

KAISER FOUNDATION HEALTH PLAN, INC.

AMBULATORY SURGERY CENTER

Bylaws of the Medical Staff of the Wailuku Ambulatory Surgery Center

Whereas, the Ambulatory Surgery Center (“Facility”), licensed under the laws of the State of Hawaii, as a freestanding surgical outpatient facility, under the name, “Kaiser Wailuku Clinic ASC”, is operated by Kaiser Foundation Health Plan, Inc. (“KFHP Hawaii”) and designed to provide quality care for eligible patients who are scheduled to undergo procedures which meet the criteria for ambulatory care; and

Whereas, it is recognized there is a need to provide quality care and management for Facility;

Now, therefore, the Physicians as defined in these Bylaws who practice at Facility shall organize their activities pursuant to these Bylaws of the Medical Staff of the Facility (the “Bylaws”) in order to carry out Facility’s functions.

Article I Definitions

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

- 1.1 Medical Staff. The formal organization of all categories of physicians to be eligible for Medical Staff membership at the Facility. The following are eligible for Medical Staff membership: physicians (M.D. or D.O.) or dentists. Only those Physicians meeting the requirements set forth herein as well as other requirements established for the Facility shall be permitted to apply for membership on the Medical Staff. Membership on the Medical Staff shall be available only to Physicians who regularly care for patients in a facility operated by KFHP Hawaii, or are otherwise regularly involved in the care of more than one patient a year; or are regularly involved in Medical Staff functions, as determined by the Medical Staff. Each member of the Medical Staff shall:
 - 1.1.1 Within the areas of his or her professional competence, actively participate in and regularly assist Facility in fulfilling its obligations related to patient care.
 - 1.1.2 Be responsible for the complete and continuing care of his or her patients. He/she must keep appropriate Facility personnel informed as to where he/she can be reached in case of emergency, or shall designate at least one physician to render emergency or other necessary patient care if he/she is not available.
 - 1.1.3 Abide by the Bylaws and the Regulations and Policies (as this term is defined below) of the Medical Staff.
- 1.2 Physician. An individual with an M.D. or D.O. degree who is licensed to practice allopathic or osteopathic medicine doctors authorized and licensed to provide patient care services in the State of Hawaii.

- 1.3 Allied Health Professionals. An individual who is a nurse practitioner (“NP”), physician assistant (“PA”), certified registered nurse anesthetist (“CRNA”) who is permitted to practice in the Facility under Physician supervision and is licensed to practice in the State of Hawaii. CRNA’s, NP’s, and PA’s shall not be considered members of the Medical Staff.
- 1.4 Dentist. An individual who is a dentist who is permitted to practice dentistry in the Facility and is licensed to practice in the State of Hawaii.
- 1.5 Podiatry Staff. An individual who is a podiatrist, who is permitted to practice podiatry in the Facility, and is licensed to practice in the State of Hawaii. A podiatrist shall not be considered a member of the Medical Staff.
- 1.6 Medical Director. A Physician appointed by the Governing Body, for a term of six (6) years who is a member of the Medical Staff and is responsible for directing the provision of service and monitoring the quality of all medical care and services provided to patients in the Facility.
- 1.7 Governing Body. KFHP Hawaii is the owner and operator of Facility. The Board of Directors of KFHP Hawaii is the Governing Body of the Facility and has the ultimate responsibility for the management, control and operation of Facility and for all related matters including providing the facilities, personnel, and services necessary for the welfare and safety of the patients.
- 1.8 Administrator. The Administrator has primary responsibility for the management and administration of the Facility. He/she shall be the official representative of the Governing Body. The Administrator shall be delegated responsibility and authority in writing by the Governing Body for the management of the Facility and shall provide liaison among the Governing Body, the Medical Staff and the Facility leadership. The Administrator shall be responsible for the development of the Facility’s policies and procedures for employee and Medical Staff use. All policies and procedures shall be updated as necessary but at least annually.
- 1.9 Other Definitions.
 - 1.9.1 “The Act” shall mean the Health Care Quality Improvement Act of 1986.
 - 1.9.2 “Professional Review Activity” shall mean any activity of the Governing Body or, with respect to a Physician’s, Dentist’s, or Podiatrist’s privileges at the Facility, either the Committee or the Kaiser Permanente Hawaii Region (“KPHI”) Credentials and Privileges Committee (referred to herein as the “KPHI Credentials and Privileges Committee”), and/or anyone acting on behalf of the foregoing including activity conducted: i) to determine if a Physician should have clinical privileges at the Facility; ii) to determine the scope or conditions of such privileges; or iii) to change or modify such clinical privileges.
 - 1.9.3 “Professional Review Action” shall mean an action or recommendation, as defined by the Act, taken or made in the conduct of a Professional Review Activity which is based on the competence or professional conduct of a

Physician, Dentist, or Podiatrist which conduct affects (or could affect) adversely the health or welfare of a patient or patients and which affects (or may affect) adversely the clinical privileges of the Physician, Dentist, or Podiatrist for a period of longer than thirty (30) days.

