1. Article 7 - Medical Staff Officers

   a. Elected Officers of the Staff

      i. Identification - The officers of the Medical Staff shall be the Chief of Staff, the Chief of Staff-Elect, the Secretary-Treasurer, and the Immediate Past Chief of Staff. The Medical Executive Committee also includes the Chairman, Department of Medicine and the Chairman, Department of Surgery. These two offices are described in Article 9 of these bylaws.

      ii. Qualifications - Officers must be members of the active staff in good standing at the time of nomination and election and must continuously maintain such status during their terms of office.¹ To qualify for the position of Chief of Staff or Chief of Staff-Elect, a Member of the Medical Staff must be a doctor of medicine or osteopathy or a doctor of dental surgery or dental medicine.² Except for these specific qualification requirements, no Medical Staff Member actively practicing in the Hospital is ineligible for election to an officer position solely because of his/her professional discipline, specialty, or practice as a hospital-based physician. Only those members of the Active Staff who satisfy the following criteria initially and continuously shall be eligible to serve as an officer of the Medical Staff. They must:

         2. Be appointed in good standing to the Active Staff, and have served on the Active Staff for at least five years;

         3. Have no pending adverse recommendations concerning medical staff appointment or clinical privileges;

         4. Be willing to faithfully discharge the duties and responsibilities of the position;

         5. Have experience in a leadership position for at least two years, or other involvement in performance improvement functions;

         6. Attend continuing education relating to medical staff leadership and/or credentialing functions during the term of the office.

¹ MS.01.01.01
² LD.01.05.01, §482.22(b)(3)
Article 7 - Medical Staff Officers

a. Term of Office and Eligibility for Re-Elections

i. Term of Office - Each officer shall serve a term of office as described below:

1. Chief of Staff 1 year
2. Vice Chief of Staff 1 year
3. Secretary-Treasurer 1 year
4. Department Chair 2 years
5. Past Chief of Staff 1 year

ii. The term of office commences on the first day of April each year. Each officer shall serve in office until the end his/her term or until a successor is duly elected and has qualified, unless he/she resigns, or is removed or recalled from office, or is otherwise unable to complete the term. At the end of the Chief of Staff’s term, the Chief of Staff shall automatically serve as the Immediate Past Chief of Staff.

b. Attainment of Office

i. Nomination - At least thirty (30) days before the annual Staff meeting of each year, the Nominating Committee shall convene and submit to the Chief of Staff one or more qualified nominees for the offices of Chief of Staff, Vice Chief of Staff, and Secretary-Treasurer. The Nominating Committee shall report the names of the nominees to the Staff at least thirty (30) days before the annual meeting. Nominations may also be made by petition signed by at least ten percent of the appointees of the active staff, with a signed statement of willingness to serve by the nominee, filed with the Chief of Staff at least seven (7) days before the annual meeting. As soon thereafter as reasonably possible, the names of the additional nominees will be reported to the Staff. If, before the election, all nominees refuse or are disqualified or are otherwise unable to accept nomination, the Nominating Committee shall submit one or more additional nominees at the annual meeting and nominations may be accepted from the floor if the nominee is present at the meeting and consents to the nomination.
Article 7 - Medical Staff Officers

ii. By Other Means: Nomination from the floor may be made but the nominator must have received consent of the nominee, and the nominee must agree to serve.

ELECTION
Election of officers will take place via one of the two methods described below, at the discretion of the MEC

c. Electronic Vote – Officers shall be elected by electronic voting using a secure system [INSERT: Hospital should determine the system to be used, e.g., www.votenet.com for electronic voting, or modify this section if paper ballots will be used]

d. Annual Meeting - Voting at the annual meeting shall be by secret written ballot unless a candidate is running uncontested for office. If the office is uncontested, the vote may take place by open counting of hands at the meeting. If written ballots are used, they shall include handwritten signatures on the envelope for comparison with signatures on file, when necessary. Voting by proxy shall not be permitted. A nominee shall be elected upon receiving a majority of the valid votes cast. If no candidate for an office receives a majority vote, a runoff election between the two candidates receiving the highest number of votes shall be held at the meeting by secret written ballot. If a tie results, the majority vote of the Medical Executive Committee shall decide the election. The votes of Medical Executive Committee members shall be by secret written ballot at its next meeting or a special meeting called for that purpose.
   i. The election shall become effective upon approval of the Board.4

ii. Board Approval/Indemnification - To afford the Medical Staff officers and others the full protections of the Healthcare Quality Improvement Act, the Board shall ratify the appointments of Medical Staff officers and other leaders, such as Department and Division officers, who will perform professional review regarding competence or professional conduct of Practitioners and other individuals requesting clinical privileges, such as credentialing or quality assessment/performance improvement activities.5 The Board’s ratification shall serve as evidence that they are charged with performing important Hospital functions when engaging in

42 USC §11111
Article 7 - Medical Staff Officers

credentialing or quality assessment/performance improvement activities. Such activities shall have the following characteristics:

1. The activities such leaders undertake shall be performed on behalf of the Hospital;

2. The activities shall be performed in good faith,

3. That any professional review action shall be taken:
   a. In the reasonable belief that the action was in the furtherance of quality health care;
   b. After a reasonable effort to obtain the facts of the matter;
   c. After adequate notice and hearing procedures are afforded to the individual involved or after such other procedures as are fair to the individual under the circumstances; and,
   d. In the reasonable belief that the action was warranted by the facts known after such reasonable effort to obtain facts and after meeting this section.

