RUTHERFORD HOSPITAL

MEDICAL STAFF

BYLAWS PART 1

REVISED: November 14, 2011

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PREAMBLE

WHEREAS, Rutherford Hospital, Inc. is a nonprofit corporation organized under the laws of the State of North Carolina; and

WHEREAS, its purpose is to serve as a general hospital providing patient care, education, and research; and

WHEREAS, it is recognized that the Medical Staff has overall responsibility for the quality of medical care delivered by credentialed and privileged professionals in the Hospital and must accept and discharge this responsibility, subject to the ultimate authority of the Hospital Board of Trustees and that the cooperative efforts of the Medical Staff, the President, and the Board of Trustees are necessary to fulfill the Hospital’s obligations to its patients;

THEREFORE, the physicians practicing in this Hospital hereby agree to act in conformity with these Bylaws. These Bylaws shall be reviewed by a committee appointed by the Chief of Staff at least every two years.

DEFINITIONS

1. The Bylaws of the Rutherford Hospital Medical Staff consist of three parts. Rutherford Hospital Medical Staff Bylaws Part 1, hereafter referred to as “Bylaws," is a general overview of the Medical Staff, including its purpose, leadership, structure, and meetings. Rutherford Hospital Medical Staff Bylaws Part 2: Rutherford Hospital Medical Staff Rules and Regulations," is a detailed description of Medical Staff committees, services, and conduct of care. Rutherford Hospital Medical Staff Bylaws Part 3: Rutherford Hospital Medical Staff Policies and Procedures including Policy on Appointment, Reappointment, and Credentialing, hereafter referred to as “Policy on Appointment, Reappointment, and Credentialing,” is a detailed description of Medical Staff appointment and privileges.

2. The term “Medical Staff” includes fully licensed physicians as described in the Policy on Appointment, Reappointment, and Credentialing, (Article I, Sections 1 and 2) and may include other licensed individuals permitted by law and by the Hospital to provide patient care services independently in the Hospital.

3. The term “Executive Committee” means the Executive Committee of the Medical Staff, unless specific reference is made to the Executive Committee of the Board of Trustees.

4. The term “practitioner” means an appropriately licensed physician (M.D. or D.O.), an appropriately licensed dentist, or an appropriately licensed podiatrist.
5. The term “allied health professional” applies to Physician’s Assistants (PA), Nurse Practitioners (NP), Midwives, other nurses, Surgical Assistants, Psychologists and other health care professionals who are duly licensed or qualified by training as specified in these bylaws.

6. The term “service” means that group of practitioners who have clinical privileges in one of the general areas of internal medicine, surgery, obstetrics and gynecology, anesthesia, pediatrics, radiology, psychiatry, pathology, emergency, and family medicine.

7. The term “Chief of Service” means the Medical Staff practitioner duly appointed in accordance with these bylaws to serve as the head of a service.

8. The term “Hospital” shall refer to Rutherford Hospital only, and specifically not to other divisions of Rutherford Hospital, Inc.

9. The term “Board of Trustees” shall refer to the Board of Trustees of Rutherford Hospital.

10. The term “President” shall refer to the full time chief executive officer and principal operating officer of the Hospital. The President (or designee) shall be an ex officio member of all Medical Staff committees.

11. The term “Hospital Medical Director” shall refer to the Hospital’s Director of Medical Affairs. The Medical Director is appointed by the President and is an employee of the Hospital. The Hospital Medical Director provides advice, assistance, and support to the Medical Staff, Medical Staff Officers, Service Chiefs, and Committee Chairpersons on Medical Staff issues. The Hospital Medical Director may attend Medical Staff, Service, and Committee meetings in a non-voting, advisory capacity at the discretion of the Chief of the Medical Staff.

12. The term “executive session” shall refer to a closed meeting of the Medical Staff, a Medical Staff Service, or a Medical Staff Committee which includes only voting members, plus any other individuals approved by a majority of the voting members present. A request to hold an executive session must be approved by a majority of the voting members present.
ARTICLE I: NAME

The name of this organization shall be the Medical Staff of Rutherford Hospital.

