

THE GREEN MOUNTAIN SURGERY CENTER

MEDICAL STAFF BYLAWS

PREAMBLE

The Green Mountain Surgery Center (the "Center") is an ambulatory surgery facility operated under the ownership of ACTD LLC ("the Company") and is located at 593 Hercules Drive in Colchester, VT. The Center treats patients without regard to race, color, ancestry, religion, sex, national origin, age, disability, sexual orientation, gender identity, or place of birth.

The Medical Staff practicing in the Center hereby organizes itself in conformity with the Bylaws, Rules and Regulations hereinafter stated ("Bylaws") and shall carry out the functions delegated to the Medical Staff by the Center's Governing Board in conformity with these Bylaws, including without limitation, the appointment of and granting of clinical privileges to physicians and other qualified health care providers. The Medical Staff will be accountable to the Governing Board as required by accreditation and legal requirements.

The Medical Staff Bylaws, Rules and Regulations do not create a contractual relationship between the Medical Staff (or any member thereof) and the Center.

ARTICLE 1

STAFF NAME

The name of the staff shall be the "Medical Staff of Green Mountain Surgery Center."

ARTICLE 2

DEFINITIONS

For the purpose of these Bylaws, the following definitions shall apply:

1. "Administrator" is the chief administrative officer of the Center who is responsible to the Governing Board for the operations of the Center and its employees; and who shall attend meetings of the Medical Advisory Committee. The Governing Board shall appoint the Administrator.
2. "Allied health professional" is defined as an individual who is not a member of the Medical Staff, who is granted permission to perform specified patient care services at the Center under the responsibility and supervision of a physician.
3. "Advanced Practice Professional" is defined as an individual who is not a member of the Medical Staff, who has advanced training as an Advanced Nurse Practitioner, Physician Assistant, or Certified Registered Nurse Anesthetist and who perform specified patient care services under the responsibility of a physician.
4. "Center" shall mean the Green Mountain Surgery Center.

5. "Chair of the Medical Advisory Committee" is a member of the Medical Staff appointed by the Governing Board and who may serve as the Center's Medical Director, or who may serve as the Medical Director in that person's absence.
6. "Clinical Privileges" or "Privileges" means the permission granted to a practitioner to render specific diagnostic, therapeutic, medical or surgical services.
7. "Governing Board" shall mean the Center's Governing Body elected by the owners of the Center; legally constituted and selected individuals assuming authority and responsibility for all activities of the Center.
8. "Medical Advisory Committee" shall consist of active members of the Medical Staff appointed by the Governing Board and shall be responsible for carrying out the medical staff activities that have been delegated to it by the Governing Board.
9. "Medical Staff" or "Staff" means the formal organization of all licensed physicians and podiatrists who have privileges to attend to and provide patient care at the Center.
10. "Performance Improvement Plan" is a delineated course of action designed to improve the operation of the Center in order to provide high quality, cost effective healthcare and to analyze "near misses", Sentinel Events and other adverse patient events.
11. "Physician" means an individual with either a medical degree (M.D.) or osteopathic degree (D.O.) licensed to practice medicine in the State of Vermont and has applied for and been granted Medical Staff membership and clinical privileges at the Center.
12. "Podiatrist" means an individual who has received a diploma or certificate of graduation from an accredited school of podiatric medicine who is licensed to practice podiatry in the State of Vermont and has applied for and been granted Medical Staff membership and clinical privileges at the Center.
13. "Practitioner" means, unless otherwise expressly limited, any appropriately licensed physician, podiatrist, advanced practice professional, or allied health practitioner applying for, being granted and/or exercising staff membership and clinical privileges at the Center.
14. "Prerogative" means a participatory right granted, by virtue of staff category or otherwise, to a staff member and exercisable subject to the conditions imposed in these bylaws and in other Center and Medical Staff policies approved by the Governing Board.
15. "State" shall mean the State of Vermont
16. "Surgeon" shall mean a physician who is licensed to perform surgery in the State of Vermont.

ARTICLE 3

PURPOSE AND RESPONSIBILITIES

3.1 Purpose

The purposes of the Medical Staff are:

3.1.1 to serve as the formal organizational structure through which the benefits of Medical Staff membership may be obtained by individual practitioners and the obligations of staff membership may be fulfilled.

3.1.2 to serve as the primary body for accountability to the Governing Board for the quality and appropriateness of the professional performance and ethical conduct of its members, and to strive toward assuring that the patient care in the Center is consistently maintained at the level of quality and efficiency achievable by the community standard of care and the locally available resources.