1.9.4 “Adversely Affecting” shall mean reducing, limiting, restricting, suspending, revoking, denying, or failing to renew clinical privileges or participation in the Plan.

1.10 Clinical Privileges or Privileges. The permission granted by the Governing Body to a member of the Medical Staff, member of the Podiatry Staff, or Allied Health Professionals to render specific diagnostic, therapeutic, medical, dental, podiatric, anesthesia, or surgical services within the limits of his/her license, registration, or certification.

1.11 Wailuku ASC Executive Committee of the Medical Staff. The Wailuku ASC Executive Committee is a committee of the Medical Staff (“Committee”) and shall consist of the Medical Director, ASC Administrator or designee, Nurse Manager, and a representative appointed by the Medical Director from the following specialties: Anesthesia, Orthopedics, Obstetrics and Gynecology, General Surgery, and Urology. The Medical Director shall chair the Committee. Ex officio members may be appointed by the chairperson. The Committee is responsible to ensure the proper functioning of the Medical Staff.

1.12 Liaison Committee. Medical-administrative problems ordinarily shall be resolved by the Administrator and representatives of the Medical Staff. That failing, issues are presented to the Governing Body by the Liaison Committee composed of the Medical Director, ASC Administrator, one person chosen by the Committee and one or more representatives of the Governing Body. The Liaison Committee shall convene upon authorization of the Governing Body. A chairperson shall be elected for each meeting. Reports of the Liaison Committee’s deliberations or recommendations shall be made to the Governing Body and to the Committee. The presence of one-third (1/3) of the committee membership shall constitute a quorum for doing business. A meeting at which a quorum is initially present may continue to transact business even if members of the committee absent themselves. A majority of the members of the committee present and voting at a meeting of the committee at which a quorum is initially present shall be the action of the committee.

Article II

Purposes of the Medical Staff

To promote the provision of quality medical care to all patients treated in the Facility, regardless of the patient’s race, color, gender, sex, mental or physical disability, age, ethnicity, sexual orientation, religion, creed, veteran status, citizenship, or national origin, and provide an appropriate setting to maintain clinical standards.

Article III

Medical Staff Membership

3.1 Nature of Membership. Membership on the Medical Staff of the Facility is a privilege extended to Physicians and Dentists who continuously meet the standards and

requirements set forth in these Bylaws. No person otherwise qualified as provided for in these Bylaws shall be denied appointment or reappointment to the Medical Staff or denied particular privileges on the basis of religion, gender, sex, race, color, age, creed, national origin, sexual orientation, mental or physical disability or veteran status.

3.2 Qualifications of Membership. To qualify for, and continue membership on the Medical Staff, a Physician or Dentist must meet all of the following:

3.2.1 A Physician or Dentists must be credentialed and recredentialed by the KPHI Credentials and Privileges Committee in accordance with its Policies and Procedures.

3.2.2 Must abide by the terms, conditions, and procedures set forth in these Bylaws and the Regulations and Policies of the Medical Staff and this Facility.

3.2.3 Demonstrate compliance with any additional criteria imposed by the Medical Staff.

3.2.4 Each member of the Medical Staff shall have the same surgical privileges at a local licensed hospital as the member seeks at the Facility. Maintenance of those surgical privileges shall be certified biennially by a local licensed hospital.

3.3 Further Conditions of Membership. Medical Staff membership further constitutes the Physician's and Dentist's agreement that he/she will abide by the KPHI credentialing and privileging policies and procedures (Policy No. 6226-02-P) (referred to herein as the "Privileging Policy and Procedure"), and the Facility Quality Program, including, without limitations, KPHI policies, procedures, rules and regulations as applicable to the Physician and Dentist.

Article IV
Appointment to the Medical Staff

4.1 Application for Appointment. An applicant applying for membership on the Medical Staff and/or clinical privileges shall file with the Administrator a written application on the Facility-designated form, presenting the professional and other qualifications of the applicant, and additional relevant information outlined in the Privileging Policy and Procedure. Members shall be appointed to the Medical Staff and granted clinical privileges for a term not to exceed two (2) years (the two-year period is referred to as the "Appointment Period").

4.2 Consideration and Review.

4.2.1 It is the applicant's responsibility to provide all information required to make an application complete. If a complete application is not provided within thirty (30) days after any request for information is made by the Administrator or a designee, the application shall be automatically removed from consideration for membership and privileges. The application shall not be

denied, but will be filed as incomplete, which action shall not entitle the applicant to the hearing and appeals procedure set forth in Article VI.

