

MEDICAL STAFF BYLAWS
PROHEALTH ALIGNED, LLC
AMBULATORY SURGERY CENTER

Preamble

Recognizing that physicians and dentists and podiatrists are responsible for the quality of medical care at ProHealth Aligned, LLC, dba ProHealth Care Moreland Surgery Center, (“Surgery Center”) and must assume and accept this responsibility subject to the ultimate authority of the Governing Body, and that the best interests of the patients are protected by a concerted effort, the practitioners at the Surgery Center do hereby organize themselves in conformity with these Bylaws, rules, and regulations hereinafter stated.

Definitions

Medical Staff (Staff) means the licensed physicians, dentists, and podiatrists who have been appointed to the Medical Staff of the Surgery Center.

Governing Body means the 11 member Board of Managers of ProHealth Aligned, LLC.

Medical Advisory Committee (MAC) means a committee of the Medical Staff as defined in these Bylaws.

Credentials Committee. The Medical Advisory Committee shall act as the Credentials Committee.

Quality Committee. The Medical Advisory Committee shall act as the Quality Committee and oversee the Quality Assurance Program.

Medical Director means a licensed medical physician appointed as Medical Director by the Governing Body to act in its behalf in the overall management of the Surgery Center.

Executive Director means the Chief Administrative Officer employed by the Governing Body to act in its behalf in the overall management of the Surgery Center.

Practitioner means an appropriately licensed physician, dentist, or podiatrist.

Physician means an individual with the degree of Doctor of Medicine (MD), or Doctor of Osteopathy (DO) who is fully licensed by the state of Wisconsin Department of Regulation and Licensing to practice medicine.

Allied Health Professional (AHP) means an individual who is not a physician or a dentist, but whose training, experience, licensure, or certification qualifies such person to perform the duties for which that person is qualified when assisting a Practitioner during procedures performed in the Surgery Center.

Podiatrist means an individual with the degree of Doctor of Podiatric Medicine (DPM) who is fully licensed to practice podiatry by the State of Wisconsin Department of Regulation and Licensing.

Dentist means an individual with a degree of Doctor of Dentistry (DDS) or Doctor of Medical Dentistry (DMD) who is fully licensed to practice dentistry by the State of Wisconsin Department of Regulation and Licensing.

Board Certification is the designation conferred by one of the affiliated specialties of the American Board of Medical Specialties (“ABMS”), the American Osteopathic Association (“AOA”), the American Board of Oral and Maxillofacial Surgery, or the American Board of Foot and Ankle Surgery (“ABFAS”), upon an individual, as applicable, who has successfully completed an approved educational training program and an evaluation process, including passing an examination, in the individual’s area of clinical practice.

Article I - NAME

The name of this organization shall be the Medical Staff of the Surgery Center.

Article II - PURPOSE

The purposes of this organization are:

1. To ensure that all patients treated in the Surgery Center receive the best possible care. The care of each individual patient is the legal and medical responsibility of the physician, dentist, or podiatrist member of the Medical Staff who is treating said patient.
2. To ensure a high level of professional performance of all Practitioners authorized to practice at the Surgery Center through an ongoing review and evaluation of each Practitioner's qualifications, performance, professional competence, and conduct in the treatment of patients.
3. To initiate rules for the self-governance of the Medical Staff.
4. To provide a means whereby issues concerning the Medical Staff at the Surgery Center may be discussed with the Governing Body and the Medical Director.
5. To provide an environment which encourages physicians, dentists and podiatrists to utilize the Surgery Center, thus contributing to cost containment in the health care delivery system.

Article III - MEMBERSHIP IN MEDICAL STAFF

SECTION 1 - GENERAL

A. Appointment to the Surgery Center Medical Staff is a privilege which shall be extended only to professionally competent persons who meet, and continue to meet, the qualifications, standards, and requirements set forth in these Bylaws and in such policies as may be adopted from time to time by the Governing Body.

B. Sex, race, creed, age and/or national origin of applicant are not considered in making decisions regarding the granting or denying of Medical Staff membership.

C. No applicant shall be appointed to the Medical Staff unless the Governing Body determines that there is patient care need for additional medical, dental or podiatry staff with applicant's skill and training.

D. No applicant shall be entitled to membership on the Medical Staff, or to the exercise of any particular clinical privileges in the Surgery Center, merely by virtue of the fact that said applicant is duly licensed to practice medicine, dentistry, podiatry, or any other profession in the State of Wisconsin or any other state, or that said applicant is a member of any professional organization or has in the past, or presently has, such privileges at any hospital or ambulatory surgery center in this or any other state.

SECTION 2 - QUALIFICATIONS FOR MEMBERSHIP

Only physician, dentist, and podiatrist applicants who satisfy the following conditions, shall be qualified for appointment to the Medical Staff. An applicant shall:

A. Be a graduate of an approved medical, osteopathic, podiatric, or dental school with a degree of Doctor of Medicine, Doctor of Osteopathy, Doctor of Podiatric Medicine, Doctor of Dental Surgery, or Doctor of Medical Dentistry; and

B. Hold an unlimited license to practice medicine, osteopathy, dentistry, or podiatry in the State of Wisconsin.

C. Be practicing in the Surgery Center community or within a reasonable distance of the Surgery Center; and

D. Be able to document: their background, experience, training, and demonstrated competence; their adherence to the ethics of their profession; their good reputation and unquestioned professional integrity, and their ability to work with others, with sufficient adequacy to assure the Governing Body that any patient treated by the applicant in the Surgery Center will be given high quality medical care; and

E. Possess current, valid professional liability insurance coverage in such form and such amounts as is satisfactory to the Governing Body; and

F. Completion of residency program and/or fellowship program

G. Be specialty board certified. However: (i) applicants who are not yet qualified to take a specialty board examination, must be board certified within five (5) years of completion of professional training that permits taking such examination; and (ii) the requirement of this subsection G. shall not apply to Practitioners who were members of or applicants to the Waukesha Memorial Hospital Medical Staff on June 13, 1989.

