

**BYLAWS
FOR THE OPERATION
OF THE
MARICOPA COUNTY SPECIAL HEALTH CARE DISTRICT
d.b.a.
MARICOPA INTEGRATED HEALTH SYSTEM**

ARTICLE I

Name and Mission,

The Board of Directors of the Maricopa County Special Health Care District shall act as the Governing Body for the Maricopa Integrated Health System in a manner that is consistent with its Mission, Vision and Values.

ARTICLE II

Definitions

ALLIED HEALTH PROVIDER Refers to a practitioner of the healing arts, other than physician, dentist or podiatrist, who is permitted by law, regulation, certification or authorized oversight or regulatory organization to provide patient care that is within the scope of his/her license, certification or lawful authority.

BOARD: Refers to the Board of Directors of the Maricopa County Special Health Care District.

CALENDAR YEAR: The year beginning January 1 and ending on December 31.

CHAIR: Refers to the Chairperson of the Governing Body.

CEO: Refers the Chief Executive Officer appointed by the Board of Directors to be the executive director over all MIHS operations.

DIRECTOR: Refers to the Director or Chief Executive Officer of the Maricopa Integrated Health System.

DISTRICT: Refers to the Maricopa County Special Health Care District

GOVERNING BODY: Refers to the Board of Directors of the Maricopa County Special Health Care District , who are officials elected pursuant to state law and who shall act as the Governing Body of the Maricopa Integrated Health System.

HOSPITAL: Refers to and is synonymous with Maricopa Medical Center or Medical Center

MHS MEDICAL STAFF: Refers to the physicians, Allied Health Providers and other health care providers who have been granted membership, privileges or certification according to the Bylaws of the Medical Staff of Maricopa Health System to practice medicine.

MHS MEDICAL STAFF PRESIDENT: Refers to the current President of the Medical Staff of Maricopa Health System.

MARICOPA HEALTH SYSTEM (“MHS”): Refers to the Maricopa Medical Center and all of its affiliated in-patient, ancillary, and out-patient health services, facilities, departments and programs, including but not limited to the Family Health Care Centers, the Comprehensive Health Center and Behavioral Health Facilities.

MARICOPA INTEGRATED HEALTH SYSTEM (“MIHS”): Refers to Maricopa Health System

ARTICLE III

Powers and Duties

The Governing Body is responsible for all of the activities of MIHS; and in furtherance of such responsibility, the Governing Body shall have the following powers and duties and shall:

1. Advise the Director of MIHS and request from the Director, information it deems necessary;
2. Conduct meetings and keep the minutes of the Governing Body;
3. Prescribe standards of the medical and health care to be furnished by MIHS and develop, review and revise MIHS’s rules, regulations, policies and procedures;

4. Prescribe the charges to be made by MIHS to persons able to pay in whole or in part for services furnished;
5. Provide for the financial oversight of MIHS through various actions and methodologies such as the preparation and submission of an annual statement of the financial affairs of MIHS, an estimate of the amount of funding required for each expenditure by MIHS, approval of an annual budget, receipt of monthly financial briefings directly or through the CEO or designee, and to take any other appropriate action in support of its financial oversight role.
6. The Governing Body shall consult with the Director, executive management staff and the MIHS Medical Staff President, and they shall review all MIHS business plans, evaluate business performance and opportunity, and review and recommend strategic plans and business strategies.
7. Be advised on all matters relating to MIHS and all services provided by or through MIHS, including but not limited to policy and providing for organizational management and planning;
8. Fulfill all obligations as the Governing Body of MIHS as set forth and required by any accrediting or regulatory body, including the Joint Commission on Accreditation of Healthcare Organizations, such as providing services in accordance with applicable licensure requirements, laws, rules and regulations, acting upon any reports or recommendations from authorized agencies, possessing necessary licenses, certificates or permits in order to provide health care services. The Governing Body shall approve and comply with its medical staff by-laws and seek consistency between the medical staff by-laws and MIHS' rules, regulations and policies. In addition, the Governing Body shall permit the CEO and Medical Staff President to participate in Governing Body meetings by attendance or voice.
9. Establish, support and oversee a quality and risk management program for MIHS, its Medical Staff, House Staff and professional staff.
10. Encourage all Governing Body members to actively participate in Governing Body committees as well as subcommittees;
11. Gather information and data, seek advice and assistance from any MIHS employee, contractor, physician, provider, staff or other qualified person, entity, or source in furtherance of Governing Body duties and obligations;
12. Adopt bylaws addressing MIHS's duties and responsibilities to the patient population it serves;