ARTICLE II: PURPOSE

The purpose of this Medical Staff are:

1. To provide medical care to all patients admitted to or treated in any of the facilities, departments, or services of the Hospital;

2. To provide for appropriate professional performance of all practitioners authorized to practice in the Hospital through the appropriate delineation of the clinical privileges that each practitioner may exercise in the Hospital and through ongoing review and evaluation of each practitioner’s performance in the Hospital;

3. To provide an appropriate educational setting that will maintain scientific standards and that will lead to continuous advancement in professional knowledge and skill for the Medical Staff, the Nursing Staff, and for Allied Health Professionals;

4. To initiate and maintain rules and regulations for government of the Medical Staff; and

5. To provide a means whereby issues concerning the Medical Staff and the Hospital may be discussed by the Medical Staff with the Board of Trustees and the President.
ARTICLE III: OFFICERS

Section 1: Officers of the Medical Staff

A. The officers of the Medical Staff shall be:
   1. Chief of Staff
   2. Chief of Staff-Elect
   3. Immediate Past-Chief of Staff

Section 2: Qualifications of Officers

Officers must be board certified practitioners on the Active Medical Staff with Rutherford Hospital as their primary hospital practice at the time of nomination and election and must remain in good standing during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved.

Section 3: Nominating Committee

Refer to Section A, Subsection IV, Part I, of the Rutherford Hospital Medical Staff Rules and Regulations.

Section 4: Election of Officers

A. Officers shall be elected biennially, at the annual meeting of the Medical Staff. Only practitioners of the Active Medical Staff shall be eligible to vote.

B. The Nominating Committee shall submit a slate of two or more nominees for Chief of Staff-elect and one or more nominees for each remaining office. Nominations may also be made from the floor at the time of the annual meeting of the Medical Staff by any voting member.

C. Election of officers shall be by secret ballot. If no candidate receives a majority, successive balloting shall continue with the candidate receiving the fewest votes being omitted from each successive slate until a majority vote is obtained by a candidate.

D. Elected officers of the Medical Staff shall take office at the beginning of the Medical Staff year upon approval of the Board of Trustees.

Section 5: Term of Office

All officers shall serve a two-year term, or until a successor is elected and appointed by the Board of Trustees. Officers shall take office on the first day of the Medical Staff year.

Section 6: Recall of Officers

Except as otherwise provided, recall of a Medical Staff officer may be initiated by the Medical Executive Committee or shall be initiated by a petition signed by at least one-third of the practitioners on the Medical Staff eligible to vote for officers. Recall shall be considered at a special meeting called for that purpose. Recall shall require a two-thirds vote of the Medical Staff
practitioners eligible to vote for Medical Staff officers who actually cast votes at the special meeting in person or by mail ballot.

Removal of an elected officer may be effectuated for:

1. failing to perform duties of the position held;
2. exhibiting conduct detrimental to the interests of the Hospital; or
3. suffering from a physical or mental infirmity that renders the individual incapable of fulfilling the duties of that office.

Prior to the initiation of any removal action, the individual in question must be provided with notice of the date at which such action shall be undertaken. The notice must be in writing and must be given at least ten days prior to the date of the meetings. The officer shall be afforded an opportunity to speak prior to a vote on such removal being taken.

Section 7: Vacancies in Office

Vacancies in office during the Medical Staff year, except for the office of Chief, shall be filled by the Executive Committee of the Medical Staff. If there is a vacancy in the office of Chief, the Chief-Elect shall serve out the remaining term.

Section 8: Duties of Officers

A. Chief of Staff

Shall serve as the Chief Administrative Officer of the Medical Staff to:

