year. The annual meeting shall occur on a date selected by the MEC. The agenda of regular meetings shall include a report from the MEC on general and performance improvement activities.

9.4.B. Special Meetings

The Medical Staff Chief may call a special meeting of the Medical Staff at any time at their discretion. The Medical Staff Chief shall call a special meeting of the Medical Staff upon written request of at least one-fourth (1/4) of the Voting Medical Staff Members. Written notice stating the purpose and place and time of any special meeting of the Medical Staff shall be

delivered to each Voting Medical Staff Member not less than five (5) days before the date of such special meeting. Business transacted at any special meeting shall be limited to that stated in the notice calling the meeting.

9.4.C. Quorum
For purposes of amendment of these Bylaws, the Medical Staff Rules and Regulations, and for all other actions, a quorum shall be presumed to exist as long as adequate notice of the meeting has been provided. If a quorum count is requested, presence of twenty percent (20%) or more of the Voting Medical Staff Members shall constitute a quorum.

9.4.D. Attendance Requirements
Each member of the Active Physician Staff and Active Advanced Practice Provider Staff shall be expected to attend at least fifty percent (50%) of all regular Medical Staff meetings.

9.4.E. Agenda
The agenda at any regular Medical Staff meeting shall be established by the Medical Staff Chief.

9.4.G. Voting
Only Voting Medical Staff Members will be authorized to vote on matters at Medical Staff meetings. Action may be taken without a meeting by the affirmative action of two-thirds of Voting Medical Staff Members as long as at least twenty-five such members have responded (in writing or electronically).

The intent is that amendments to these Bylaws, the Medical Staff Rules and Regulations and Medical Staff policies, as well as other business that comes before the committee, can be voted upon by Active Physician Staff and Active Advanced Practice Provider Staff.

ARTICLE 10 – CONFIDENTIALITY, IMMUNITY, AND REMEDIES

Each Practitioner who applies for, or is granted, clinical privileges, thereby expressly agrees to the provisions of this Article 10.

10.1. CONFIDENTIALITY

All reports by any other Practitioner, or by any other health care provider or facility, or by any employee, officer, agent or trustee of the Hospital, in connection with or relating to a Practitioner's application for clinical privileges or any peer review process, whether formal or informal, shall be confidential and shall be privileged from disclosure to the maximum extent permitted by law, and shall not be disclosed to persons outside of the Hospital administration and Medical Staff except as otherwise necessary to an application for clinical privileges or peer review process or as expressly required by law.

10.2. IMMUNITY

10.2.A. General Privilege

Any act, communication, report, recommendation, or disclosure, with respect to any Practitioner, performed or made by or to an authorized representative of this or any other health care facility, relating to the clinical competence, professional performance, professional conduct, or compliance with hospital policies, bylaws, rules and regulations, or ethical standards, in this or any other health care facility, shall be privileged to the fullest extent permitted by law.

10.2.B. Extension of Privilege

Such privileges shall extend to members of the Medical Staff and the Governing Body, the Hospital's other Practitioners, employees, agents, and contractors, the President of [Hospital] and his/her 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 14, the term "third parties" means both individuals and organizations from whom information has been requested by an authorized representative of the Governing Body of the Medical Staff.

10.2.C. Immunity

There shall, to the fullest extent permitted by law, be absolute immunity from civil liability arising from any such act, communication, report, recommendation, or disclosure, even where the information involved would otherwise be deemed privileged. Such immunity shall apply to all acts, communications, reports, recommendations or disclosures performed or made in connection with this or any other health care institution's activities related, but not limited to, the following:

1. Application for appointment or clinical privileges;

2. Periodic reappraisals for reappointment or clinical privileges;

3. Corrective action, including summary suspension;

4. MEC, Credentials Committee, Peer Review Committee, and Special Committee proceedings;

5. Medical care evaluations;

6. Utilization reviews;

7. Other Hospital, Division, Section, service, or committee activities related to quality patient care and inter-professional conduct;

8. The acts, communications, reports, recommendations, and disclosures referred to in this Article 10 that may relate to a Practitioner's professional qualifications, clinical competency, character, mental or emotional stability, physical condition, ethics, or any matter that might directly or indirectly have an effect on patient care or on the effective operation of the Hospital; and

9. The consents, authorizations, releases, rights, privileges, and immunities provided for the protection of the Hospital's Practitioners, other appropriate Hospital officials and personnel, and third parties, in connection with applications for initial appointment.