13. Comply with and implement all applicable federal, state and local laws, rules and regulations as they become effective;
14. Provide for the resolution of or resolve conflict among its leaders and those under its leadership as well as the adjudication of any disciplinary matter relating to the Medical Staff, the House Staff, or any member thereof, consistent with MIHS policies and procedures, rules and regulations; and
15. With reference to credentialing and medical staff appointments:
 - A. Delegate to the Professional Practices Committee the authority to review initial appointment, reappointment and renewal or modification of clinical privileges decisions consistent with applicable law and accreditation authority; and make recommendations for consideration of and action by the Governing Body at the next meeting
 - B. Allow the Director to grant temporary privileges in accordance with Medical Staff By-laws and MIHS policy when an important patient care need is identified.
16. Respect patient confidentiality, including confidentiality of participants in approved research projects, privacy, security (including patient's rights to access protective services) and pastoral counseling.
17. Receive and take appropriate action, if warranted, based upon confidential reports presented to it by the MIHS Compliance Officer; such reports shall be prepared by the Compliance Officer and submitted to the Governing Body at least quarterly.

ARTICLE IV

Membership

The Governing Body shall be composed of the five elected members of the Board of Directors of the Maricopa County Special Health Care District as voting members.

ARTICLE V

Officers of the Governing Body

1. The officers of the Governing Body shall be the Chair, Vice Chair, and such other officers as the Governing Body or applicable law may authorize. The Secretary or Clerk

of the Governing Body shall assist the Governing Body by notifying members of meetings, keeping records and taking minutes of meetings of the Governing Body meetings.

2. The duties of the Chair shall be to call and preside at all meetings of the Governing Body. The Vice-Chair shall assume the responsibilities in the absence of the Chair.

ARTICLE VI

Standing Committees

The Governing Body may meet in committee, and seek advice and assistance from any qualified and informed MIHS contractor, agent, employee or entity to fulfill any of its obligations, oversight and guidance to MIHS.

1. **Professional Practices Committee**: The Governing Body shall have a standing Professional Practices Committee. The Professional Practices Committee shall submit meeting minutes to the Governing Body except as otherwise provided herein or by law. A quorum of the Professional Practices Committee shall be a majority of the voting members of the committee.

The Professional Practices Committee shall consist of at least two (2) Governing Body members appointed by the Chair. Other voting members are as follows: Director of MIHS or designee; MIHS Vice-President of Medical Affairs or designee; MHS Medical Staff President; ; the MIHS Chief Nursing Officer, MIHS Director of Academic Affairs, Chairman of the Department of Family and Community Medicine or designee and at the option of the Chair two (2) residents of the County who have experience in health care may also be appointed. Other than the two optional County resident appointments, vacant positions shall count toward the quorum. The MIHS Compliance Officer, Director of Quality Management and MIHS Director of Medical Staff Services shall be non-voting members and do not count towards a quorum.

With reference to credentialing and medical staff appointments, the Committee shall review and make recommendations regarding initial appointment, reappointment and renewal or modification of clinical privileges decisions consistent with applicable law and accreditation authority and report such actions to the Governing Body at the next meeting.

The Governing Body may delegate oversight and review of quality practices within MIHS through the Professional Practices Committee.

The Committee shall engage in continuous efforts to ensure the provision of quality health care and reduce morbidity and mortality through the review of professional practices, training and experience, patient cases or conduct of licensed health care providers and encourage proper utilization of health care services and facilities. The Committee will receive relevant quality assurance, peer review, and risk information from MIHS departments and committees. All activities of the Committee shall be conducted consistent with federal and state law, including applicable provisions regarding immunity, confidentiality and privilege such as, A.R.S. §§ 36-441 et. seq., 36-445 et. seq., 36-2401 et. seq. and 36-2917.

The Committee shall meet at least eight times each year, and when it does so meet, will meet prior to the next scheduled meeting of the Governing Body, and at such time engage in activities consistent with the purposes as set forth herein. The Committee shall make recommendations to the Governing Body at the next regularly scheduled meeting, and such recommendations shall be in a format that does not violate any federal or state law regarding immunity, confidentiality or privilege.

ARTICLE VII

Special Committees

1. A Nominating Committee may be appointed by the Chair and shall consist of three individuals, two of who are Governing Body members. Each of the three members shall be voting members of the Nominating Committee. The Nominating Committee shall be charged with the responsibility of nominating individuals to serve on Governing Body committees.
2. A Bylaws Committee may be appointed by the Chair, and shall consist of three individuals, two of who are Governing Body members. Each of the three members shall be a voting member of the Committee. The Bylaws Committee shall review and revise the Bylaws of the Governing Body as necessary. Staff for this committee will be assigned by the Director of MIHS.
3. The Chair may create special committees for such purposes as the Chair directs from time to time. At least one member of the Governing Body shall serve on any special committee. Such special committee shall limit its activities to the purposes for which it was impaneled by the Chair and/or limited in time to the task for which they are appointed. Special committees shall have only those powers as specifically conferred upon them by the Chair, and shall report to the Governing Body.
4. The CEO may convene specially designated work groups as deemed necessary in furtherance of these By-Laws.