H. Be free of any physical or mental illness or hardship which would in any way restrict or impair applicant's ability to provide high quality medical care and supervision to Surgery Center patients; and

I. Fall within one of the following categories:

- i. be a member of the Active category of the Unified Medical Staff of WMH or Oconomowoc Memorial Hospital (“OMH”) with unrestricted Medical Staff privileges;
- ii. be a member of the Courtesy category of the Unified Medical Staff of WMH or OMH; or
- iii. if an anesthesiologist, be a member of the Unified Medical Staff of WMH or OMH with unrestricted Medical Staff privileges unless the restriction exists for the sole reason that the anesthesiologist is a member of the Courtesy category of the medical staff of the relevant hospital.

J. For the duration of applicant's Medical Staff membership, be actively engaged in the practice of medicine, dentistry or podiatry according to the criteria established by the MAC and approved by the Governing Body; and

K. Pledge that if they are accepted as a member of the Medical Staff, they will not receive from or pay to another practitioner, either directly or indirectly, any fee for sending, referring, or recommending a practitioner to a patient, or for any professional services not actually rendered by the member or at said member's direction.

SECTION 3 - OBLIGATIONS OF STAFF MEMBERSHIP

Acceptance of appointment to membership in the Medical Staff constitutes an agreement by the Practitioner to:

A. Abide by the principles of ethics of the American Medical Association, American College of Surgeons, American Osteopathic Association, American Dental Association, American Society of Anesthesiologists, the American Podiatric Association, or, if none of the preceding are applicable; another national professional board or college; and

B. Cooperate with the Surgery Center Medical Director, Medical Staff and Allied Health Professionals; and

C. At all times follow and abide by the then existing Surgery Center Medical Staff Bylaws, rules and regulations; and

D. Certify bi-annually to freedom from physical or mental illness or handicaps which would in any way restrict or impair his or her ability to provide quality care and supervision to Surgery Center patients. The Governing Body may precondition appointment or reappointment upon practitioner undergoing such tests and/or examinations it may deem necessary to verify Practitioner's freedom from said illness or handicap. Practitioner agrees to undergo and allow the Governing Body to have free access to the results of such examinations and/or tests as may be requested by the Governing Body at any time if required to evaluate the practitioner's ability to continue to provide quality patient care; and

E. Subject his or her performance to and participate in any Surgery Center Quality Assurance Program which may from time to time be in effect in accordance with the requirements of the Accreditation

Association for Ambulatory Health Care, Inc. (AAAHC), the responsible peer review organization, and other external regulatory agencies; and

F. Prepare and complete in a timely fashion the medical, surgical, and other required records for all patients seen in consultation, or cared for on an ambulatory basis, at the Surgery Center.

SECTION 4 - TERMS AND CONDITIONS OF APPOINTMENT AND REAPPOINTMENT

All appointments and reappointments to the Medical Staff shall be made by the MAC, acting on behalf of the Governing Body, and shall confer on the appointee only such limited privileges as are specified in the notice of appointment or reappointment. Appointments shall be made by the MAC and shall be for the period specified by the MAC, not to exceed two years.

A. **Appointments**. Appointments shall be made by the Medical Advisory Committee (MAC) and shall be for the period specified by the MAC, not to exceed two years. All current WMH or OMH Active Medical Staff members in good standing applying for appointment to the Surgery Center are, if appointed by the MAC, eligible for initial regular appointment.

B. **Reappointments**. Reappointments shall be for a two-year period, as determined by the MAC. Practitioners must provide care in a minimum of two cases during the previous appointment period in order to be eligible for reappointment. Failure, without good cause, to meet this requirement may be deemed a voluntary resignation from the Staff and may result in automatic termination of appointment at the expiration of the appointee's current term. Practitioners that fail to meet the minimum activity may be assessed a fee as determined by the Governing Body for reappointment in lieu of automatic termination.

SECTION 5 - PROCEDURES FOR APPOINTMENT AND REAPPOINTMENT

A. **General Procedure**. The MAC, through its designated committees, officers and representatives, shall investigate and consider each application for appointment or reappointment to the Medical Staff, and each request for modification of staff appointment status or privileges, and shall adopt and transmit decisions thereon to the Governing Body. The MAC shall perform these same investigation, evaluation, and recommendation functions in connection with any Allied Health Professional or other individual who seeks to exercise clinical privileges or provide specified services in the Surgery Center. The MAC has the authority, delegated by Governing Body, to appoint, reappoint and privilege Practitioners. If the MAC intends to act in a manner adverse to a Practitioner, its recommendation to that effect shall be sent to the Governing Body, as provided in these Bylaws.