3.1.3 to provide a means through which members of the Medical Staff may participate in the Center's policy making and planning process.

3.1.4 to support research and educational activities in the interest of improving patient care, the skills of persons providing health services, and the promotion of the general health of the community.

3.2 Responsibilities

The responsibilities of the Medical Staff are to be fulfilled through the actions of its officers and the medical staff committee, the Medical Advisory Committee. The Medical Staff duties include, but are not limited to, the following:

3.2.1 Directing patient care in a manner consistent with generally accepted standards of care and with these Bylaws, the Medical Staff Rules and Regulations, and Center policies.

3.2.2 Assisting other physicians in caring for their patients when consulted.

3.2.3 Treating patients, visitors, employees and other Medical Staff members in a dignified and courteous manner.

3.2.4 Accounting for the quality and appropriateness of patient care rendered by all practitioners authorized to practice in the Center through the following measures:

- (a) A credentials program, including mechanisms for appointment and reappointment and granting of clinical privileges to be exercised or of specified services to be performed based upon the verified credentials and current demonstrated performance of the applicant, staff member or allied health practitioner.
- (b) A utilization review program to allocate health services based upon patient specific determination of individual medical needs.

- (c) An organizational structure that allows continuous monitoring and evaluation of patient care practices, including analysis of "near misses", Sentinel Events and other adverse patient events.
- (d) A quality assessment procedure that allows valid and reliable review of the quality of patient care.

3.2.5 Recommending to the Governing Board action with respect to appointments, re-appointments, staff category, clinical privileges and corrective action.

3.2.6 Being accountable to the Governing Board for the quality, appropriateness and efficiency of patient care rendered to patients in the Center through regular reports and recommendations concerning the implementation, operation and results of the quality assurance, process improvement and utilization management program(s).

3.2.7 Initiating and pursuing corrective action with respect to practitioners and allied health practitioners when warranted.

3.2.8 Developing, administering and seeking compliance with these Bylaws, the Medical Staff Rules and Regulations, and other patient-care related Center policies.

3.2.9 Assisting to identify community health needs and to set appropriate institutional goals and implement programs to meet those needs.

3.2.10 Cooperating with and assisting the Center in maintaining accreditation and licensure.

3.2.11 Behaving in a professional and ethical manner.

3.2.12 Complying with Medical Staff Bylaws, Rules and Regulations, Center policies and Code of Ethical Conduct.

3.2.13 Exercising the authority granted by these Bylaws necessary to adequately fulfill the foregoing responsibilities.

3.3 Organized Health Care Arrangement (OCHA)

The Center along with each Medical Staff member, and other health care providers granted clinical privileges, shall be considered members of, and shall participate in the Center's Organized Health Care Arrangement ("OCHA") formed for the purpose of implementing and complying with the federal privacy regulations of the Health Insurance Portability and Accountability Act of 1996 ("HIPAA") for the protection of individually identifiable health information. An OCHA is a clinically integrated care setting in which individuals typically receive health care from more than one health care provider. An OHCA allows the Center to share protected health information with the Medical Staff and other health care providers granted clinical privileges and their offices for purposes of treatment, payment and practice operations. The patient will receive one Notice of Privacy Practices during the registration process, which shall include information about the OCHA with the Medical Staff and other health care providers granted clinical

privileges. Each Medical Staff member agrees to comply with the Center's policies regarding the use and disclosure of individually identifiable health information and protected health information as those terms are defined by HIPAA or any similar terms as defined by more stringent state law.

ARTICLE 4

MEDICAL STAFF

4.1 Division of Medical Staff

Every physician, podiatrist, advanced practice professional, or allied health practitioner providing direct clinical services at the Center, by virtue of Medical Staff membership or otherwise, shall in connection with such practice be entitled to exercise only those clinical privileges or provide patient care services as are specifically granted pursuant to the provisions of these Bylaws and the Medical Staff Rules and Regulations.