ARTICLE VIII

Meetings

Monthly meetings of the Governing Body shall be held as posted or on the call of the Chair or any three (3) members. The Governing Body shall comply with all applicable provisions of A.R.S. § 38-431 et seq., Arizona Open Meeting Law.

ARTICLE IX

Chief Executive Officer of the MIHS: Powers and Duties

The Chief Executive Officer is the Director of MIHS and shall have the day to day responsibility for the operation of MIHS consistent with the authority conferred by the Governing Body.

The Director of MIHS shall:

1. Direct the planning, organization, and operation of all MIHS services and facilities including but not limited to Maricopa Medical Center, Family Healthcare Centers, Comprehensive Health Center, and MIHS' Behavioral Health Facilities. .
2. Direct studies of organizations, operations, functions and activities relating to economy, efficiency and improvement of MIHS services;
3. Direct MIHS activities which fulfill all duties mandated by federal or state law, regulatory or accreditation authority, Board Resolution or County policy; in addition, the Director shall bring any conflict between these laws, regulations, Resolutions or County policy to the attention of the Governing Body.
4. Appoint and supervise an Executive Management Staff, and such other individuals as are necessary for the operation of MIHS. The Director may delegate certain duties and responsibilities to these and other individuals within MIHS where such delegated duties are in furtherance of the goals and objectives of MIHS. In addition, the Director may retain and appoint necessary personnel, consistent with all District policies and procedures, including the District's Merit System, in furtherance of the Governing Body's powers and duties;

5. Implement and enforce all MIHS and District policies and procedures, and assure that MIHS complies with all applicable federal and state laws, rules and regulations;
6. Produce and evaluate reports and findings to assure that proper administrative and management methods are applied within MIHS;
7. Report to the Governing Body all matters within the scope of the Director's responsibilities;
8. Supervise budget preparation for MIHS and fulfill those responsibilities within the authorized budget;
9. Establish and maintain functional and cooperative relationships within MIHS and with a wide variety of community and governmental agencies and officials;
10. Designate a suitable person in MIHS to act in the Director's absence;
11. ;
11. Develop, negotiate, and monitor contracts with any and all agencies and entities, including physicians, for the provision of medical and health care services; as well as special programs and services to any client populations;
12. Assure that all MIHS policies and procedures are reviewed when warranted, but no less than every three (3) years;
13. Grant temporary privileges in accordance with Medical Staff By-laws and MIHS policy when an important patient care need is identified.
14. Review and properly respond to all reports and recommendations regarding planning, regulatory, and inspecting agencies;
15. Provide for a well managed MIHS with clear lines of responsibility, reporting and accountability within MIHS units and departments; and
16. Provide for internal controls to protect, where legally appropriate, human, physical plant, financial and information resources.
17. Assure that the Governing Body's fiduciary duties and responsibilities regarding medical education, continuing education, research and the administration of such programs are fulfilled, and make periodic reports to the Governing Body regarding academic affairs.

The Director shall report to the Governing Body, who shall set terms and conditions of employment, performance requirements, monitor and evaluate the performance of the Director on an annual basis.

ARTICLE X

Medical and Dental Staff of the Maricopa Health System

Within the Maricopa Health System, the delivery of patient care shall be accomplished through an organized medical staff composed of physicians, Allied Health Providers or other health care providers as appropriate, employed or contracted by the Board or granted Medical Staff privileges. Such providers shall organize themselves for the purpose of ensuring that patients admitted to or treated by MIHS receive competent, age appropriate, professional care. In order to accomplish that purpose, the Medical Staff shall adopt Bylaws and Rules and Regulations.

Bylaws and Rules and Regulations, when adopted by the MHS Medical Staff shall be submitted to the Governing Body for approval, which the Governing Body may not unilaterally amend. Bylaws and Rules and Regulations will be reviewed no less than annually and acted upon by the Governing Body within sixty (60) days of submission.

Initial appointments, reappointments, terminations or other limitations or restrictions of appointments to the MHS Medical Staff and the granting, renewal or revision of clinical privileges shall be made by the Governing Body in accordance with the MHS Medical Staff Bylaws, Rules, Regulations, Policies and Procedures.

ARTICLE XI

Volunteer Organizations

The Governing Body acknowledges and encourages the beneficial activities of any volunteer organizations which have been approved by the Director to render services to MIHS, its staff, employees and patients consistent with the overall mission of MIHS.