- 4.2.2 The complete application shall be reviewed by the KPHI Credentials and Privileges Committee and it shall make a written recommendation to the Committee, which shall review the recommendation and other information it deems pertinent and, as further described herein, make a written recommendation, to the Governing Body through the Administrator indicating whether the applicant should be accepted, rejected, or deferred pending reasonable inquiries into the qualifications and competence of the applicant. The designated physician leader of the specialty for which privileges are being sought shall investigate the professional competence, qualifications, and other factors that are relevant to the membership and privileges requested. The Committee or its delegate(s) may request an interview with the applicant. The Committee or its delegate(s) shall verify, through information provided by the applicant and other sources available to it, that the applicant meets and has established the necessary qualifications for Medical Staff membership.
- 4.2.3 If the Committee, upon considering the application and supporting information has doubts regarding the privileges the applicant seeks in Facility, it shall make such further inquiry as it deems appropriate. However, the burden of establishing his or her qualifications and producing the requisite information shall be on the applicant. Misrepresentations, omissions, or the failure to furnish requested information are grounds for denying the application.
- 4.2.4 The Committee shall take one of the following actions for each Physician or Dentist applicant: (a) recommend that the applicant be appointed, designating the privileges to be granted; or (b) reject the applicant, but not solely because of unlawful discrimination based upon his or her sex, gender, race, color, age, creed, national origin, sexual orientation, mental or physical disability or veteran status; or (c) defer action on the application pending reasonable inquiries into the qualifications and competence of the applicant as the Committee considers appropriate.
- 4.2.5 The recommendations of the Committee shall be referred to the Governing Body for final action. Only recommendations for appointment shall be referred to the Governing Body for final action, except that, in its discretion, the Committee may forward recommendations to defer or reject applications that it deems worthy of Governing Body consideration.
- 4.3 Action by Governing Body; Conference With Staff Representatives. The Governing Body, at its next regular meeting after receipt of the final report and recommendations of the Committee on any initial application for membership, shall consider same. If the Governing Body determines to act contrary to the recommendation of the Committee, a conference between representatives of the Governing Body and of the Committee shall be arranged. When the Governing Body has taken final action on any application for

membership on the Medical Staff, the Governing Body shall notify the Administrator, noting the extent of privileges granted, if any, including any restrictions or limitations thereon or reduced duration of the appointment. The Administrator shall inform the applicant, the Committee, and the Medical Director of the action taken.

4.4 Reappointment of Medical Staff Members.

4.4.1 Members shall be appointed to the Medical Staff and granted clinical privileges for a term not to exceed the Appointment Period. No less than ninety (90) days before the lapse of Appointment Period, the member is required to apply for reappointment.

4.4.2 The member shall promptly furnish to the Administrator a completed application on a Facility-designated form with current information. If the applicant has not provided a completed application within thirty (30) days of the notice of expiration of the appointment period, the application may be removed from consideration and filed as incomplete, which action shall not entitle the member to the hearing and appeals procedure set forth in Article VII. The Administrator shall notify the member that his or her application has been removed from consideration.

4.4.3 The complete application shall be reviewed by the KPHI Credentials and Privileges Committee and it shall make a written recommendation to the Committee. The Committee shall review the recommendation and information provided by the applicant for renewal of membership and privileges and any reports from the Medical Director. The Medical Director or his/her designee shall be responsible for the review of the performance of the member seeking renewal, and shall consider, but not limit review to, factors relevant to the applicant's competency and shall make a timely recommendation to the Committee.

4.4.4 The Committee shall make a written recommendation, through the Administrator, to the Governing Body for or against appointment or reappointment of each member of the Medical Staff for the ensuing Appointment Period (which shall not exceed two (2) years), including the clinical privileges to be granted and the extent thereof, and whether such privileges are to be changed or restricted. The Committee shall review the information provided by the applicant for renewal of membership and privileges and other pertinent information.

4.4.5 No member shall be eligible for reappointment who is not also currently credentialed by the KPHI Credentials and Privileges Committee.

Article V

Temporary Membership and Temporary Privileges

Upon written concurrence of the Medical Director and the Administrator, temporary membership on the Medical Staff and temporary privileges may be granted to a Physician and temporary

privileges may be granted to Allied Health Professionals and the member of the Podiatry Staff. Temporary membership on the Medical Staff may be exercised only by a Physician or Dentist to whom temporary privileges have been granted. Temporary clinical privileges may be granted to a Physician, Allied Health Professional, or a member of the Podiatry Staff: (1) when important patient care needs mandate an immediate authorization to practice that may include, for example, the care of a specific patient or the unscheduled absence of a Physician, Allied Health Professionals, or member of the Podiatry Staff; or (2) for new applicants whose privileges and/or appointment to the Medical Staff is pending approval by the Governing Body. In all circumstances, temporary privileges may be granted for no more than one hundred and twenty (120) days. Before temporary privileges are granted, the Physician, Allied Health Professional, or Podiatry Staff must meet all requirements established by the KPHI Credentials and Privileges Committee, and acknowledge that he or she agrees to abide to the terms, conditions, and procedures set forth in these Bylaws, Rules, Regulations, and the policies, rules, and regulations of Facility. Any Physician, Allied Health Professional, or Podiatry Staff exercising temporary privileges shall be under the supervision of the Medical Director or his or her designee.