4. The activities shall follow procedures set forth in these Bylaws, rules and regulations, or policies;

5. Medical Staff leaders who are performing activities meeting the above listed criteria shall qualify for indemnification for those activities through the Hospital.

e. Vacancies

i. When Created - Vacancies in office may occur from time to time, such as upon the death, disability, resignation, removal, or recall from office of an officer, or upon an officer’s failure to maintain active staff status in good standing.

ii. Vacancies will be filled according to the following plan:

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6 42 USCS §11112(a)(1-4)
Article 7 - Medical Staff Officers

1. A Chief of Staff vacancy will be filled by the vice Chief of Staff

2. A Vice Chief of Staff Vacancy will be filled by the Secretary Treasurer

3. A Secretary Treasurer vacancy will be filled by the more senior of the two Department Chair

4. A Department Chair vacancy will be filled by the Chairman of that department’s Performance Improvement Committee

7. SIMULTANEOUS VACANCIES

i. In the temporary or permanent absence of both the President of the Medical Staff and President-Elect, the Secretary shall assume all duties and responsibilities and have the authority of the President of the Medical Staff until such time as such a new President and/or President-Elect are elected.

ii. In the temporary or permanent absence of all officers, the Board of Trustees shall appoint interim officers to fill these positions and an election shall be conducted within ninety (90) days. An ad hoc nominating committee of Active Medical Staff members of the Medical Staff shall be appointed by the Board of Trustees and shall convene as soon as possible to nominate candidates to fill the unexpired terms of office. Following nomination of candidates, the Medical Staff shall hold a special meeting to conduct elections for these offices, using the election procedures described in these Bylaws.

b. Resignation, Removal, and Recall from Office

i. Resignation - Any medical staff officer may resign at any time by giving written notice to the Medical Executive Committee and the acceptance of such resignation shall not be necessary to make it effective.

ii. Removal - Any elected Medical Staff officer or a member of the Medical Executive Committee may be removed from office for cause. Removal shall occur with the majority vote of the Medical
Article 7 - Medical Staff Officers

Executive Committee as to whether there is sufficient evidence for grounds for removal from office for cause, with approval by the Board, or with the majority vote of the Board. Grounds for removal may include any one or more of the following causes, without limitations:

1. Failure to perform the duties of office;

2. Failure to comply with or support the enforcement of the hospital and Medical Staff Bylaws, Rules and Regulations, or policies;

8. *Failure to support compliance by the Hospital and the Medical Staff with applicable Federal and State laws and regulations, and the standards or other requirements of any regulatory or accrediting agency having jurisdiction over the Hospital or any of its services;*

1. Failure to maintain qualifications for office, specifically, failure to maintain active staff status in good standing; and/or,

2. Failure to adhere to professional ethics or any other action(s) deemed injurious to the reputation of, or inconsistent with the best interests of the Hospital or the Medical Staff.

ii. At least ten (10) days prior to the initiation of any removal action, the individual shall be given written notice of the date of the meeting at which action shall be taken. The individual shall be afforded an opportunity to speak to the Medical Executive Committee or the Board of Trustees prior to a vote on removal.

iii. **Recall from Office** - Any Medical Staff officer may be recalled from office, with or without cause. Recall of a Medical Staff officer may be initiated by a majority of members of the Medical Executive Committee or by a petition signed by at least one-third

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7 MS.01.01.01
Article 7 - Medical Staff Officers

of the medical staff members eligible to vote in Medical Staff elections. Recall shall be considered by the Medical Staff at a special meeting of the Medical Staff called for that purpose. A recall shall require two-thirds of the votes of the Medical Staff members attending the specially called meeting who are eligible to vote. Sealed and authenticated votes mailed by Medical Staff members eligible to vote shall also be counted at the special meeting. The recall shall become effective upon approval of the Board.

b. Responsibilities and Authority of the Elected Officers

i. Chief of Staff - The Chief of Staff shall serve as the chief administrative officer of the Medical Staff and shall have responsibility for the organization and conduct of the Medical Staff, and supervision of the general affairs of the Medical Staff. The specific responsibilities, duties, and authority of the Chief of Staff are to:

9. Act in coordination and cooperation with the Chief Executive Officer

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

2. Serve as chairperson of the Medical Executive Committee and calling, presiding at, and being responsible for the agenda of all meetings thereof;

3. Serve as ex-officio Member of all other Medical Staff committees without vote, unless otherwise specified;

4. Appoint and discharge the Chairpersons of all Medical Staff standing and ad hoc committees, recommend to the Medical Executive Committee the members of all Medical Staff standing and ad hoc committees, and appoint Medical Staff members of Hospital and Board committees, except when these memberships are designated by position or by specific direction of the Board;