B. **Application for Initial Appointment**

i. **Application Form**. Each application for appointment to the Medical Staff shall be submitted in writing to the Executive Director on the prescribed form, signed by the applicant and accompanied by such non-refundable application fee as may be established by the Governing Body. When a Practitioner requests an application form,

he/she shall be given a copy of, or access to, a copy of these Bylaws and the Surgery Center Rules and Regulations relating to medical practice.

ii. **Content.** The application form shall include:

a. **Acknowledgment and Agreement:** A statement that the applicant has received (or has had access to) and read the Bylaws and Rules and Regulations of the Medical Staff relating to medical practice and that he/she agrees to be bound by the terms thereof if he/she is granted appointment and/or clinical privileges.

b. **Qualifications:** Detailed information concerning the applicant's professional education, training and qualifications, including the names of all hospitals at which the applicant has previously held privileges, and the names of at least three (3) practitioners appropriate to his/her field of practice, who have had extensive experience in observing and working with the applicant and who can provide adequate current information pertaining to the applicant's professional competence and ethical character.

c. **Professional Sanctions:** Information as to whether the applicant's medical staff appointment or clinical privileges have ever been revoked, suspended, reduced, not renewed, voluntarily relinquished or are being challenged at any hospital or health care facility; information as to whether any of the following has ever been suspended, restricted, terminated, not renewed, voluntarily relinquished or for which a challenge is pending:

AA. the applicant's membership in any local, state, or national medical society;

AA. the applicant's license to practice his/her profession in any state;

CC. the applicant's controlled substance registration certificate.

The submitted application shall include a copy of the applicant's current license to practice and a copy of his or her current controlled substance registration certificate if applicable;

d. **Professional Liability Insurance:** Information as to whether the applicant currently has in force professional liability insurance coverage in amounts required for participation in Wisconsin's Injured Patients and Families Compensation Fund and is a participant in that Fund;

e. **Professional Liability History:** Information concerning the applicant's medical liability experience, if any, including, at a minimum, a list of malpractice judgments entered against the applicant, all malpractice actions and patient compensation actions brought against the applicant, any actions which are known to be pending, and a statement as to whether the

applicant's malpractice insurance has ever been denied, cancelled, not renewed or voluntarily relinquished, and the reasons therefore; a consent to the release of information from other hospitals, ambulatory surgery centers, present and past malpractice insurance carrier(s), managed care plans, or other references deemed necessary. In the event that other entities or individuals fail or refuse to provide information concerning the applicant, the applicant shall be responsible for assuring that such information is obtained;

- f. **Privileges**: A request for the clinical privileges desired by the applicant for which he/she is eligible to apply;
- g. **Notification of Release and Immunity Provisions**: Statements notifying the applicant of the scope and extent of the authorization, confidentiality, immunity and release provisions contained in Article III, Section 5.
- h. **Administrative Remedies**: A statement whereby the practitioner agrees that if an adverse ruling is made with respect to his/her staff appointment, staff status, and/or clinical privileges, he/she will exhaust the administrative remedies afforded by these Bylaws before resorting to formal legal action.
- i. **Health Information**: A statement of applicant's current mental and physical health status as it might affect his/her ability to provide quality care and supervision to Surgery Center patients.
- j. **Other Information**
 - AA. Information as to whether the applicant has ever been named as a defendant in a criminal action and/or convicted of a crime, with details about any such incident;
 - BB. Completed Background Information Disclosure form at the time of application and every 4 years thereafter
 - CC. A list of alternate members of the Medical Staff who have at least the equivalent clinical privileges and who may be called to attend patients in an emergency in his/her absence.
 - DD. Such other information as the MAC or Governing Body may require.

C. **Effect of Application**: By submitting an application for appointment to the Medical Staff, each applicant:

- i. **Interview Authorization**: Signifies his/her willingness to appear for interviews in regard to his/her application.

- ii. **Consultation Authorization:** Authorizes Surgery Center representatives to consult with others who have been associated with him/her and/or who may have information bearing on his/her competence and qualifications.
- iii. **Consent to Records Inspection:** Consents to Surgery Center representatives inspecting all records and documents that may be material to an evaluation of: his/her professional qualifications and competence to carry out the clinical privileges he/she requests; his/her character, physical and mental health status, emotional stability; and of his/her professional ethical qualifications.
- iv. **Liability Release for Surgery Center:** Releases from any liability all Surgery Center representatives for their acts performed in good faith and without malice in connection with evaluating the applicant and his/her credentials.
- v. **Liability Release for Information Providers:** Releases from any liability all individuals and organization who provide information, including otherwise privileged or confidential information, to Surgery Center representatives in good faith and without malice concerning the applicant's competence, professional ethics, character, physical and mental health, emotional stability, and other qualifications for Medical Staff appointment and clinical privileges.
- vi. **Consent to Release of Information:** Authorizes and consents to Surgery Center representatives providing other ambulatory surgery centers, hospitals, medical associations, licensing boards, and other organizations concerned with provider performance and the quality and efficiency of patient care with any information relevant to such matters that the Surgery Center may have concerning the applicant, and releases Surgery Center representatives from liability for so doing, provided that such furnishing of information is done in good faith and without malice.
- vii. **Agreement to Report Change in Staff Privileges:** Agrees that, if applicant is appointed to the Medical Staff, and if for any reason applicant's medical staff privileges at any other healthcare facility are revoked, suspended, restricted or otherwise materially altered (including through surrender), complete information concerning said revocation, suspension or material change shall be immediately reported to the Medical Director and the MAC.

For purposes of this Section, the term " Surgery Center representative" includes the Governing Body, its officers, members, and committees, its Medical Director, and all Medical Staff members who have responsibility for collecting or evaluating the applicant's credentials or acting upon his/her applications; and any authorized representative of any of the foregoing.

D. **Processing the Application**

- i. **Applicant's Burden.** The applicant shall have the burden of producing information which the Surgery Center deems to be adequate for a proper evaluation of his/her competence, character, experience, background, training, ability, and physical and

mental health status, and of resolving any doubts about these or any of the other basic criteria specified in Article III, Section 2.

