

## **BYLAWS**

### **UNIVERSITY MEDICAL CENTER OF SOUTHERN NEVADA**

#### **STATEMENT OF OWNERSHIP AND PURPOSE**

University Medical Center of Southern Nevada (“UMC”) is an enterprise fund owned by Clark County, and operated within the required health care license/certification/permit to serve the community both as a County and as a public hospital within the meaning of the current Nevada Revised Statutes (NRS) and the provisions stated herein. Pursuant to NRS 450.090, the Clark County Board of Commissioners is the ex officio UMC Board of Hospital Trustees (the “Board of Trustees”). The role and purpose of UMC is to provide an organization and facility supporting qualified medical professionals in providing quality health care to patients treated at UMC. The primary responsibility and goal of the Board of Trustees is to further the role and purpose of UMC by providing oversight and advice to UMC, thereby facilitating the establishment of policies, providing for necessary resources for the maintenance of quality patient care and patient safety and the provision of organizational management and planning all in a manner that is responsive to the needs of UMC’s primary service areas.

#### **PREAMBLE**

For the more orderly conduct of the business of UMC, the Board of Trustees, adopts the following as the Bylaws of UMC:

#### **ARTICLE I**

##### **BOARD OF TRUSTEES**

###### **A. POWERS**

Subject to limitations of Nevada law and subject to the duties of the Board of Trustees as prescribed in these Bylaws, all corporate powers relating to UMC shall be exercised by or under the authority of the Board of Trustees, and the business and affairs of UMC shall be controlled by the Board of Trustees.

It is hereby expressly declared that the Board of Trustees shall have the power to conduct, manage and control the affairs and business of UMC, including creating committees of the Board of Trustees e.g. The University Medical Center of Southern Nevada Governing Board (the “Governing Board”) , with formally delegated responsibilities as authorized or permitted to do, within the scope of the Articles herein, as well as applicable state, federal or other laws.

## **B. BUDGET**

The Board of Trustees shall annually review and adopt a budget in accordance with NRS 450.230 and Chapter 354 of Nevada Revised Statutes also known as the Local Government Budget and Finance Act.

## **C. NUMBER, ELECTION AND TERM OF OFFICE**

The Board of Trustees shall consist of the Clark County Commissioners serving pursuant to NRS 450.090 for the term of office set forth in NRS 244.030. The Board of Trustees members shall have the qualifications set forth in NRS 244.020. All members shall be voting members.

## **D. VACANCIES**

Vacancies on the Board of Trustees by reason of death, resignation or other cause shall be filled in accordance with Nevada law. Appointees shall hold office until the next following general election in the usual manner.

## **E. QUORUM**

At all meetings of the Board of Trustees, four members shall constitute a quorum for the transaction of business. A smaller number of Trustees may, for lack of a quorum, adjourn any meeting of the Board of Trustees to a future date.

## **F. MEETINGS**

Regular meetings of the Board of Trustees shall be held on the first and third Tuesday of each month at 9:00 a.m. at the County Government Center, 500 South Grand Central Parkway, Las Vegas, Nevada. If said meeting falls on a designated holiday, the meeting shall be held on the next succeeding business day thereafter or as determined by the Board of Trustees. Notice of any meeting of the Board of Trustees shall be given in accordance with Chapter 241 of the Nevada Revised Statutes.

Special emergency meetings of the Board of Trustees for any purpose(s) shall be held whenever called by the Chairperson, or if the Chairperson is absent and/or unable to be present, then by the Vice-Chairperson, or by any five members of the Board of Trustees in accordance with the procedures for noticing an emergency meeting contained in Chapter 241 of the Nevada Revised Statutes.

## **G. OFFICERS**

An appointed Clark County Commissioner shall serve as the Chairperson of the Board of Trustees (the "Chairperson") and Vice-Chairperson of the Board of Trustees (the "Vice-Chairperson"). The County Clerk shall serve as Secretary of the Board of Trustees (the "Secretary"). The Treasurer of the County of Clark shall also serve as Treasurer of the Board of Trustees (the "Treasurer"), as specified in the Nevada Revised Statutes.

Responsibilities of the Officers are as follows:

**1. CHAIRPERSON**

An appointed Clark County Commissioner shall serve as the Chairperson of the Board of Trustees and shall preside at all meetings of the Board of Trustees. The Chairperson shall have the powers to perform such acts as may be assigned by the Board of Trustees and these Bylaws, as well as such duties incident to the Office of the Chairperson and as from time to time may be prescribed respectively by the Board of Trustees, these Bylaws, the Bylaws of the Medical and Dental Staff and the Medical and Dental Staff's Rules and Regulations.

**2. VICE-CHAIRPERSON**

In the absence or disability of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson, and when so acting shall have the powers of, and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall have such other duties incident to the Office of the Vice-Chairperson and as from time to time may be prescribed respectively, by the Board of Trustees, these Bylaws, the Bylaws of the Medical and Dental Staff and the Medical and Dental Staff's Rules and Regulations.

**3. SECRETARY**

The Secretary shall keep, or cause to be kept, a book of minutes, at the principal office or such other place as the Board of Trustees may order. Minutes shall include the date, time and place of all meetings of the Board of Trustees, whether regular meeting or special, and if special, how authorized, the notice thereof given, and the names of those present at the Board of Trustees meetings. The Board of Trustees has designated the County Clerk as the ex officio Secretary.