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8 MS.01.01.01
9 LD.01.05.01; 42 C.F.R. §482.22(b)(3)
Article 7 - Medical Staff Officers

10. Appointment committee members to all Medical Staff committees except the Medical Executive Committee;

11. Appoint ad hoc committees to: (1) assist in the development of Hospital policies and procedures, and (2) to provide a forum for consideration of plans for future growth or change in the Hospital organization, and for discussion of problems that arise in the operation of the Hospital. Prepare a written record of the proceedings and recommendations of the ad hoc committees and send it to the Board of Trustees and to the Medical Staff;

1. Be responsible for the enforcement of these Bylaws, the Rules and Regulations, and Hospital policies, implement sanctions when indicated, and enforce the Medical Staff’s compliance with procedural safeguards in all instances in which corrective action has been requested or initiated against a Practitioner or other individual with clinical privileges;

12. Be accountable and responsible to the Board of Trustees for the quality and efficiency of clinical services and professional performance of the Medical Staff in the provision of patient care services;

1. Communicate and represent the opinions, policies, concerns, needs, and grievances of the Medical Staff to the Chief Executive Officer and the Board, and serve as an ex-officio Member of the Board, with a vote;

2. Receive and interpret the opinions, policies, and directives of the Administration and the Board to the Medical Staff;

3. Act as the representative of the Medical Staff to the public as well as to other health care providers, other organizations, and regulatory or accrediting agencies in external professional and public relations; and,
Article 7 - Medical Staff Officers

4. Perform all other functions as may be assigned to the Chief of Staff by these Bylaws, the Medical Staff, the Medical Executive Committee, or by the Board.

13. VICE CHIEF OF STAFF:

i. The Vice Chief of Staff shall perform the duties and have the authority of the Chief of Staff in the absence or temporary inability of the Chief of Staff to perform. The President-Elect shall serve as the vice-chairperson of the Medical Executive Committee and shall perform such additional duties as may be assigned by the Chief of Staff or the Board of Trustees. The Vice Chief of Staff shall automatically succeed the Chief of Staff when the latter fails to serve for any reason.

ii. Secretary-Treasurer - The Secretary-Treasurer shall be a Member of the Medical Executive Committee. The duties of the Secretary-Treasurer are to:

1. Maintain a record of Medical Staff dues, collections, and accounts, and sign checks for the Medical Staff fund expenditures pursuant to his/her authority.

14. Keep accurate and complete minutes of all Medical Executive Committee and general Medical Staff meetings (the Secretary may designate a recording secretary for all committees and Medical Staff meetings);

15. Give proper notice of Medical Staff meetings;

16. Attend to all routine and special correspondence. Special correspondence involving or pertaining to the activities of the Hospital shall be referred to the Board of Trustees through the President of the Medical Staff with the recommendations of the Medical Staff concerning the same; and,

17. Where there are funds to be accounted for, the Secretary also shall serve as Treasurer.

18. Perform such other duties as ordinarily pertain to the office of the Secretary.
Article 7 - Medical Staff Officers

19. In the temporary or permanent absence of the Chief of Staff and Vice Chief of Staff, the Secretary shall assume all duties and responsibilities and have the authority of the President until such time as such a new Chief of Staff and/or Vice Chief of Staff are elected.

i. Immediate Past Chief Of Staff - As an individual with unique knowledge of Medical Staff affairs, the Immediate Past Chief of Staff shall serve as an advisor and mentor to the Chief of Staff, shall participate as a Member of the Medical Executive Committee and other standing committees of the Medical Staff as specified in these Bylaws, and shall perform other duties as requested by the Chief of Staff.

b. Chief Medical Officer - the chief medical officer shall be a physician who is employed or under contract with the hospital to perform administrative duties related to the medical staff affairs of the hospital. The chief medical officer is not elected by the medical staff and therefore is not one of the officers of the medical staff organization. The chief medical officer is a medico-administrative officer, and as such, the provisions of article three, section 3.14 of these bylaws apply.

   i. Qualifications - The Chief Medical Officer shall possess all of the qualifications for Medical Staff membership if the Chief Medical Officer desires Medical Staff membership or clinical privileges to provide patient care services.

   ii. Responsibilities and Authority - The Chief Medical Officer shall serve as an advisor to the officers of the Medical Staff and as a liaison between the Medical Staff and the Administration of the Hospital. The authority of the Chief Medical Officer shall be that of an administrator of the Hospital, as assigned by the Chief Executive Officer. Specific responsibilities include, but are not limited to:

   1. Administratively oversee the Medical Staff Services in performance of the credentialing function;

   2. Serve as a designee of the Chief Executive Officer in reviewing and approving applications for temporary privileges;
Article 7 - Medical Staff Officers

3. Serve as an ex-officio Member of all Medical Staff committees, without vote;

4. Advise and assist the officers of the Medical Staff in the performance of their duties, including providing orientation and education to Medical Staff leaders with regard to their leadership roles.