Article VI

Professional Review Activity; Summary Suspension; Corrective Action

- 6.1 Corrective Actions. All corrective actions and privileging decisions, including denial, limitation or revocation of privileges, shall be through and pursuant to the Bylaws, and the Facility's Quality Program, and the Privileging Policy and Procedure including, without limitation, the peer review policies.
- 6.2 Corrective Action. In the event Physician, Dentist, or Podiatrist timely requests corrective action, the Committee has the discretion to develop a Performance Improvement Plan in conjunction with the Physician, Dentist, or Podiatrist. If after being afforded the opportunity to comply with the Performance Improvement Plan, in the sole discretion of the Committee the Physician, Dentist, or Podiatrist fails to do so, the Committee may impose disciplinary action, including initiating a Professional Review Action upon written notice to the Physician, Dentist, or Podiatrist, which shall advise the Physician, Dentist, or Podiatrist of his/her right to appeal to the Medical Director within ten (10) days. Failure of the Physician, Dentist, or Podiatrist to timely request an appeal to the Medical Director shall be deemed acceptance of the Professional Review Action which shall be the final action of the Committee.
 - 6.2.1 Within twenty (20) days of receipt of a request to appeal to the Medical Director, the Practitioner shall be given a reasonable opportunity to discuss with the Medical Director, or his/her designee, the reason or reasons for the corrective action. The discussion shall be between the Medical Director, or his or her designee, and the Physician, Dentist, or Podiatrist and a party may also be joined at such discussion(s) by their respective, and separate, legal counsel. After the meeting by and among the Physician, Dentist, or Podiatrist and the Medical Director, the Medical Director shall inform the Committee of the events and outcome of the meeting within ten (10) days.

- 6.2.2 If satisfactory resolution of the matter cannot be reached following the offer and/or actual discussion with the Medical Director, the Committee shall notify the Physician, Dentist, or Podiatrist of his or her right to request an appeal hearing pursuant to these Bylaws including a summary of the such practitioner's rights at such appeal hearing and notice that failure of such practitioner to request an appeal hearing within ten (10) days of the notice shall be deemed the Practitioner's acceptance of the proposed Professional Review Action which shall become the Committee's final action.

Article VII Hearing and Appeals Procedure

- 7.1 Hearing. If a Physician, Dentist, or member of the Podiatry Staff requests a hearing pursuant to these Bylaws, then the Hearing Panel shall be constituted as described herein. All proceedings regarding adverse actions as defined in these Bylaws taken or recommended shall be conducted through, and pursuant to this Hearing and Appeals Procedure.
- 7.2 Applicability. This Hearing and Appeal Procedure applies to any Physician, Dentist, or member of the Podiatry Staff as defined herein, whose clinical privileges have been adversely affected for a quality of care reason as the result of a Professional Review Action by the Committee.
- 7.3 Hearing Panel Recommendation. The Hearing Panel shall render a written report and recommendation in the appeal to the Governing Body within thirty (30) days after the close of the hearing. The report and recommendation should include the following:
- 7.3.1 Names of all parties in attendance and role i.e., panel members, presiding officer, representative for the Committee, and its witnesses, name of Physician, Dentist, or Podiatrist, the Physician's, Dentist's, or Podiatrist's witnesses, legal counsel for the respective parties, court reporter.
 - 7.3.2 Timeline i.e., dates of notices (adverse recommendation/action, hearing request, hearing notice, etc.), date(s) of hearing, date hearing deemed closed.
 - 7.3.3 Facts as determined by the Hearing Panel.
 - 7.3.4 Burden of proof applied by the Hearing Panel.
 - 7.3.5 Conclusions drawn by the Hearing Panel.
 - 7.3.6 Determinations and/or recommendations of the Hearing Panel.
- 7.4 Legal. The Professional Review Activity and/or Professional Review Action contemplated to be taken pursuant to these Bylaws are designed to comply with the standards set forth in Section 411 of the Act (as defined herein) and to provide any person who participates, or assists, in any activity hereunder with the legal protections contemplated under Section 411 of the Act and the laws of the State of Hawaii, including but not limited to, Chapter 432E-9, *Hawaii*

Revised Statutes and Chapter 624-25.5, *Hawaii Revised Statutes* as they may be amended from time to time . All proceedings, records and documents involved in any action taken under this Policy shall be confidential and privileged pursuant to applicable federal and state law, including, but not limited to, Chapter 432E-9, *Hawaii Revised Statutes* and Chapter 624-25.5, *Hawaii Revised Statutes* as they may be amended from time to time.

