At the 2017 Annual Meeting, the House of Delegates referred Resolution 609, “Model Hospital Medical Staff Bylaws.” Resolution 609-A-17, which was introduced by the Organized Medical Staff Section, asks the AMA to:

1. develop model hospital medical staff bylaws that incorporate currently believed to be best practices, meet the requirements of the Medicare Conditions of Participation, hospital accreditation organizations with deeming authority, and state laws and regulations, including annotations to show the source of all legal, regulatory, and accreditation requirements;

2. post this resource on the AMA website, continuously updated and available on demand to medical staffs, medical staff offices, and medical society staff, and widely distributed as an adjunct to the next edition of the AMA Physician’s Guide to Medical Staff Bylaws; and

3. ask the legal counsels of State Medical Societies to outline state specific restrictions of medical staff self-governance so that these may be posted on the AMA-OMSS website for use by all AMA members.

BACKGROUND

The Physician’s Guide to Medical Staff Organization Bylaws (the “Bylaws Guide”) is the AMA’s primary repository of information for physicians on medical staff governance, and one of the only available resources in the country addressing these matters from the physician’s perspective. Weighing in at more than 250 pages, the Bylaws Guide comprehensively addresses all major elements of medical staff bylaws with substantial discussion of each topic, including links to and citations of selected laws and regulations, accreditation standards, case law, and relevant AMA policy. See the Appendix for a complete list of topics covered in the Bylaws Guide.

For each topic covered, the Bylaws Guide also presents sample bylaws language that has been broadly structured to fulfill Joint Commission and other accreditation requirements and to support AMA policy on self-governance and other relevant medical staff topics. Nevertheless, the Bylaws Guide is not intended to be used as a “model bylaws” document. Rather, medical staff bylaws must be tailored to suit the needs of particular medical staffs, which differ along multiple dimensions, including nuances of state law, varying hospital accreditation organization requirements, and widely diverging hospital and medical staff characteristics. These differences substantially affect not only how individual bylaws provisions must be constructed but also which provisions should be included in the first place.
DISCUSSION

Model medical staff bylaws

Resolution 609-A-17 asks the AMA to create a set of model medical staff bylaws that can account for all of these differences. Unfortunately, there are simply too many permutations to produce a single, coherent set of model bylaws that would be any more useful than the illustrative content already included in the Bylaws Guide. One alternative, which is hinted at by the resolution, might be to develop a comprehensive database of sample bylaws language covering each major conceivable situation. A user might query this database, for example, to obtain appropriate bylaws language on procedures for voting to amend the bylaws for a medical staff that: (a) exists within a multi-hospital system; (b) is not formally unified with the other medical staffs in the system; (c) includes a telemedicine membership category; and (d) is in a hospital accredited by The Joint Commission. Changing any one of these baseline conditions could affect how this voting provision must be written for this particular medical staff; accordingly, the database would have to include many distinct provisions to address all relevant combinations. Multiply this case by the many other similarly complex medical staff governance situations and the massive scope of this project becomes clear. While the task is not impossible, it would be costly to implement (as much as $100,000 upfront) and to maintain ($20,000 or more per year). Furthermore, whatever value a medical staff might find in the existence of such a database would be diminished in part by the fact that the staff would still have to retain legal counsel to ensure that any provisions pulled from the database were appropriately tailored for that hospital’s and medical staff’s unique conditions.

Other ways to augment the AMA’s medical staff resources

Although the creation of a set of model medical staff bylaws may be impractical, there are steps the AMA can take immediately to enhance the value of its medical staff resources. For example, as highlighted by testimony on Resolution 609-A-17, there exists a need for additional information on key state-by-state differences in medical staff bylaws requirements and best practices, especially on emerging issues such as the intersection of employment law and medical staff bylaws. While the Bylaws Guide includes detailed discussion on some state-by-state issues (e.g., the contractual status of medical staff bylaws), the AMA would be well-served to review this resource to ensure that it covers all of the most relevant bylaws topics on which there are significant state-by-state differences.

Additionally, recognizing that the medical societies of many states (including California, Massachusetts, and North Carolina, among others) already maintain excellent state-specific guidance for medical staffs, the AMA should work with the Federation to catalog and make physicians aware of the availability of these valuable state-level resources.

Finally, the AMA should continue its efforts to improve the usability and accessibility of its current and future medical staff-related content, another objective hinted at by Resolution 609-A-17. As presently constituted, the Bylaws Guide is a densely written document presented in a static format. While the core content must by its nature remain somewhat legalistic in order to retain its value, there are a variety of ways to reimagine this content in a more interactive and engaging way—for example, by layering more readily accessible resources atop the underlying content. Such efforts are already underway; specifically, in response to a resolution adopted at the 2017 Annual Meeting, the AMA has developed a 30-minute interactive education module instructing medical staff leaders and other physicians on how to address disruptive physician behavior. The module, which offers CME credit, takes as its starting point the “AMA Model Medical Staff Code of Conduct” and ultimately directs learners to that and other resources included in the Bylaws Guide. The AMA
should continue to identify and pursue such opportunities to more effectively engage physicians
using its medical staff content.