- ii. **Verification of Information**. The applicant shall deliver a completed application and any required application fee to the Executive Director. The Executive Director, or his authorized representative, shall, in a timely fashion, seek to collect and verify the references, licensure, and other qualification evidence submitted and any other relevant data available. The Executive Director shall promptly notify the applicant of any problems in obtaining the information required, and it shall then be the applicant's obligation to obtain the required information within 30 days of notification. If, at the end of 30 days, the applicant has not satisfactorily completed the application or supplied the required information, the application will be deemed to have been withdrawn and a new application will have to be completed and submitted if the applicant again wishes to apply for appointment to the Surgery Center Medical Staff. When collection and verification is accomplished, the Executive Director shall transmit the application and all supporting materials to the MAC, acting as the Credentials Committee, for evaluation.
- iii. **Credentials Committee Action**. Upon receipt of properly completed and qualifying application, the MAC (acting as the Credentials Committee) shall review the application, the supporting documentation, and such other information available to it that may be relevant to consideration of the applicant's qualifications for the Medical Staff category and clinical privileges requested.
 - a. Candidates who meet the qualifications of Article III, Section 2 may be required to be interviewed by the Credentials Committee or its representative.
 - b. The Credentials Committee shall transmit to the Governing Body a written report as to Medical Staff appointment. The Credentials Committee may also defer action on the application. In all cases, these decisions shall be presented to the Governing Body within 90 days of the Credentials Committee's receipt of the completed application.
 - c. The reasons for any decision to deny appointment or requested privileges shall be stated and supported by reference to the completed application and all other information considered by the Committee, all of which shall be transmitted in a report to the Governing Body. Any minority views shall also be reduced to writing, supported by reasons and references, and transmitted with the Credentials Committee's report.
 - d. When new technology or an innovative technique is introduced into a Practitioner's practice, that technique or technology will be reviewed by the Credentials Committee and a determination regarding the need for privileges will be made.

- iv. **Governing Body.** If the Credentials Committee's recommendation is adverse, as defined in Article VIII, the matter shall be sent to the Governing Body. Before action is taken by the Governing Body, the matter shall be referred for a hearing under Article VIII. If a candidate requests a hearing on any portion of the recommendation, the Governing Body will defer action on that portion until the hearing is completed and a recommendation is again forwarded to the Governing Body.
- v. **Notice of Final Decision.**
 - a. Notice of a final decision, whether by the Credentials Committee or Governing Body, shall be given through the Executive Director to the applicant by means of written notice.
 - b. A decision and notice to appoint shall include:
 - AA. The privileges the applicant may exercise;
 - BB. The terms of the appointment; and
 - CC. Any special conditions, restrictions or limitations applicable to the appointment.
- vi. **Reapplication After Adverse Appointment Decision.**

An applicant who has received a final adverse decision regarding appointment shall not be eligible to reapply to the Medical Staff for a period of one (1) year. Any such subsequent application shall be processed as an initial application, and the applicant shall submit such additional information as the Governing Body or the MAC may require to demonstrate that the basis for the earlier adverse action no longer exists.

E. **Reappointment Process.**

- i. **General Information for Reappointment.** Candidates for reappointment shall submit a reapplication form providing substantially the same information requested in Article III, Section 5.B.ii of these Bylaws.
- a. In addition, each independent practitioner will be required to have a recommendation for reappointment or reprivileging from a practitioner of a similar discipline, e.g., dentist, podiatrist, etc. A candidate for reappointment who has not had sufficient professional activity in the Surgery Center during the appointment period as defined in Section 4.B. under review to allow assessment in accordance with the criteria set forth in these Bylaws may be required to submit information acceptable to the Credentials Committee from an individual in a leadership position at a hospital or ambulatory surgery center in which the candidate maintains active staff status. Such document must state that the candidate's activities have been reviewed and the quality of his or her practice meets the standards of such reporting hospital or ambulatory surgery center.

- b. The Credentials Committee shall review all pertinent information relative to reappointment and delineation of privileges. In this review, specific consideration shall be given to professional performance, including clinical and technical skills, and information from the Medical Staff Quality Improvement activities, including specifically the Practitioner's quality assurance file, ethics; attendance at Staff meetings; participation in Staff activities; compliance with the Bylaws and with the Rules and Regulations of the Staff and its Committees; appropriate and efficient use of the Surgery Center and its resources; cooperation in relations with other Staff members and Surgery Center personnel; and general attitude and concern relative to patients, the Surgery Center, and the public. This review shall also consider the current status of the candidate's licensure and physical, emotional and mental health in relation to safe delivery of patient care. The Credentials Committee may approve requested reappointment and privileges and so advise the Governing Body through written report. If the Credentials Committee intends to propose any adverse change to the reappointment or privileges requested, it shall inform and consult with the applicant before submitting such recommendations to the Governing Body.
 - c. If a Credentials Committee recommendation is adverse, then before action is taken by the Governing Body, the matter shall be referred for a hearing under Article VIII. If a candidate requests a hearing on any portion of the recommendations, the Governing Body will defer action on that portion until the hearing is completed and a recommendation is again forwarded to the Governing Body.
- ii. **Content of Interval Information Form.** The Interval Information Form shall request data necessary to update the Medical Staff file. This form shall include information about the following:
- a.
 - b. Current mental and physical health status,
 - c. Membership, awards or other recognition conferred by any professional health care societies, institutions or organizations,
 - d. Any final or pending voluntary or involuntary termination of medical staff membership or voluntary or involuntary limitation, reduction, or loss of clinical privileges at another hospital or medical facility,
 - e. Involvement in any professional liability action or patient compensation action, or changes in malpractice insurance coverage effected since last appointment,