1. act in coordination and cooperation with the President in all matters of mutual concern with the Hospital;
2. call, preside at, and be responsible for the agenda of all general meetings of the Medical Staff;
3. serve as Chairman of the Medical Staff Executive Committee;
4. serve as ex officio member of all other Medical Staff Committees without vote; except as a voting member of the Joint Advisory Committee and Nominating Committee;
5. be responsible for the enforcement of Medical Staff Bylaws, Rules and Regulations, and policies and procedures for implementation of sanctions where these are indicated, and for the Medical Staff’s compliance with procedural safeguards in all instances where corrective action has been requested against a practitioner;
6. appoint the membership of committees, where appropriate, as described in the Medical Staff Rules and Regulations, and except where otherwise indicated, designate the chairman of these committees. In consultation with the Executive Committee, and President, the Chief of Staff may remove chairmen and members of committees;
7. represent the views, policies, needs, and grievances of the Medical Staff to the President, Hospital Medical Director, and to the Board of Trustees through the Joint Advisory Committee;
8. receive and interpret the policies of the Board of Trustees to the Medical Staff and report to the President, Hospital Medical Director, and Board of Trustees in all matters of mutual concern within the Hospital.

9. be the spokesman for the Medical Staff in its external professional and public relations;

10. attend any and all hearings or all oral arguments afforded to the practitioner in the due process provisions of Article VI of the Medical Staff Policy on Appointment, Reappointment, and Credentialing and as provided by the Corporate Bylaws.

B. Chief of Staff Elect
   In the absence of the Chief of Staff, he shall assume all the duties and have the authority of the Chief. He shall be a member of the Executive Committee of the Medical Staff and of the Joint Advisory Committee. He shall automatically succeed the Chief of Staff when the latter fails to serve for any reason.

C. Immediate Past Chief of Staff
   The duties of the Immediate Past Chief of Staff are advisory in nature. He shall serve on the Executive Committee, the Joint Advisory Committee, and the Nominating Committee of the Medical Staff.
ARTICLE IV: MEDICAL STAFF STRUCTURE

Section 1: Services
The organization of the Services of the Medical Staff is described in the “Rutherford Hospital, Inc. Medical Staff Rules and Regulations Section B: Services I. Organization of Services”.

Section 2: Credentialing, Privileging, and Appointment to the Medical Staff
The credentialing, privileging, appointment, corrective actions, and fair hearing processes of the Medical Staff are described in the “Rutherford Hospital Medical Staff Policy on Appointment, Reappointment, and Credentialing” which is an appendix to these bylaws.

Section 3: Service Chiefs
The qualifications, roles, and responsibilities of medical Service Chiefs are defined in “The Rutherford Hospital, Inc. Medical Staff Rules and Regulations: Section B: Services: II. General Provisions: A. & B.”

Section 4: Medical Staff Executive Committee
The structure, roles, and responsibilities of the Medical Staff Medical Executive Committee, and other Medical Staff Committees are described in “The Rutherford Hospital, Inc. Medical Staff Rules and Regulations: Section A: IV. Committees.”

Section 5: Peer Review and Performance Improvement
Medical Staff peer review and performance improvement activities are described in “The Rutherford Hospital, Inc. Medical Staff Peer Review and Performance Improvement Program” document.
ARTICLE V: MEDICAL STAFF MEETINGS

Section 1: Regular Meetings
A. Staff meetings shall be held at least bi-monthly.
B. The Executive Committee shall, by standing resolution, designate the time and place for all regular Staff meetings.

Section 2: Annual Meeting
A. The last Staff meeting occurring in the quarter preceding the end of each Medical Staff Year shall be the annual Staff meeting.

Section 3: Special Meetings
A. The Chief of Staff, the Executive Committee, or not less than one-fourth of the practitioners on the Active Medical Staff may at anytime file a written request with the Chief that within seven days of the filing of such request, a special meeting of the Medical Staff be called. The Executive Committee shall designate the time and place of any such special meeting.
B. Written or printed noticed stating the place, day and hour of any special meeting of the Medical Staff shall be delivered, either personally, or by mail, to each practitioner on the Active Staff not less than two nor more than seven days before the date of such meeting, by or at the direction of the Chief (or other persons authorized to call the meeting). If mailed, the notice of the meeting shall be deemed delivered when deposited, postage prepaid, in the United States mail addressed to each Staff practitioner at his address as it appears on the records of the Hospital. Notice may also be sent to practitioner on other Medical Staff groups who have so requested. The attendance of a practitioner of the Medical Staff at such a meeting shall constitute a waiver of notice of such meeting. No business shall be transacted at any special meeting except that stated in the notice calling the meeting.