CONCLUSION

The *Physician’s Guide to Medical Staff Organization Bylaws* is a valuable reference manual for
physicians seeking to draft or amend medical staff bylaws and to better understand emerging issues
in health care that impact the medical staff. Although comprehensive in scope and including
hundreds of sample bylaws provisions, the Bylaws Guide was not developed to serve as a set of
model medical staff bylaws. This direction is intentional, owing to the fact that bylaws must be
carefully tailored to each medical staff, and that there are simply too many permutations of
meaningful differences in state law, accreditation requirements, and hospital and medical staff
characteristics to create truly useable model bylaws.

We therefore recommend that our AMA preserve the largely educational and illustrative nature of
its medical staff-related content, including the Bylaws Guide, and not pursue the development of a
separate set of model medical staff bylaws. Instead, we recommend that the Bylaws Guide be
augmented to more fully discuss key bylaws matters that may differ from state to state, and that our
AMA work with the Federation to catalog the many valuable state-specific medical staff resources
available to physicians. Additionally, we recommend that our AMA continue to pursue
opportunities to improve the user experience with our AMA’s medical staff resources.

RECOMMENDATION

The Board of Trustees recommends that the following be adopted in lieu of Resolution 609-A-17,
and that the remainder of the report be filed:

1. That our AMA continue to update the *Physician’s Guide to Medical Staff Organization Bylaws*
   to address emerging issues in medical staff affairs, including relevant changes to medical staff
   regulatory and accreditation requirements, such as those outlined in the Medicare Hospital
   Conditions of Participation and in the accreditation standards of The Joint Commission and
   other hospital accrediting organizations. (Directive to Take Action)

2. That our AMA develop guidance for physicians on key state-by-state differences in medical
   staff bylaws requirements and best practices, and work with state medical societies to catalog
   state-specific medical staff resources available to physicians. (Directive to Take Action)

3. That our AMA pursue opportunities to improve the accessibility and usability of the content
   contained in the Physician’s Guide to Medical Staff Organization Bylaws, including but not
   limited to development of supplemental materials such as education modules, checklists, and
   so forth. (Directive to Take Action)

Fiscal note: Moderate – between $5,000 and $10,000

Notes:

i The Bylaws Guide is available for free to AMA members and for $149 to non-members through the AMA

ii The module is now available through the AMA Education Center: https://cme.ama-assn.org/Activity/5976608/Detail.aspx.
APPENDIX

Table of Contents -- *Physician’s Guide to Medical Staff Organization Bylaws*

How to Use this Guide

1. Bylaws: The Basics
   1.1 Medical Staff Self-Governance
   1.2 Medical Staff Bylaws as a Contract
   1.3 “Compacts” versus Bylaws
   1.4 Compliance with Accreditation and Regulatory Requirements
   1.5 System Bylaws
   1.6 Medical Staff Unification and Disunification
   1.7 New Bylaws?
   1.8 Joint Commission Standard MS.01.01.01: Improve Bylaws and Promote Self-Governance
      1.8.1 Required Bylaws Content
      1.8.2 Delegation of Authority
      1.8.3 Binding Effects on Signatories
   1.9 Splitting the Bylaws?
   1.10 Improving the Bylaws
   1.11 Independent Medical Staff Counsel

2. Preliminaries
   2.1 Preamble and Statement of Purpose
   2.2 Definitions
      2.2.1 Clinical Privileges
      2.2.2 Day
      2.2.3 In Good Standing
      2.2.4 Investigation
      2.2.5 Physician

3. Membership Qualifications, Rights, and Responsibilities
   3.1 What does Membership Mean?
   3.2 The Right to Practice
   3.3 Basic Qualifications for Membership
   3.4 Eligible Professions
   3.5 Nondiscrimination
   3.6 Participation in Third-Party Arrangements or Other Interests
   3.7 Health Status, Including Aging
   3.8 Criminal/Credit Clearance
   3.9 Geographic Qualifications
   3.10 Economic Credentialing
   3.11 Exclusive Credentialing
   3.12 Professional Liability Insurance
   3.13 Board Certification and Recertification
   3.14 Emergency Department Coverage Responsibility
   3.15 Conduct/Behavior
   3.16 Ethics Standards
   3.17 Committee Service
   3.18 Peer Review Support
   3.19 Compliance Codes
3.20 Exclusion from Medicare
3.21 Employed or Independently Contracted Physicians
3.22 Hospitalists
3.23 Voting Rights
3.24 Payment of Dues and Use of Medical Staff Funds
3.25 Compliance with Hospital Policy
3.26 Leaves of Absence
3.27 Term of Membership