- f. Changes in specialty board certification or membership in professional organizations, and
 - g. Previously successful or currently pending challenges to any professional licensure or registration or the voluntary relinquishment of such licensure or registration, and
 - h. Such other information as the MAC or Governing Body may require.
- iii. **Credentials Committee Action.** The Credentials Committee and the Medical Director shall review all pertinent information on each appointee prior to reappointment. After they have completed their review, the Credentials Committee shall transmit its decision as to reappointment to the Governing Body. The review shall be of:
- a. Professional and clinical performance, including patterns of care, based at least in part on the findings of medical quality assurance studies, utilization review, infection control activities, tissue review and medical record review,
 - b. Current privileges and the basis for any requested modifications,
 - c. Current licensure,
 - d. Health status,
 - e. Service on Medical Staff and Surgery Center committees,
 - f. Timely completion of medical records, and
 - g. Compliance with applicable Surgery Center policies and with Medical Staff Bylaws, Rules and Regulations.
- iv. **Basis for Decisions.** Each decision concerning the reappointment of a Medical Staff appointee and the clinical privileges to be granted upon reappointment shall be based upon documented evidence of such appointee's professional ability and clinical judgment in the treatment of patients, his/her professional ethics, his/her discharge of Staff obligations, his/her compliance with the medical Staff Bylaws, Rules and Regulations, and Surgery Center policies relating to medical practice, his/her cooperation with Surgery Center personnel and other practitioners and with patients, and other matters bearing on his/her ability and willingness to contribute to good patient care in the Surgery Center. The procedure provided in Article III, Section 5.D.iv. and v. shall be followed for purposes of reappointment, with the terms "applicant" and "appointment" being read as "appointee" and "reappointment". Non-compliance with the standards in this subsection may result in reduction of Staff privileges, a reduced period of reappointment, or non-reappointment.

F. **Right to Notice and Hearing.** The notice and hearing rights of applicants for appointment and reappointment to the Medical Staff who have received an adverse recommendation or action shall be as set forth in Article VIII of these Bylaws.

Article IV - ALLIED HEALTH PROFESSIONALS (AHP)

SECTION 1 - APPLICATION FOR PRIVILEGES

An Allied Health Professional employed by a member of the Medical Staff may be granted privileges at the Surgery Center to assist members of the Medical Staff in providing care for their patients. The AHP shall complete an application for such privileges in the form prescribed by the Governing Body which shall be submitted to and acted upon by the MAC and the Governing Body in the same manner as provided for in Article III, Section 5, A and D, for Medical Staff applications.

SECTION 2 - MINIMUM REQUIREMENTS

In order to be eligible for such privileges, the AHP must document to the satisfaction of the MAC and the Governing Body:

A. Adequate background, training and/or experience to satisfy the granting of the requested privileges to assist the member of the Medical Staff by whom the AHP is employed; and

B. Adequate coverage under the malpractice insurance policy of the member of the Medical Staff by whom said AHP is employed for services to be rendered at the Surgery Center.

SECTION 3 - RESTRICTIONS

AHPs granted privileges to assist members of the Medical Staff at the Surgery Center shall work exclusively at the direction of, and under the authority of, the member of the Medical Staff whom they are assisting.

Article V - COMMITTEES

There shall be such standing and special committees of members of the Medical Staff as may from time to time be deemed desirable by the Governing Body to perform the functions of the Medical Staff required by these Bylaws or necessarily incidental thereto, including the following:

A. **Medical Advisory Committee (MAC).** The MAC shall be a standing committee appointed by the Governing Body acting on the recommendation of the Medical Director.

i. **Composition:** The MAC shall consist of at least one practitioner from each of the major specialties currently practicing at the Surgery Center and one Governing Body representative selected by WMH.

ii. **Chairman:** The Surgery Center Medical Director shall act as chairman of the committee.

- iii. **Terms of Members:** Appointments of MAC members shall be for terms of two years as determined by the Governing Body. Appointments shall be made based on the calendar year.

- v. **Meetings:** The MAC shall meet quarterly at the call of the Chairman. A simple majority of appointed committee members shall constitute a quorum.

- vi. **Minutes:** Written minutes of all MAC meetings shall be kept and copies thereof shall be promptly transmitted to the Governing Body.

- vii. **Duties:** The duties of the MAC shall be to:
 - a. Advise the Governing Body and the Medical Director on clinical and other matters as requested by the Governing Body or the Medical Director;

 - b. Serve as a communications link between the Medical Staff and the Governing Body;
 - c. Investigate and consider applications for appointment or reappointment to the Medical Staff and each request for modification of Staff appointment status or privileges, and to adopt and transmit decisions thereon to the Governing Body.

 - d. Act as the Credentials Committee for purpose of receiving all applications for appointment and reappointment to the Medical Staff and for changes in staff privileges for Medical Staff members;

 - e. Act as the Quality Committee for purpose of monitoring the Quality Assurance and Improvement Program and promoting effective and efficient utilization of facilities and services.

 - f. Investigate all complaints involving any Practitioner and recommend to the Medical Director and Governing Body any corrective action deemed appropriate;

 - g. Review facility utilization information to assure:
 - AA. Documentation of a legitimate indication for surgery performed.

 - BB. Appropriate care was rendered to the patient.

 - CC. Appropriateness of outpatient setting for procedures.

 - DD. Collection, collation, verification, and timely submission of data as required by Wisconsin Administrative Code Section HSS 120.30 and any other governmental regulation.

B. **Other Committees.** The Governing Body, and the Medical Director with the consent of the Governing Body, may appoint and designate chairmen for such other committees of the Medical Staff as may be deemed appropriate to carry out the duties of the Medical Staff. Such committees shall meet at the call of their respective chairman and confine their work to the purposes for which they were appointed.

Article VI - RULES AND REGULATIONS

The Medical Staff shall adopt such rules and regulations as may be necessary for the proper conduct of its work. Such rules and regulations may be formulated or amended by a majority vote of the MAC and must be approved by the Governing Body.