10.2.D. Remedies

Any actual or threatened violation of the confidentiality and non-disclosure provisions of this Article 10 shall entitle the Hospital or Practitioner to injunctive relief. Any Practitioner who initiates legal action against any person based on actions or omissions which are subject to immunity under this Article 10 shall be liable for the reasonable attorney fees and costs incurred by such person in defending such claims.

ARTICLE 11 – RULES, REGULATIONS, POLICIES AND PROCEDURES

11.1. GENERAL

Pursuant to Article 12, the MEC shall (i) adopt policies that are necessary or desirable for the proper conduct of the work of the Medical Staff and are not otherwise the responsibility of the Divisions and Sections, and (ii) approve policies adopted by the Divisions and Sections. Policies adopted or approved by the MEC shall be consistent with the bylaws of the Hospital, these Bylaws, and the Medical Staff Rules and Regulations.

11.2. RULES AND REGULATIONS

The Medical Staff shall adopt such rules and regulations ("Medical Staff Rules and Regulations") as may be necessary to implement more specifically the general principles found within these Bylaws, subject to the approval of the Governing Body. The Medical Staff Rules and Regulations shall relate to the proper conduct of Medical Staff organizational activities as well as to the level of practice that is to be required of each Practitioner in the Hospital. The Medical Staff Rules and Regulations may be amended pursuant to Article 12. The Credentials Committee may amend that portion of the Medical Staff Rules and Regulations consisting of the Policy and Procedure manual governing appointment and reappointment processes at any time.

ARTICLE 12 – AMENDMENTS TO BYLAWS, RULES AND REGULATIONS, AND POLICIES

12.1. AMENDMENT INITIATED BY THE MEDICAL STAFF OR MEDICAL EXECUTIVE COMMITTEE REGULAR REVIEW OF BYLAWS

These Bylaws will be reviewed not less than triennially for consideration of changes that may be necessary or advisable.

12.2. AUTHORITY TO PROPOSE AMENDMENTS

The MEC, Officers of the Medical Staff, and Voting Medical Staff Members, through a written petition signed by 10% or more of the Medical Staff members, will have the authority to propose amendments to these Bylaws, the Medical Staff Rules and Regulations, and Medical Staff policies.

12.3. MEDICAL EXECUTIVE COMMITTEE REVIEW AND RECOMMENDATION

Except as provided for in Section 12.3A. below, proposed amendments will be referred to the MEC or an ad hoc Bylaws Committee appointed by and reporting to the MEC. The MEC or the Bylaws Committee, as applicable, shall make a recommendation to the Medical Staff on the proposed amendments.

12.3.A. Amendments Proposed Directly from the Medical Staff.

In cases where an amendment is proposed by one or more members of the Medical Staff and is not recommended for approval by the MEC, the Medical Staff may propose the amendment directly to the Governing Body by calling a Special Meeting under the provision of Section 9.4.B. At the special meeting the amendment may be considered and will be approved for consideration of the Governing Body if approved by two-thirds of the members present and voting. If so approved, the amendment will be considered by the Governing Body at its regular meeting. An announcement of the action by the Medical Staff and the Governing Body will be made at the next regular meeting of the Bylaws Committee (if so appointed) and the MEC. Such amendments shall become effective when approved by the Governing Body.

12.4. MEDICAL STAFF APPROVAL

12.4.A. Medical Executive Committee Recommends Approval. In the event that the MEC recommends that the Medical Staff approve the proposed amendments, the proposed amendments will be approved if there is an affirmative vote of a majority of Medical Staff and APP members present and voting at any regular or special Medical Staff meeting.

12.4.B. Medical Executive Committee Approval of Proposed Amendments.
Notwithstanding Section 12.4.A., the MEC shall have the authority to approve proposed amendments to the Medical Staff Bylaws, Rules and Regulations and Medical Staff policies, without holding a vote of Voting Medical Staff Members, if the MEC believes that such proposed amendments are in the best interests of the Medical Staff. The MEC shall notify the Medical Staff of MEC approval of any such amendments prior to such amendments being submitted to the Governing Body for approval pursuant to Section 12.4.H.

12.4.C. Urgent Action by Medical Executive Committee. Notwithstanding anything to the contrary in Section 12.4.B. in the event of a documented need for an urgent amendment to the Medical Staff Bylaws, Rules and Regulations. Associated Manuals or Medical Staff policies necessary to comply with law or regulation, the MEC may provisionally approve such urgent amendment and submit such urgent amendment to the Governing Body for provisional approval without first notifying the Medical Staff. The MEC shall notify the Medical Staff immediately after submitting any such urgent amendment to the Governing Body.