4. Categories of Membership
   4.1 Active Category
   4.2 Consulting Category
   4.3 Courtesy Category
   4.4 Administrative Category
   4.5 Affiliate or Community Category
   4.6 Call Coverage Category
   4.7 Telemedicine Category
   4.8 Temporary Category
   4.9 Changing Categories

5. Application Process for New and Renewed Membership
   5.1 Pre-Application Issues
   5.2 Content of the Application Form
   5.3 Application Procedure
   5.4 Review of Professional Liability History
   5.5 Application Deadlines
   5.6 Expedited Credentialing
   5.7 Drug Testing

6. Clinical Privileges
   6.1 Exclusive Mechanism for Granting Privileges
   6.2 Standards and Criteria for Granting Privileges
   6.3 Admitting Privileges
   6.4 Privileges in More than One Department
   6.5 Right to Exercise Privileges Conferred
   6.6 Temporary Privileges
   6.7 Disaster Privileges
   6.8 Exclusive Contracts
   6.9 Telemedicine Privileges
   6.10 Core Privileging
   6.11 Histories and Physicals
   6.12 Resigning/Relinquishing/Surrendering Privilege

7. Peer Review
   7.1 Focused and Ongoing Professional Practice Evaluation –“FPPE” and “OPPE”
   7.2 Proctoring
   7.3 External Peer Review
   7.4 Review of Allied Health Professionals
   7.5 Corrective Action
   7.5 No Corrective Action Exemption
   7.6 Initiation of Corrective Action
7.7 Sexual Harassment
7.8 Code of Conduct
7.9 Summary Suspension
7.10 Automatic Suspension

8. Hearings
  8.1 Hearing Process
  8.2 Actions Resulting in Entitlement to Hearing Rights
  8.3 Statutory Standards for Hearings
  8.4 Hearing Body
  8.5 Hearing Panel with a Hearing Officer
  8.6 Hearing Panel Decision
  8.7 Allied Health Professional Hearing and Appeal Rights

9. Appeals

10. Reporting Actions to Governmental Agencies

11. Officers and Representatives of the Medical Staff
  11.1 Elections
  11.2 Qualifications
  11.3 Conflicts of Interest
  11.4 Duties of Medical Staff Officers
  11.5 Duties of Medical Staff Representatives
  11.6 Orientation and Training of Officers
  11.7 Compensation of Officers
  11.8 Removal of Officers

12. Departments
  12.1 Department Chair Authority
  12.2 Selection of a Department Chair
  12.3 Department Leadership Orientation and Training
  12.4 Compensation of Department Chairs
  12.5 Department Meetings

13. Committees
  13.1 Budget Committee
  13.2 Bylaws Committee
  13.3 Continuing Medical Education Committee
  13.4 Credentials Committee
  13.5 Hospitalist Advisory Committee
  13.6 Infection Control Committee
  13.7 Joint Conference Committee
  13.8 Medical Executive Committee
  13.9 Peer Review Committee
  13.10 Quality Assurance/Performance Improvement Committee
  13.11 Utilization Review Committee
  13.12 Wellness Committee/Medical Staff Assistance Committee
  13.13 Compensation for Committee Work
14. Meetings
   14.1 Agendas and Minutes
   14.2 Special Meetings
   14.3 Attendance Requirements
   14.4 Voting
   14.5 Executive Session
   14.6 Quorum Requirements

15. Medical Directors, Chief Medical Officers, Vice Presidents for Medical Affairs, and other Medical Staff Administration

16. Release, Immunity, and Indemnification

17. Confidentiality Protections and Obligations
   17.1 Medical Staff Records
   17.2 Member Credentials Files

18. Credentials Disclosure in the Hospital

19. Amendment of Medical Staff Bylaws, Rules and Regulations, and Policies
   19.1 Bylaws Amendment Process
   19.2 Approval of Amendments
   19.3 Rules and Regulations
   19.4 Medical Staff Policy
   19.5 Conflict Management
   19.6 Inconsistency in Governing Documents
   19.7 External Effects on the Medical Staff Bylaws
      19.7.1 Hospital Transactions
      19.7.2 Hospital Bylaws

Appendices
   Appendix A: AMA Principles for Strengthening the Physician-Hospital Relationship
   Appendix B: Medical Staff Unification/Disunification Discussion Guide
   Appendix C: AMA Model Medical Staff Code of Conduct
   Appendix D: AMA Conflict of Interest Guidelines for the Organized Medical Staff
   Appendix E: AMA Principles for Developing a Sustainable and Successful Hospitalist Program
   Appendix F: Medical Staff and Hospital Engagement of Community Physicians
   Appendix G: AMA Guidelines for Hospital Compliance Program Audits and Investigations
   Appendix H: AMA Model Conflict Management Process