4.1.1 Delineation of Privileges

- (a) Requests: Each application for Medical Staff appointment and reappointment must contain a request for the clinical privileges desired by the applicant. A request by a practitioner for a modification of privileges must be supported by documentation of training and/or experience supportive of the request.
- (b) Basis for Privileges Determination: Requests for clinical privileges shall be made in writing and evaluated on the basis of the practitioner's education, training, experience and demonstrated competence and judgment. The basis for privileges determination to be made in connection with periodic reappointment or otherwise shall include observed clinical performance; whether the frequency of exercise of clinical privileges is sufficient to indicate current proficiency; and the documented results of the quality improvement activities required by these Bylaws and the Center. Privileges determinations shall also be based on pertinent information concerning clinical performance obtained from other sources including, but not limited to, other health care facilities where a practitioner exercises clinical privileges and at least three references. This information shall be added to and maintained in the medical staff file established for a staff member.
- (c) Procedure: All requests for clinical privileges shall be processed pursuant to the procedures outlined subsequently.
- (d) Emergency privileges: All practitioners who have clinical privileges, regardless of their staff status or clinical privileges, can provide any type of patient care that is necessary to save a life or prevent serious harm as long as the care provided is within the scope of the practitioner's license.

4.1.2 **Medical Staff Categories.** The Medical Staff shall be divided into the following groups:

- (a) Active Staff, which shall consist of physicians and podiatrists who by the nature of their practice either admit patients or practice in the Center and whose patient care activities are reviewed through the formal Quality Assurance Process Improvement program, have qualified for Active Staff appointment, and have indicated a desire to participate in the Center. The Governing Board may appoint these persons upon recommendation of the Medical Advisory Committee. All Active Staff members are subject to periodic review by the Medical Advisory Committee and the Governing Board. Members of the Active Staff shall be entitled to vote and hold office. The Governing Board will immediately appoint physicians and podiatrists to Active Staff upon the recommendation of the Medical Advisory Committee.
- (b) Courtesy Staff, which shall consist of physicians and podiatrists who provide limited direct patient care at the Center or provides consultative services upon the request of an active staff member, who may perform a limited number of procedures as delineated and approved by the Governing Board.

4.1.3 **Prerogatives.** The prerogatives of Medical Staff membership are as follows:

- (a) The prerogatives of an active staff category member shall be to:
 - i. Admit patients to the Center.
 - ii. Exercise such clinical privileges as are granted to him/her.
 - iii. Vote on all matters presented at general and special meetings of the Medical Staff and committees of which he/she is a member.
 - iv. Hold office in the medical staff organization.
- (b) The prerogatives of a courtesy staff category member shall be to:
 - i. Exercise such clinical privileges as are granted to him/her.
 - ii. Attend Medical Staff meetings, without a right to vote, including educational programs.
 - iii. Attend Medical Staff committee meetings by invitation without a right to vote.

4.1.4 **Responsibilities.** The responsibilities of Medical Staff membership are as follows:

- (a) Each member of the active staff category shall have the following responsibilities:

- i. Discharge the basic responsibilities set forth in 3.2.
 - ii. Retain responsibility within his/her area of professional competence for the care and supervision of each patient in the Center for whom he/she is providing services, or arrange a suitable alternative for such care and supervision.
 - iii. Actively participate in quality improvement activities as requested and discharge such other staff functions as may from time to time be required.
 - iv. Accept appointment to and serve on committees to which the member has been appointed.
 - v. Attend Medical Staff meetings and committee meetings as assigned.
 - vi. Perform such other duties that may be required under these Bylaws, Medical Staff Rules and Regulations, and any directives of the Medical Advisory Committee.
- (b) Each member of the courtesy staff category shall have the following responsibilities:
- i. Provide consulting or direct patient care services in the care of patients within the physician's specialty, capability and/or capacity in accordance with these Bylaws, Medical Staff Rules and Regulations and Center policies.
 - ii. Participate in quality improvement activities as requested and discharge such other staff functions as may from time to time be required.
 - iii. Perform such other duties that may be required under these Bylaws, Medical Staff Rules and Regulations, and any directives of the Medical Advisory Committee.

4.1.5 Allied Health Professionals: Allied health professionals such as First Assistants on surgical procedures or anesthesiologists' assistants shall not be considered members of the Medical Staff. They shall be health care practitioners under the direct employment of a Physician and shall not be employees of the Center. Each Allied Health Professional applicant for clinical privileges shall complete an application, which must be signed by a supervising physician. The credentialing of the allied health professional will be reviewed and approved by the Medical Advisory Committee and Governing Board for the specific privileges requested. Each applicant is responsible for ensuring that he or she is covered by professional liability insurance in the minimum amounts of \$1 million per occurrence and \$3 million in the aggregate

4.1.6 Advanced Practice Professionals: Advanced Practice Professionals such as Physician Assistants, Certified Registered Nurse Anesthetists and Advanced Nurse Practitioners shall not be considered members of the Medical Staff and will be under the direct employment of a supervising physician and not an employee of the Center. The credentialing of the advanced practice professional will be reviewed and approved by the Medical Advisory Committee and Governing Board. Advanced Practice Professional will be permitted to perform the following duties:

1. Perform history and physicals;
2. Write prescriptions for medications within the scope of their prescriptive authority agreement with the supervising physician;
3. Assist in operative procedures and perform wound closures; and
4. Apply dressings.