- 7.4 Governing Body Action. The Governing Body shall consider the decision by the Hearing Panel and shall render the final decision and provide the Physician, Dentist, or Podiatrist with the final written decision including a statement of the basis for the decision and a copy of the written recommendation of the Hearing Panel (the “Final Decision”) within thirty (30) days following receipt by the Governing Body of the recommendations of the Hearing Panel. A copy of the Final Decision shall be sent to the Medical Director and Administrator.
- 7.5 Summary Suspension. A Physician’s, Dentist’s, or Podiatrist’s status as a participating provider shall remain in effect during the appeal process set forth by this Hearing and Appeals Procedure with the exception that, notwithstanding any reference to the contrary, the Committee may immediately suspend a Physician’s clinical privileges at the Facility, subject to subsequent notice and hearing (as provided herein), without prior notice and without first affording corrective action in the event that there is a reasonable belief that the Physician’s, Dentist’s, or Podiatrist’s conduct presents an imminent risk of harm to a patient or staff including behavior by a Physician, Dentist, or Podiatrist that indicates unacceptable quality of care, fraud, patient abuse, or incompetence.
- 7.6 Automatic Suspension. The following events shall result in an automatic suspension of a Physician’s, Dentist’s, or Podiatrist’s clinical privileges without recourse to prior notice, corrective action, or hearing rights: (a) action by any federal or state authority suspending or limiting the Physician’s or Dentist’s professional license; (b) suspension or revocation of the Physician’s, Dentist’s, or Podiatrist’s federal or state controlled substance certificate; or (c) lapse of professional liability insurance coverage. As soon as practicable after the imposition of an automatic suspension, the Committee shall convene to determine if further action is necessary in accordance with these Bylaws. The lifting of the action or inaction that gave rise to an automatic suspension shall result in the automatic reinstatement of the Physician’s, Dentist’s, or Podiatrist’s clinical privileges.
- 7.7 Automatic Termination. The following events shall result in an automatic termination of a Physician’s or Dentist’s status as a member of the Medical Staff or a Podiatrist’s status as a member of the Podiatry Staff without recourse to prior notice, corrective action, or hearing rights: (a) final action by any federal or state authority terminating a Physician’s, Dentist’s, or Podiatrist’s professional license; (b) lapse of professional liability insurance for a period greater than thirty (30) days; (c) suspension or exclusion from any state or federal healthcare program; (d) a plea of guilty or no contest or a determination of guilt of a felony or other serious offense that involves (i) violence or abuse upon a person, conversion, embezzlement, or misappropriation of property; (ii) fraud, bribery, evidence tampering, or perjury; (iii) a drug offense; or (iv) any other action delineated by KFHP; or (e) a Physician, Dentist, or Podiatrist no longer maintains credentials issued by the KPHI Credentials and Privileges Committee.

- 7.8 Adequate procedures in investigations or health emergencies. Any failure to meet all of the hearing and appeal conditions set forth herein shall not, in itself, constitute a failure to provide adequate notice and hearing process to the Physician, Dentist, or Podiatrist. Alternative procedures as are otherwise fair and reasonable may be provided under the circumstances presented and nothing in these Bylaws shall be construed as requiring the notice and/or hearing procedures outlined herein when (a) there is no Professional Review Action; and (b) in the case of a suspension or restriction of clinical privileges for a period of not longer than fourteen (14) days during which time an investigation is conducted to determine the need for a Professional Review Action.
- 7.9 Right to One Hearing. Notwithstanding any other provision of these Bylaws, no Physician, Dentist, or Podiatrist shall be entitled as a right to more than one judicial, evidentiary hearing on any matter which shall have been the subject of action or recommendation by the Medical Staff, the KPHI Credentials and Privileges Committee.

Article VIII

Allied Health Professionals and Podiatrists

- 8.1 Credentialing. Allied Health Professionals and Podiatrist Staff must be credentialed and recredentialed in accordance with the Privileging Policy and Procedure. Allied Health Professionals shall participate in patient care under the supervision of Physician members of the Medical Staff. Allied Health Professionals and Podiatry Staff may only practice within the scope of their respective licenses and are subject to all policies and procedures of the Facility. Where statutes, regulations, or joint agreements govern the activities of Allied Health Professionals and Podiatry Staff within the Facility, these sources of authority shall limit the scope of practice. Approval of practice for Allied Health Professionals and Podiatry Staff and any subsequent actions regarding privileges for Allied Health Professionals and Podiatry Staff shall take place through the Committee. Additional guidelines may be adopted by the Governing Body upon advice of the Committee.
- 8.2 Committee Action. The Committee shall:
- 8.2.1 Recommend that the Allied Health Professional or Podiatrist be granted designated privileges for a term not to exceed the Appointment Period, or
 - 8.2.2 Reject the applicant's application for privileges, but not solely because of unlawful discrimination based upon his or her gender, race, color, age, creed, national origin, sexual orientation, veteran status, or mental or physical disability, or
 - 8.2.3 Defer action on the application pending reasonable inquiries into the qualifications and competence of the applicant as the Committee considers appropriate.
 - 8.2.4 The applicant shall be notified of the Committee's recommendation within thirty (30) days following the Committee's action.