Article VII - CORRECTIVE ACTION

SECTION 1 - PROCEDURE

A. Whenever the activities or professional conduct of any Medical Staff appointee, or any person for whom such Staff appointee is responsible, are considered not to meet the medical standards of the Medical Staff, to be disruptive to the operations or reputation of the Surgery Center, or to be in violation of these Medical Staff Bylaws, Rules and Regulations, or Surgery Center policies, corrective action against such Medical Staff appointee may be requested by the Medical Director, the MAC, or the Governing Body. All requests for corrective action shall be in writing, shall be made to the Medical Director and the Governing Body, and shall be supported by reference to the specific activities or conduct which constitutes the grounds for the request.

B. The MAC shall investigate all complaints or requests for corrective action made to it. Prior to the making of any report or recommendation, the involved appointee or appointees shall be permitted to meet with the MAC to present any information related to the matter. This appearance shall not constitute a hearing as per Article VIII, and shall be informal in nature.

C. The action of the MAC on a request for corrective action may be to: (i) reject or modify the request; (ii) issue a warning or letter of reprimand; (iii) impose terms of probation or a requirement for consultation; (iv) require observation of surgical procedures performed; (v) to require retrospective chart review for a specified time period; (vi) require review of all patients cared for by the appointee at the Surgery Center for a specified time period; (vii) seek an opinion or recommendation on the matter from the State Medical Society's Impaired Physician Program, or other outside consultant, provided that confidential peer review information may not be disclosed in obtaining such opinion or recommendation other than in the manner prescribed by law; (viii) recommend reduction, suspension or revocation of clinical privileges; (ix) recommend that an already imposed summary suspension of clinical privileges be terminated, modified, or sustained; or (x) recommend that Staff appointment be suspended or revoked.

D. Any Practitioner who is engaged by the Surgery Center in an administrative capacity with related clinical responsibilities is entitled to the same procedural fairness accorded any other Medical Staff appointee when his/her Medical Staff privileges are terminated or otherwise affected, unless otherwise provided by agreement with the Surgery Center.

SECTION 2 - SUMMARY SUSPENSION

The Chairman of the Governing Body, or in his absence his designee, upon determination that action must be taken immediately in the best interest of patient care in the Surgery Center, shall have the authority to temporarily suspend, limit, or restrict a Practitioner's privileges, effective immediately. In such a case, the suspended appointee shall be entitled to meet with the MAC as soon as said meeting can reasonably be convened to review and consider the action taken. The MAC may recommend a modification, continuation, or termination of terms of the summary suspension or limitation or restriction of privileges. Unless the MAC recommends immediate termination of the suspension or privilege limitation or restriction, the appointee shall be entitled to the procedural rights described in Article VIII of these Bylaws. The terms of the summary suspension or privilege limitation or restriction, as sustained or as modified by the MAC, shall remain in effect pending a final decision by the Governing Body.

SECTION 3 - AUTOMATIC SUSPENSION

A. If an appointee's license to practice his or her profession in the State of Wisconsin is revoked or suspended, such appointee shall be immediately and automatically suspended from practicing in the Surgery Center.

B. An appointee whose Drug Enforcement Administration (DEA) number is revoked, suspended or voluntarily relinquished shall immediately and automatically be divested of the right to prescribe medications covered by such number. As soon as reasonably possible after such automatic suspension, the MAC shall convene to review and consider the facts under which the DEA number was revoked, suspended or relinquished. That Committee may then take such further action as is appropriate to the facts disclosed in its investigation.

C. An appointee who fails to meet the requirements of Article III, Section 2.I., shall be immediately and automatically suspended from practicing in the Surgery Center.

D. An appointee who fails to complete medical records as required by the Rules and Regulation of the Staff shall immediately and automatically be suspended from all admitting, consultative and surgical privileges until the incomplete medical records are completed in accordance with the applicable Staff rules regarding completion of medical records.

E. Upon exhaustion of appeals after an appointee has been convicted of a felony in any federal or state court, the appointee's staff appointment is automatically revoked. Revocation pursuant to this section of the Bylaws does not preclude the appointee from subsequently reapplying for staff appointment. The filing of criminal charges or a finding of guilt by a court of record may constitute sufficient basis for invoking some type of corrective action.

Article VIII - HEARING AND APPEAL PROCEDURE

SECTION 1 - RIGHT TO HEARING

A. **Recommendations or Actions.** The following recommendations or actions shall, if deemed adverse pursuant to Section 1B below, entitle the Practitioner affected thereby to a hearing:

- i. Denial of staff appointment;
- ii. Denial of reappointment;
- iii. Suspension of staff appointment;
- iv. Revocation of staff appointment;
- v. Limitation of admitting prerogatives;
- vi. Denial of requested clinical privileges;
- vii. Reduction in clinical privileges;
- viii. Suspension of clinical privileges; and
- ix. Revocation of clinical privileges.

B. **When Deemed Adverse.** A recommendation or action listed in Section 1.A., above, shall be deemed adverse only when it has been:

- i. Recommended by the MAC or
- ii. Adopted or directed by the Governing Body on its own initiative without benefit of a prior recommendation by the MAC.