Section 4: Quorum
A quorum shall consist of 15 or more members of the voting members of the Medical Staff at any regular or special meeting for the purposes of amending these Bylaws, Rules and Regulations, and all other actions.

Section 5: Attendance Requirements
Each practitioner on the Active Medical Staff or Podiatry staff shall be required to attend at least fifty percent of all Medical Staff meetings in each calendar year. A practitioner who is compelled to be absent from any regular Staff meeting may submit to the Chief of the Medical Staff, in writing, his reason for such absence. If, at the end of each calendar year, the practitioner has attended less than 50% of the all Medical Staff meetings in that year, the credentials Committee shall review his attendance, with attention paid to any written notifications of his reasons for absences. The Credentials Committee may invite the practitioner to discuss in person the reasons for his failure to attend 50% of Medical Staff meetings. If the Credential Committee decides the reasons for the absences are insufficient, the Committee may initiate corrective action up to an including revocation of Medical Staff appointment. Reinstatement of Staff practitioners whose appointment has been revoked because of absence from Staff meetings can be made by a majority vote of the practitioners present at the Credential Committee meeting where it is considered. Practitioners on the Consulting, Locum Tenens, and Honorary Staffs will
not routinely be required to attend regular Medical Staff meetings or special Medical Staff meetings, unless the program or specific purpose of the meeting concerns them individually or their patients. If specifically requested by the Executive Committee to do so, however, they will be required to attend meetings.

In order to help provide the community with a health care service that otherwise might not be available, the Board of Trustees, with the advice of the Medical Executive Committee, may exempt a practitioner on the Active Medical Staff from the usual Medical Staff meeting and Service meeting attendance requirements. (The practitioner may continue to attend meetings, but he/she is not required to attend.) The exempted practitioner must maintain office practices in both Rutherford County and in one or more other contiguous counties, and he/she must maintain Active Medical Staff privileges at both Rutherford Hospital and at one or more other hospitals. A practitioner who meets these requirements and who wishes to request the exemption will submit his/her request in writing to the Credentials Committee of the Medical Staff. The Credentials Committee will forward the request with its comments to the medical Executive Committee. The Medical Executive Committee will then submit the request along with its recommendation to the Board. The Board may grant the exemption for any period of time that it chooses and may revoke the exemption at any time that it deems it to no longer be in the best interests of the community. During the period of time that a practitioner is exempted from required meeting attendance, that practitioner gives up his/her right to hold office and to vote at Medical Staff meetings and Service meetings. If it is requested by a Service Chief or Chief of Staff the active staff member exempted from meeting requirements may be required to attend the appropriate service or staff meeting.

Section 6: Agenda

A. The agenda at any regular Medical Staff meeting shall include, but not be limited to:

1. Call to order;
2. Acceptance of minutes of the last regular and of all special meetings;
3. Old Business;
4. New Business;
5. Reports of committees;
   (Review and analysis of clinical work of the Hospital, reports of standing and special committees, discussion and recommendations for the improvement of professional work of the Hospital)
6. Report from the President of the Hospital;
7. Adjournment

B. The agenda at special meetings will be:

1. Transaction of business for which the meeting was called;
2. Adjournment

Section 7: Minutes

A. Minutes of each regular and special meeting of the Medical Staff shall be prepared and shall include a record of the attendance of members and the vote taken of each matter.
The minutes shall be reviewed and approved at the next Medical Staff meeting and signed by the presiding officer. A permanent file of the minutes of each meeting shall be maintained.
ARTICLE VI: **RUTHERFORD HOSPITAL MEDICAL STAFF BYLAWS PART 2: RULES AND REGULATIONS**

The Medical Staff shall adopt such rules and regulations as may be necessary to implement more specifically the general principles found within these Bylaws, subject to the approval of the Board of Trustees. These shall relate to the proper conduct of Medical Staff activities as well as embody the level of practice that is to be required of each practitioner in the Hospital.

The Medical Staff shall adopt such rules and regulations as may be necessary for the proper conduct of its work and for the proper credentialing and granting of privileges for allied health professionals.