- 8.2.5 The recommendations of the Committee shall be referred to the Governing Body for final action. Only recommendations for appointment shall be referred to the Governing Body for final action, except that, in its discretion, the Committee may forward recommendations to defer or reject applications that it deems worthy of the Governing Body's consideration.
- 8.2.6 The Governing Body, at its next regular meeting after receipt of the final report and recommendations of the Committee on any application for privileges, shall consider same. If the Governing Body determines to act contrary to the recommendation of the Committee, a conference between representatives of the Governing Body and of the Committee shall be arranged. When the Governing Body has taken final action on any application for privileges of an Allied Health Professional or Podiatrist, the Governing Body shall notify the Administrator, noting the extent of privileges granted, if any, including any restrictions or limitations thereon or reduced duration of the appointment. The Administrator shall inform the applicant, the Committee, and the Medical Director of the action taken.
- 8.2.7 Privileges of Allied Health Professionals and Podiatrists shall be reviewed on a periodic basis and at least every two (2) years by the Committee and actions deemed appropriate shall be taken in accordance with Article VI, above.
- 8.3 Not Member of Medical Staff. Allied Health Professionals and Podiatrists shall not be eligible for Medical Staff membership nor vote in Medical Staff matters. Allied Health Professionals' utilization may be terminated or curtailed without entitlement to a hearing or appeals under Article VII. Notwithstanding that Podiatry Staff are not members of the Medical Staff, they shall be entitled to the Hearing and Appeal procedure delineated under Article VII.

Article IX

Wailuku ASC Executive Committee of the Medical Staff

The Committee's responsibilities shall include the following:

- 9.1 Coordinate the activities and general policies of the Facility, implement Medical Staff policies, and act for the Medical Staff as a whole under such limitations as may be imposed by the Medical Staff with respect to both business and clinical matters.
- 9.2 Receive and act upon reports and recommendations of departments, committees and other groups performing services under these Bylaws.
- 9.3 Provide oversight for the quality of all medical care provided patients in the Facility pursuant to the Facility's Quality Assessment and Performance Improvement ("QAPI") Program, including active participation in the quality assurance program, and regular reports to the Governing Body as required. The Committee shall be accountable to the Quality and Health Improvement Committee (QHIC), a committee of the Governing Body of the Facility.

- 9.4 Review, investigate, and evaluate the qualifications of Medical Staff, Allied Health Professionals, and Podiatry Staff for membership and/or clinical privileges, and maintain a continuing review of the qualifications and performance of all members of the Medical Staff, Allied Health Professionals, and Podiatry Staff who have been granted privileges.
- 9.5 Formulate, adopt and enforce Bylaws, Rules, Regulations and policies as needed for the proper conduct of its activities, including recommending admission and surgical policies and procedures to the Governing Body or its designee.
- 9.6 Make recommendations to the Governing Body on Medical Staff and Podiatry Staff appointments, reappointments, requests for clinical privileges, and the mechanism for the review of the foregoing, as indicated.
- 9.7 Meet regularly and maintain a record of its proceedings and actions.
 - 9.7.1 Minutes. Copies of Committee minutes must be maintained permanently.
 - 9.7.2 Quorum. The presence of one-third (1/3) of the Committee membership shall constitute a quorum for doing business. A meeting at which a quorum is initially present may continue to transact business even if members of the Committee absent themselves.
- 9.8 Report regularly to the Medical Staff and submit periodic reports to the Governing Body as requested.
- 9.9 Ensure professional, ethical conduct on the part of all members of the Medical Staff and Podiatry Staff and initiate corrective measures as required.
- 9.10 Conduct, with the active participation of the Medical Staff and Podiatry Staff, an ongoing, comprehensive self-assessment of the quality of care provided, including the medical necessity of procedures performed, the appropriateness of care, and the appropriateness of utilization. This information shall provide a basis for the revision of Facility policies and the granting of continuation of clinical privileges. The Facility's QAPI Program ensures adequate investigation, control and prevention of infections. The Committee shall provide reports concerning its participation in the QAPI Program to the Governing Body (or a committee thereof such as the Quality and Health Improvement Committee) as required.
- 9.11 Establish a formal Liaison Committee with the Governing Body.