SECTION 2 - REQUEST FOR HEARING

A. In all cases in which the Governing Body or the MAC shall have made a recommendation or taken an action entitling a Practitioner to a hearing, the Medical Director shall give prompt written notice thereof by certified mail to the Practitioner affected. The notice shall contain the following:

- i. That a professional review action has been proposed to be taken against him/her;
- ii. The reasons for the proposed action, including a list of charts being questioned, if any;
- iii. That the Practitioner has a right to request a hearing on the proposed action;
- iv. The thirty (30) day time limit with which he/she must request such a hearing;

- v. That the request for hearing must be in writing, and delivered in person or by certified mail to the Medical Director; and
- vi. A summary of his/her rights in the hearing, which are: (a) representation by an attorney or other person of his/her choice, provided that, at least three (3) days prior to the date of the hearing the Practitioner shall submit to the Medical Director the written agreement of his/her representative to abide by the procedural rules applicable to such hearing, (b) to have a record made of the proceedings, copies of which may be obtained by the Practitioner upon payment of a reasonable charge associated with the preparation thereof, (c) to call, examine and cross-examine witnesses, (d) to present evidence determined to be relevant by the hearing officer, regardless of its admissibility in a court of law, and (e) to submit a written statement at the close of the hearing.

B. The failure of a Practitioner to request a hearing to which he or she is entitled by these Bylaws within the time and in the manner provided herein shall be deemed a waiver of his or her right to such hearing, and to any appellate review to which he or she might otherwise have been entitled.

C. Upon receipt of a timely request for hearing, the Medical Director shall deliver such request to the Governing Body. The Governing Body shall, within fifteen (15) days after the receipt of such request for hearing, schedule and arrange for such a hearing, and shall send to the affected Practitioner, by certified mail, a written notice containing the following:

- i. The time, place and date of the hearing, which date shall not be less than thirty (30) days after the date of the notice, except as set forth in Section 2.D., below; and
- ii. A list of the witnesses expected to testify at the hearing in support of the adverse recommendation or action.

D. The date of the hearing shall be not more than thirty (30) days from the date of receipt of the request for hearing, except that when a request for an expedited hearing is received from a Practitioner who is then under suspension, the hearing shall be held as soon as the arrangements may reasonably be made, but not more than fifteen (15) days from the date of receipt for the request for hearing.

E. When a hearing is requested, the Governing Body shall appoint a Hearing Committee which shall be composed of no fewer than three (3) appointees of the Medical Staff, none of whom shall be members of the MAC or previously have actively participated in the initial evaluation of the Practitioner, and none of whom shall be in direct economic competition with the Practitioner. A hearing officer who is not in direct competition with the Practitioner involved shall be appointed by the Governing Body preside over the hearing.

SECTION 3 - HEARING PROCEDURE

A. The attendance of the Practitioner for whom the hearing has been scheduled shall be required. A Practitioner who fails without good cause to appear and proceed at such hearing shall be deemed to have

waived his or her right to such hearing, and to any appellate review to which he or she might otherwise have been entitled.

B. The hearing officer shall preside over the hearing to determine the order of procedure, to assure that all participants in the hearing have a reasonable opportunity to present relevant oral and documentary evidence, and to maintain decorum. If requested by the Hearing Committee, the hearing officer may participate in the deliberation of such body and be advisor to it, but he/she shall not be entitled to vote.

C. The Hearing Committee shall keep an accurate record of the hearing by means of a tape recorder or court reporter, and may, but shall not be required to, require that oral evidence be taken on oath or affirmation administered by a person entitled to notarize documents in the State of Wisconsin.

D. If the Practitioner does not testify on his/her own behalf, he or she may be called and examined as if under cross-examination.

E. The hearing need not be conducted strictly according to the rules of law related to the examination of witnesses or presentation of evidence. Any relevant matter upon which reasonable persons customarily rely in the conduct of serious affairs shall be considered, regardless of the existence of any common law or statutory rule which might make evidence inadmissible over objection in a civil or criminal action. The physician/dentist/podiatrist for whom the hearing is being held shall be entitled to submit memoranda concerning any issue of procedure or of fact prior to, during or at the close of the hearing, and such memoranda shall become part of the hearing record.

F. In reaching a decision, official notice may be taken by the Hearing Committee, either before or after submission of the matter for decision, of any generally accepted technical or scientific matter relating to the issues under consideration at the hearing, and of any facts which may be judicially noticed by the courts of this State. Participants in the hearing shall be informed of the matters to be noticed, and those matters shall be noted in the hearing record. The Practitioner for whom the hearing is being held shall be given the opportunity, on request, to refute the officially noticed matters by evidence or by written or oral presentation of authority, the manner such refutation to be determined by the Hearing Committee. The Committee shall also be entitled to consider any pertinent material contained on file on the Surgery Center, and all other information which can be considered in connection with applications for appointment to the Staff or for clinical privileges pursuant to these Bylaws. The Governing Body, when its action has prompted the hearing, shall appoint one (1) of its members or some other staff appointee to represent it at the hearing, to present the facts in support of its recommendation, and to examine witnesses. The MAC, when its action has prompted the hearing, shall appoint one (1) of its members to represent it at the hearing, to present the facts in support of its decision, and to examine witnesses. It shall be the obligation of such representatives to present appropriate evidence in support of the adverse recommendation or decision, but the affected Practitioner shall thereafter be responsible for supporting his or her challenge to the adverse recommendation or decision by an appropriate showing that the charges or grounds involved lack any factual basis, or that such basis or any action based there on is either arbitrary, unreasonable or capricious.

G. The Hearing Committee may, without special notice, recess the hearing and reconvene the same for the convenience of the participants, or for the purpose of obtaining new or additional evidence or consultation. Upon conclusion of the presentation of oral and written evidence, the hearing shall be closed. The Hearing Committee may thereupon, at a time convenient to itself, conduct its deliberations outside the presence of the Practitioner for whom the hearing was convened.

H. Within fifteen (15) days after final adjournment of the hearing, the Hearing Committee shall make a written report and recommendation, and shall forward same together with the hearing record to the Governing Body and the MAC. The report may recommend confirmation, modification or rejection of the original recommendation or action of the Governing Body or the MAC. A copy of the report and recommendations, which shall include a statement of the basis for the recommendations, shall at the same time be delivered to the Practitioner involved in person or by certified mail.