12.4.D. Technical and Editorial Amendments by Medical Executive Committee. The MEC shall have the authority to adopt such Amendments to the Bylaws, Rules & Regulations and Associated Manuals as are, in its judgment, technical corrections. Such amendments shall be effective immediately and shall be permanent, if not disapproved by the Medical Staff or Board within ninety (90) days of adoption by the MEC. The action to amend may be taken by motion acted upon as any other motion before the MEC. After MEC approval, such amendments shall be communicated to the Medical Staff and the Board.

12.4.E. Medical Staff Disagreement with Medical Executive Committee Action. In the event that the Medical Staff disagrees with an amendment to the Medical Staff Rules and Regulations or Medical Staff policies approved by the MEC pursuant to Section 12.4.B. or Section 12.4.C., the Voting Medical Staff Members may propose a revised amendment pursuant to Section 12.2.

12.4.F. Medical Executive Committee Recommends Rejection. In the event that the MEC recommends that the Medical Staff reject the proposed amendments, the following votes will be required for Medical Staff approval of the proposed amendments: (i) in the case of proposed amendments to these Bylaws, affirmative votes from two-thirds (2/3) of the Voting Medical Staff Members; and (ii) in the case of proposed amendments to the Medical Staff Rules and Regulations or Medical Staff policies, two-thirds (2/3) of the present Voting Medical Staff Members at any regular or special Medical Staff meeting.

12.4.G. Medical Executive Committee and Medical Staff Disagreement. Except as provided for in 12.3.A., above in the event that the result of the Medical Staff vote substantially conflicts with the recommendations of the MEC, the matter will be referred to the Joint Conference Committee for further deliberations involving the interested parties and recommendations. The result of the Medical Staff vote will remain in effect, and will not be stayed, pending a recommendation of the Joint Conference Committee.

12.4.H. Governing Body Approval for Bylaws, Rules and Regulations and Associated Manuals. Upon Medical Staff approval of proposed amendments to these Bylaws or the Medical Staff Rules and Regulations or Associated Manuals or MEC approval of proposed amendments to the Medical Staff Bylaws, Rules and Regulations or Associated Manuals the Medical Staff Chief, acting on behalf of the Medical Staff, shall propose such amendments directly to the Governing Body. Proposed amendments to these Bylaws or the Medical Staff Rules and Regulations or Associated Manuals that have received Medical Staff or MEC approval, as applicable, shall be effective only when approved by the Governing Body. In the

event that the Governing Body does not approve such proposed amendments in substantially the form recommended by the Medical Staff, the matter will be referred to the Joint Conference Committee for further deliberations involving the interested parties and recommendations.

12.4.I. Amendment Initiated by the Governing Body
The Governing Body may not unilaterally amend these Bylaws, Associated Manuals, the Medical Staff Rules and Regulations, or Medical Staff policies. Notwithstanding anything in this Article 12 to the contrary, the Governing Body may on its own motion, after consultation with the Medical Staff, amend these Bylaws, Associated Manuals or the Medical Staff Rules and Regulations, in whole or in part, at any meeting, if (i) such amendment is necessary to comply with applicable law or regulation or necessary to maintain accreditation, and (ii) the Medical Staff has not proposed an appropriate amendment and will be unable to propose an appropriate amendment within the time required.

12.4.J. Notification of Changes
When significant changes to these Bylaws, Associated Manuals, the Medical Staff Rules and Regulations, or Medical Staff policies are enacted, all individuals with Clinical Privileges shall be provided with notification of such changes.

12.4.K. Conflict with Hospital Bylaws
To the extent practicable, the provisions of these Bylaws, Associated Manuals, the Medical Staff Rules and Regulations, and Medical Staff policies shall be construed so as to be consistent with the bylaws of the Hospital, but in the event of any conflict or inconsistency, the bylaws of the Hospital shall govern.

ARTICLE 13 – APPLICABILITY

When these Bylaws contain what appear to be mandatory provisions with respect to action by the Governing Body and the President, it is recognized that ultimate authority with respect to such matters is vested by law in the Governing Body. These Bylaws shall not, therefore, be deemed to limit the power of the Governing Body to change any provisions made herein with respect to its actions, the actions of the President, or the actions of any other Hospital officers or employees. The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision of these Bylaws.