Article X
Miscellaneous Provisions

10.1 Rules and Regulations.

- 10.1.1 In addition to these Bylaws, the Medical Staff may adopt Rules and Regulations as necessary or desirable for the proper delivery of health care in

Facility and shall be subject to the approval of the Governing Body or designated committee.

10.1.2 The Medical Staff may adopt policies and procedures for its specialized practices, including but not limited to appropriate policies on admissions, surgical procedures and the timely completion of medical records. They shall be consistent with the Bylaws and any adopted rules and regulations of the Medical Staff, and shall be subject to the approval of the Governing Body or designated committee (the rules, regulations and policies now in effect or hereafter adopted shall be collectively referred to as “Regulations and Policies”).

10.2 Adoption, Review and Amendment of the Bylaws and the Rules and Regulations of the Medical Staff.

10.2.1 Adoption. The Bylaws and the Rules and Regulations of the Medical Staff may be adopted at any meeting of the Medical Staff by vote of a majority of the members of the Medical Staff present, or may be adopted by a majority of all members of the Medical Staff by subscription without a meeting.

10.2.2 Effective Date. The Bylaws and any Rules and Regulations of the Medical Staff shall become effective upon approval by the Governing Body and shall replace previous Bylaws and Rules and Regulations.

10.2.3 Review. A review will be conducted by a standing or ad hoc committee appointed by the Committee as frequently as necessary to determine the need for amendments.

10.2.4 Amendments. Amendment of the Bylaws and Rules and Regulations may be initiated by action of the Medical Staff, or by the Governing Body. No amendments shall be effective until approved by the Governing Body.

10.2.4.1 Amendment of Bylaws by Medical Staff.

(a) Amendments to these Bylaws may be proposed by written petition of twenty-five percent (25%) of the members of the Medical Staff.

(b) If any amendment is so proposed, a special committee shall be appointed by the Medical Director to consider such proposal. The committee shall report at the next regular meeting or at a special meeting of the Medical Staff called for the purpose of receiving such reports. The special committee shall present its recommendations as to the proposed amendments to the Medical Staff at the meeting or in writing prior to such meeting. Written notice of any such special meeting shall be sent to all members of the

Medical Staff at least twenty (20) days in advance of the meeting.

- (c) The affirmative vote of a majority of the members of the Medical Staff present at the meeting shall be required before submitting the proposed amendment of the Bylaws of the Medical Staff to the Governing Body.

10.2.4.2 Amendment of Rules and Regulations at Medical Staff Meetings. Amendments to the Rules and Regulations may be submitted to vote at any regular meeting of the Medical Staff without prior notice, or at a special meeting duly called upon written notice containing the time and place of the meeting and the wording of the proposal, and sent to all members of the Medical Staff at least twenty (20) days prior to the meeting. Amendments to the Rules and Regulations shall be approved for submission to the Governing Body upon the affirmative vote of a majority of the members of the Medical Staff present at the meeting.

10.2.4.3 Amendments to Bylaws and Rules and Regulations Initiated by the Committee. Proposed amendments to the Bylaws or the Rules and Regulations may be initiated by the Committee whose proposals then shall be considered and voted upon at Medical Staff meetings or by ballot. Committee proposals shall be affirmed by the affirmative vote of a majority of the members of the Medical Staff present at the meeting considering such action.

10.2.4.4 Bylaws and Regulations – Approval of Amendments by Ballot. Proposed amendments to the Bylaws or the Rules and Regulations that have been initiated either by the Governing Body or endorsed by twenty-five percent (25%) of the Medical Staff members, shall be mailed to each Medical Staff member within sixty (60) days after the proposed changes are approved or received by the Governing Body. The notice regarding the proposed changes shall include the exact wording of the proposed amendment(s) and a secret written mail or electronic mail ballot. In order to be counted, a ballot must be received by the Medical Staff office no later than thirty (30) days after the date the ballots were mailed or electronically mailed. A designated Medical Staff member shall supervise the counting of the ballots. The affirmative vote of a majority of the voting members casting valid ballots shall be required for Medical Staff approval of the amendment(s).

10.2.4.5 Initiation of Amendments by the Governing Body. Amendments to the Bylaws and Rules and Regulations may be proposed by the Governing Body. The proposed amendment(s) shall be communicated in writing to the Medical Staff. The Governing

Body shall solicit the response of the members of the Medical Staff. If the Medical Staff appears to oppose the proposed amendment(s), the Governing Body may request a conference with the Committee. If the Medical Staff appears to favor the proposed amendment, the Governing Body may arrange for a vote of the staff by ballot. In no event, however, shall the consideration and action by the Governing Body and Medical Staff exceed ninety (90) days. Notwithstanding the above, neither the Governing Body nor the Medical Staff shall unilaterally amend the Bylaws or the Rules and Regulations.