Each Advanced practice professional is responsible for maintaining his/her own professional liability insurance in the minimum amounts of \$1 million per occurrence and \$3 million in the aggregate.

4.2 Membership Qualifications

Membership on the Medical Staff of the Center shall be a privilege extended only to those professionally competent practitioners within the Center's primary service area; who maintain active privileges at a local hospital, accredited and approved by the Governing Board if they perform procedures/surgeries at the Center; and who consistently meet the qualifications, standards and requirements set forth in these Bylaws. Appointments to the Medical Staff shall be made by the Governing Board upon recommendation by the Medical Advisory Committee and shall confer only such clinical privileges and prerogatives that have been granted in accordance with these bylaws. Such appointments shall include Medical Staff category assessments. Such appointments shall be made for a two-year period, subject to the Bylaws of the Medical Staff. For the purpose of these Bylaws, the Medical Staff year commences on the first day of January and ends on the thirty-first day of December of each year.

4.2.1 A Physician applicant for Medical Staff membership shall hold a valid, unrestricted license to practice medicine in the State of Vermont. Physicians must be either Board Certified, by a certifying board which is a member of the American Board of Medical Specialties or the Board of Osteopathic Medical Examiners or must be Board Eligible, according to the requirements of each board and must be recommended by a majority of the Medical Advisory Committee as qualified to serve on the Medical Staff by virtue of the qualifications and experience presented and verified. Physician applicants who are not Board Certified but who are recommended for Staff membership by a majority of the Medical Advisory Committee may be granted Medical Staff membership upon completion of a full credentialing process whereby the Physician's skills, privileges and quality of care are determined to be above standard. A Podiatrist applicant for Medical Staff membership shall hold a valid, unrestricted license to practice podiatry in the State of Vermont, and must be recommended by a majority of the Medical Advisory

Committee as qualified to serve on the Medical Staff by virtue of the qualifications and experience presented and verified. All applicants requesting surgical admitting privileges must have admitting privileges at an acute-care licensed and accredited general hospital. Those Podiatrists not having hospital privileges shall have a written agreement with a physician who has staff privileges at such a hospital and who will accept any of the former mentioned podiatrist's patients who require continuing care at a hospital. The codes of ethics, as adopted or amended by the American Medical Association, the American College of Surgeons, the American Society of Anesthesiology, and the American Podiatric Medical Association, respectively, as well as applicable state law, shall govern the professional conduct of the members of the Medical Staff.

Applicants to the Medical Staff must not be excluded, terminated, suspended, or otherwise ineligible from participation in any federal or state health care program (such as Medicare or Medicaid).

4.2.2 Application Process

- (a) An applicant for Medical Staff membership at the Center shall present his/her written application for appointment and request for privileges to the Administrator utilizing the form prescribed by the Governing Board of the Center. Upon making application, the applicant shall be furnished a copy of the Medical Staff Bylaws, Rules and Regulations, and the applicant agrees to be bound by the terms thereof during the time the applicant is under consideration and, if Medical Staff appointment is granted, while a member of the Medical Staff. The application shall include detailed information concerning the medical education, training and experience of the applicant; and at least three professional reference sources. The application shall also include information as to whether the applicant's clinical privileges have ever been revoked, suspended, reduced, restricted, or not renewed at any hospital or institution; and whether his/her license to practice his/her profession in any jurisdiction has ever been suspended or terminated.
- (b) An applicant to the Medical Staff of the Center shall present documentation concerning ongoing medical education and continuing medical education (CMEs) shall be submitted with the application.
- (c) The applicant will be prepared to provide copies of all documentation so specified to include a copy of the current active medical license from all states where such licenses are current and a copy of current Drug Enforcement Administration (DEA) registration (exception shall be made for physicians in a medical specialty which does not require prescriptive rights) as required by that committee reviewing credentials in order to perform primary source verification. The applicant shall have the burden of producing adequate information for a proper evaluation of his/her competence, character, ethics and other qualifications; and for resolving any doubts concerning such qualifications.