ARTICLE XII

Amendments

These Bylaws may be amended by an affirmative vote of a majority of the voting members of the Governing Body. A full statement of a proposed amendment shall be submitted to the Governing Body at least two weeks prior to the meeting at which the proposed amendment is scheduled to be voted upon. The Bylaws shall be reviewed annually and amendments to the Bylaws may be proposed by any Governing Body or Bylaws Committee member.

ARTICLE XIII

Rules of Order

1. The Chair shall be responsible for maintaining decorum during Governing Body meetings. All motions, comments, and questions shall be made through the Chair. Any decision on the Rules by the Chair shall be considered final unless an appeal of the decision is requested and passed by a majority of the Governing Body members present.
2. These Rules may be suspended on an ad hoc basis upon the affirmative vote of a majority of the Governing Body members present.
3. These Rules may be amended upon an affirmative vote of a majority of all members of the Governing Body.
4. The Chair shall adhere to the order of items as posted on the agenda. Modifications to the order of the agenda may be made to the extent that (on the advice of counsel) the rearrangement of the agenda items does not violate the spirit or intent of the Open Meeting Law.
5. All motions or amendments to motions require a second in order to be considered for action. Upon a motion and a second the item shall be open for discussion before the call for the vote.
6. Voice votes will be made on all items as read. An abstention will not be recognized except for a legal conflict of interest. A roll call vote shall be taken on items requiring unanimous vote.

7. A call for a point of order shall have precedence over all other motions on the floor.
8. Without objection, the Chair may continue or withdraw any item. In the event of an objection, a motion to continue or reset an item must be passed by a majority of the members present. A motion to continue or reset an item shall take precedence over all other motions except for a point of order.
9. An amendment to a motion must be germane to the subject of the motion, but it may not intend an action contrary to the motion. There may be an amendment to the motion and an amendment to an amendment, but no further amendments. . In the event the maker of the original motion accepts the amendment(s), the original motion shall be deemed modified. In the event the maker of the original motion does not accept the amendment(s), the amendment(s) shall be voted separately and in reverse order of proposal.
10. Where these Rules do not afford an adequate procedure in the conduct of a meeting, the Chair may defer to the most current edition of Robert's Rules of Order, to resolve parliamentary questions.

ARTICLE XIV

Nondiscrimination Clause

No discrimination shall be exercised by the Governing Body or by any person subject to its authority against or in favor of any person because of race, gender, religion, color, national origin, age, sexual orientation or disability in the delivery of medical, dental, nursing, social services or hospital care or other public service. Nor shall the Governing Body discriminate with regard to job application procedures, hiring, advancement, discharge, compensation, training or other terms or condition of employment of any person employed by or doing business with the Governing Body or any other person subject to its direction because of race, gender, religion, color, national origin, age, or disability pursuant to federal, state or local law.

ARTICLE XV

Conflict of Interest and Ethics

Governing Body members are subject to applicable federal and state conflict of interest laws, including A.R.S. §§ 38-501 et. seq. and must identify and disclose any conflicts and refrain from participating in any manner in such matters in accordance with the applicable statutes.

Members of the Governing Body agree to adhere to all relevant standards established by the Joint Commission on Accreditation of Healthcare Organizations, and where appropriate, the National Committee for Quality Assurance, as well as any state or federal standard regarding ethical behavior.

ARTICLE XVI

Evaluation of Activities

The Governing Body will complete an annual evaluation of its performance in relation to its Mission, Vision and Values, statutory responsibilities as well as a self-evaluation survey on an annual basis.

ARTICLE XVII

Patients' Rights, Organizational Ethics, and Compliance

MIHS has established a Statement of Patients' Rights and Organizational Ethics in recognition of its responsibilities to its patients (and the patient's health care decision-maker), staff, physicians, and the community it serves. MIHS has also established and maintains a Compliance Program to guide its business practices in a lawful and ethical manner.

ARTICLE XVIII

MISCELLANEOUS

1. **MIHS GRIEVANCE COMMITTEE**: The Governing Body pursuant to 42 C.F.R. § 482.13 (a) (2) Conditions Of Participation: Patients' Rights, delegates its responsibility for the effective operation of the grievance process, conflict resolution process or grievances to the MIHS Grievance Committee.
2. **EMTALA**: Pursuant to 42 U.S.C. § 1395dd, the following medical personnel are authorized to perform medical screening examinations: physicians, nurse practitioners, physicians assistants, certified nurse midwives and registered nurses from the Department of Obstetrics and Gynecology if such registered nurses have successfully completed competency training to perform medical screening examinations.