10.3 Medical Staff Meetings

10.3.1 Annual Meeting. There shall be an annual meeting of the Medical Staff. The Medical Director shall present reports on actions taken during the preceding year and on other matters of interest and importance to the Medical Staff. Notice of this meeting shall be given to the Medical Staff at least twenty (20) days prior to the meeting.

10.3.1.1 Agenda. The agenda at the annual Medical Staff Meeting shall include, as far as possible:

- (a) Reading and acceptance of the minutes of the last regular and of all special meetings held since the last regular meeting.
- (b) Administrative reports, including results of quality review activities.
- (c) The election of officers.
- (d) Recommendations for improving patient care within the Facility.
- (e) New business.

10.3.1.2 Quorum. The presence of one-third (1/3) of the total membership of the Medical Staff at any regular meeting shall constitute a quorum for doing business.

10.3.2 Special Meetings. Special meetings may be held at any time, and may be called by the Medical Director or ten (10%) percent of the Medical Staff after notifying the Administrator not less than seven (7) days prior to the meeting. The notice shall state the time and place of the special meeting and describe its purpose and the nature of the business to be transacted. Notice may be sent by electronic mail or any method reasonably likely to give notice to members of the Medical Staff. If a majority of the Medical Staff is present and a majority of the total membership of the Medical Staff signifies its assent, any

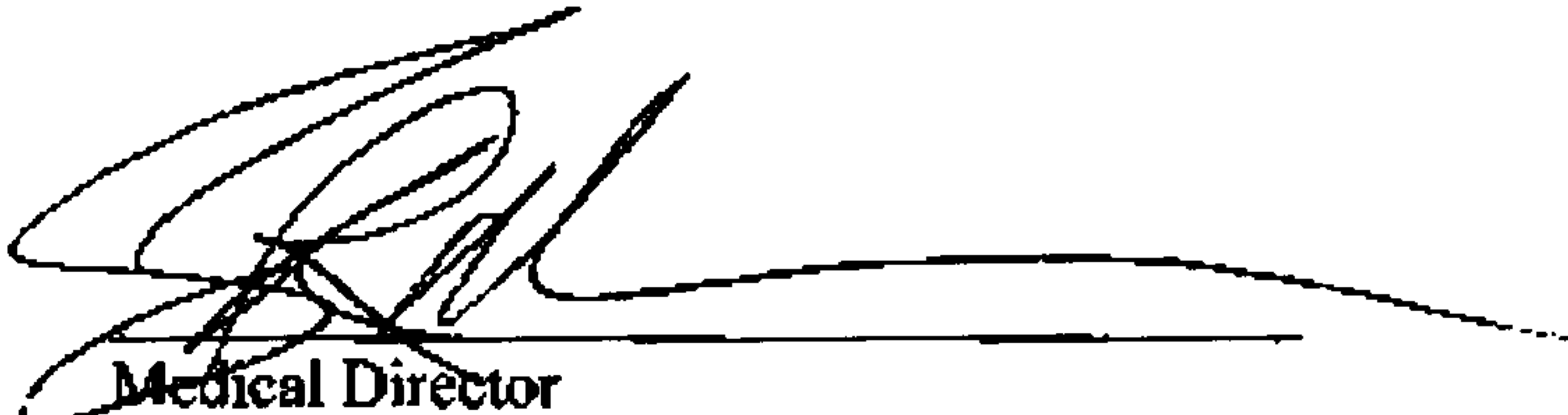
business, including business which would ordinarily be transacted at the annual meeting, may be transacted at a special meeting. Action on any such business shall require approval of a majority of the total number of members of the Medical Staff.

10.3.3 Voting. Except as otherwise specified in these Bylaws, the action of a majority of the members of the Medical Staff present and voting at a meeting of the Medical Staff at which a quorum is present shall be the action of the Medical Staff. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members of the Medical Staff, if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as may be required by these Bylaws. Voting may be conducted by a show of hands, by voice vote, vote by mail, vote by electronic mail, or by secret ballot, as the Medical Director at his or her discretion shall designate.

10.3.4 Minutes. Minutes of all meetings shall be prepared and shall include a record of the attendance of members of the Medical Staff and the results of votes on each matter upon which a vote is taken. The minutes shall be signed by the Committee chair and forwarded to the Committee.


The foregoing Bylaws of the Medical Staff of the Wailuku Ambulatory Surgery Center were adopted by Medical Staff effective:

11/10/10
Date


Medical Director

The Bylaws the Medical Staff of the Wailuku Ambulatory Surgery Center are approved by the Governing Body effective:

DECEMBER 4, 2010
Date


Assistant Secretary
Kaiser Foundation Health Plan, Inc.