Such rules and regulations are part of the Rutherford Hospital Medical Staff Bylaws and may be amended or repealed at any regular meeting at which a quorum is present and without previous notice or at any special meeting on notice, by a two-thirds vote of those present of the active Medical Staff. Such changes will become effective when approved by the Board of Trustees.

ARTICLE VII: **MEDICAL STAFF POLICIES AND PROCEDURES PART 3: POLICY ON APPOINTMENT, REAPPOINTMENT AND CREDENTIALING**

The Medical Staff shall develop, and revise as needed policies and procedures that are in compliance with, and guide the Hospital and the Medical Staff in the implementation of, the general principals of these Bylaws. Medical Staff Policies and Procedures may originate from Medical Executive Committee or any other Medical Staff Committee.

“The Rutherford Hospital Medical Staff Bylaws Part 3: Policy on Appointment, Reappointment, and Credentialing” that is part of the Rutherford Hospital Medical Staff Bylaws may be revised by a simple majority vote of Active Medical Staff Members present at any full Medical Staff meeting that has a quorum in attendance. Such revisions will become effective upon approval of the Rutherford Hospital Board of Trustees.

Other Medical Staff policies and procedures may be implemented, revised, and/or revoked by majority vote at full Medical Staff meeting or Medical Executive Committee meeting at which a quorum is present. The Medical Executive Committee may elect to seek approval of a majority of Active Medical Staff Members present at any full Medical Staff meeting before implementing, revising, and/or revoking a Medical Staff policy and procedure. A simple majority of Active Medical Staff Members present at a full Medical Staff meeting in which a quorum is present may open for discussion the revision or revocation of any Medical Staff policy and procedure.

ARTICLE VIII: **AMENDMENTS**

The Rutherford Hospital Medical Staff Bylaws Part 1 may be amended after submission of the proposed amendment at any regular or special meeting of the Medical Staff. A proposed amendment may be presented to the Medical Staff at any of its regular or special meetings. Discussion of the proposed amendment may take place at such meeting, but the actual vote on the proposed amendment will not be taken until the next regular or special meeting of the Medical Staff (after a motion in favor or adopting the amendment is made and seconded and after the floor is opened for discussion). To be adopted, an amendment shall require a two-thirds vote of the active Medical Staff present. Amendments so made shall be effective when approved by the Board of Trustees.

Neither the Medical Staff nor the Board of Trustees may unilaterally amend these Bylaws or the Rules and Regulations. The Joint Advisory Committee, which acts as a liaison between the Medical Staff and the Board of Trustees, will attempt to resolve any disagreements that arise between the Medical Staff and
the Board related to the Medical Staff Bylaws, Rules and Regulations as well as other issues. The Joint Advisory Committee will make recommendations to the Board of Trustees and the Medical Staff on the resolution of any disagreement. The Board of Trustees will make its final decision after consideration of the Joint Advisory Committee's recommendations.
ARTICLE IX: ADOPTION

These Bylaws, together with the appended Rules and Regulations, shall be adopted at any regular or special meeting of the Active Medical Staff, shall replace any previous Bylaws, Rules and Regulations, and shall become effective when approved by the Board of Trustees of the Hospital.

ADOPTED by the Active Medical Staff on November 3, 2011

[Signature]
Chief of the Medical Staff

APPROVED by the Board of Trustees on November 14, 2011

[Signature]
Chairman of Board of Trustees

[Signature]
Secretary, Board of Trustees
ARTICLE X: SUCCESSOR IN INTEREST

These Bylaws, and privileges of individual members of the Medical Staff accorded under these bylaws, will be binding upon the Medical Staff, and the board of trustees/directors of any successor in interest to this Hospital, except where Hospital medical staffs are being combined. In the event that the staffs are being combined, the medical staffs shall work together to develop new bylaws which will govern the combined medical staffs, subject to the approval of the Hospital’s board of trustees/director or its successor in interest. Until such time as the new bylaws are approved, the existing bylaws of each medical staff will remain in effect.

ARTICLE XI: AFFILIATIONS

Affiliations between the Hospital and other hospitals, health care systems or other entities shall not, in and of themselves, affect these bylaws.