SECTION 4 - APPEAL TO THE GOVERNING BODY

A. Within ten (10) days after receipt of the report and recommendation of the Hearing Committee, the affected Practitioner may, by written notice to the Governing Body, delivered through the Medical Director by certified mail, request an appellate review by the Governing Body. If such appellate review is not requested within such ten-(10) day period, the affected Practitioner shall be deemed to have waived his or her right to the same.

B. Within fifteen (15) days after receipt of a request for appellate review, the Governing Body shall schedule and arrange for an appellate hearing. The Governing Body shall cause the Practitioner to be notified, by certified mail, of the time, place and date of the appellate hearing. The date thereof shall be as soon as is mutually agreeable, but not more than forty-five (45) days from the date of receipt of the request for appellate review, except that when a request for appellate review is received from a Practitioner who is then under suspension, the appellate hearing shall be held as soon as the arrangements may reasonably be made, but not more than fifteen (15) days from the date of receipt of the request.

C. The proceedings by the Governing Body shall be in the nature of an appellate review, based upon the record of the proceedings before the Hearing Committee, without the taking of additional evidence. However, the Governing Body may, in its discretion, accept additional oral or written evidence subject to the same rights of cross-examination and confrontation applicable to the proceedings before the Hearing Committee. At the appellate hearing, the Practitioner shall have the right to be represented by legal counsel and to present written and oral statements and authorities in support of his position on appeal. Following the appellate hearing, the Governing Body may refer the matter for further review and recommendation, but this shall not extend the time within which the Governing Body shall render its final decision.

D. Within thirty (30) days after the conclusion of the proceedings before the Governing Body, the Governing Body shall render a final decision in writing and shall deliver copies thereof to the Practitioner and to the MAC and the Medical Director personally or by certified mail.

E. The final decision of the Governing Body, following the appeals procedure set forth in this Article, shall be effective immediately and shall not be subject to further appeal.

F. No Practitioner shall be entitled as a matter of right to more than one hearing before the Governing Body on any single matter which may be the subject of an appeal without regard to whether such subject is the result of action by the MAC or the Governing Body, or both.

G. All records and tapes of the proceedings provided for in this Article VIII shall be kept on file in the Surgery Center until all applicable statutes of limitation expire, or, if a judicial appeal is then pending, until the final determination of such appeal.

H. Whether or not a hearing or appellate review has been requested or granted, the final decision of the Governing Body on the matter shall be sent to the affected Practitioner by the Medical Director by certified mail, including a statement of the basis for the decision.

Article IX - IMMUNITY FROM LIABILITY

The following shall be express conditions to any Practitioner's application for, or exercise of, clinical privileges at the Surgery Center.

SECTION 1 - IMMUNITY PRIVILEGE

Any act, communication, report, recommendation, or disclosure, with respect, to any such Practitioner, performed or made in good faith and without malice and at the request of an authorized representative of this or any other health care facility, for the purpose of achieving and maintaining quality patient care in this or any other health care facility, shall be privileged to the fullest extent permitted by law.

SECTION 2 - IMMUNE PARTIES

Such privilege shall extend to appointees of the Surgery Center's Medical Staff and members of its Governing body, its other practitioners, its officers and 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 IX, the term "third parties" means both individuals and organization from whom information has been requested by an authorized representative of the Governing Body or of the Surgery Center Medical Staff.

SECTION 3 - CIVIL LIABILITY

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.

SECTION 4 - APPLICABLE ACTIVITIES

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:

- A. Applications for appointment or clinical privileges.
- B. Periodic reappraisals for reappointment or clinical privileges.
- C. Corrective action, including summary suspension.
- D. Hearings and appellate reviews.
- E. Medical care evaluations.

- F. Utilization review.
- G. Other Surgery Center related to quality patient care and professional conduct.

SECTION 5 - EXTENT OF PRIVILEGE

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

SECTION 6 - LIABILITY RELEASE

In furtherance of the foregoing, each Practitioner shall, upon request of the Surgery Center, execute releases in accordance with the tenor and import of this Article IX in favor of the individuals and organization specified in Section 2, subject to such requirements, including those of good faith, absence of malice and the exercise of a reasonable effort to ascertain truthfulness, as may be applicable under the laws of this state.

SECTION 7 - EFFECT ON APPOINTMENT AND REAPPOINTMENT PROCEDURE

The consents, authorizations, releases, rights, privileges, and immunities provided by Article III of these Bylaws for the protection of the Surgery Center's Practitioners, in connection with applications for initial appointment, shall also be fully applicable to the activities and procedures covered by this Article IX.

Article X - STAFF DUES AND ASSESSMENTS

Medical Staff dues and special assessments shall be those that may be established by the Governing Body from time to time.

Article XI - AMENDMENTS

These Bylaws may be amended by the Governing Body or by the MAC at any regular or agreed meeting, provided fourteen (14) day's notice of the proposed amendment is given in writing to all members of that body prior to said meeting. Amendments shall require a majority of the Governing Body or a two-third (2/3) vote of the MAC present at the meeting at which the amendment is adopted. Amendments proposed and approved by the MAC shall be effective only when approved by the Governing Body.

Article XII - Adoption

These Bylaws, together with the appended rules and regulations, were adopted by written consent of the Governing Body and the Medical Staff on January 12, 2009 and amended on July, 28, 2020 by the Governing Body and shall become effective and be equally binding on the Medical Staff as of the above date of amendment.

July 28, 2020

GOVERNING BODY, ProHealth Aligned, LLC:

Date

By: _____

Jon Auger
Secretary