**4. TREASURER**

The Treasurer, in accordance with the laws of Nevada, shall keep, or cause to be kept, full and accurate accounts of the receipts and disbursements in books to be kept for that purpose. The Treasurer shall receive and disburse, or cause to be disbursed, all monies and other valuables of the organization in the name of and to the credit of UMC, in such depositories as may be designated by the Board of Trustees. The Treasurer shall render, or cause to be rendered, to the Board of Trustees, whenever they may require, accounts of all transactions as Treasurer and of the financial condition of the organization. All such duties, as well as others designated by the Board of Trustees, shall be subject to the Board of Trustees' direction and approval.

A vacancy in any office of the Board of Trustees (except that of Treasurer) because of death, resignation, removal, disqualification or any other cause will be filled according to law and these Bylaws.

## **H. ATTENDANCE REQUIREMENTS**

Members of the Board of Trustees shall comply with the attendance requirements established by Chapter 283 of the Nevada Revised Statutes.

## **I. GOVERNING BOARD**

The Board of Trustees has the authority pursuant to NRS 450.175 to appoint a board which shall exercise powers and duties delegated by the Board of Trustees. Pursuant to Chapter 3.74 of the Clark County Code, the Board of Trustees has appointed the UMC Governing Board. The Governing Board's responsibilities are determined by Chapter 3.74 of the Clark County Code, as may be amended from time to time.

## **J. OTHER COMMITTEES**

The Chairperson of the Board of Trustees, subject to the approval of the Board of Trustees, shall appoint other committees as deemed necessary. Such committees shall be subject at all times to the control of the Board of Trustees. The Medical and Dental Staff Committees shall be appointed in accordance with the provisions of the UMC Medical and Dental Staff Bylaws and Rules and Regulations.

## **K. COMPENSATION**

A Trustee may receive compensation for services rendered in attending to the business and affairs of UMC as may be permitted by any applicable provisions of the Nevada Revised Statutes.

## **L. INDEMNIFICATION**

In accordance with NRS 41.0349, UMC shall indemnify and hold harmless each member of the Board of Trustees, the Governing Board and the Medical Executive Committee (each, a "Member") against any and all expenses, including attorney's fees and court costs, actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding to which a Member is made a party by reason of his/her being a Member, except in relations to matters as to which he/she shall be adjudged in such action, suit or proceedings to be liable for gross negligence or misconduct in the performance of his/her duties as a Member. Indemnification shall include reimbursement of amounts paid in settlement and expenses actually and necessarily incurred by such Member in connection therewith, but such indemnification shall be provided only if UMC is advised by its counsel that, in his/her opinion:

1. Such settlement is for the best interest of UMC; and
2. The Member to be indemnified has not been guilty of gross negligence or misconduct in respect of any matter covered by such settlement.

Such right of indemnification shall not be deemed exclusive of any right, or rights, to which the Member might be entitled under these Bylaws, any applicable agreements or otherwise.

#### **M. CONFLICT OF INTEREST**

The members of the Board of Trustees and members of the Governing Board shall comply with the provisions of both the Nevada Ethics in Government Law contained in Chapter 281A of the Nevada Revised Statutes and the Ethics in Government Policy adopted by and applicable to the Clark County Board of County Commissioners.

#### **N. DISCHARGE OF DUTIES**

The members of the Board of Trustees and members of the Governing Board shall discharge all duties required of the Board of Trustees members or Governing Board members by virtue of applicable law, including but not limited to the obligations set forth in Chapter 450 of the Nevada Revised Statutes. The members of the Board of Trustees or the Governing Board shall act in accordance with their duties relative to health care cost containment set forth in Chapter 439B of the Nevada Revised Statutes. Failure to discharge these duties shall be resolved in accordance with Chapter 283 of the Nevada Revised Statutes, as applicable.

### **ARTICLE II**

#### **BOARD RESPONSIBILITIES**

##### **A. LIAISON**

By virtue of the representation from the Medical Staff, the Governing Board, and Administration, the Board of Trustees shall serve as, or provide for, the medico-administrative liaison between the Board of Trustees, Administration and Medical Staff. The Board of Trustees shall establish and maintain a systematic and effective mechanism for communication between members of the Board of Trustees, Governing Board, Administration, Medical Staff and the governing bodies and management of any health care delivery organization that is corporately and functionally related to UMC. The Chief of the Medical Staff and UMC's Chief Executive Officer shall be primarily responsible for communications between the Medical Staff and Administration, and also between the Medical Staff, Governing Board, and the Board of Trustees. The Chief Executive Officer shall be primarily responsible for communications between and among the Administration, the Governing Board, the Board of Trustees and any outside, but related health care delivery organization. The Board of Trustees is ultimately accountable for quality of care, service and treatment.

##### **B. STANDARDS COMPLIANCE**

The Board of Trustees shall oversee the acquisition and maintenance of hospital accreditation by an appropriate body approved by the Centers for Medicare & Medicaid Services ("CMS"). It shall require that appropriate evidence based standards be used in a review of UMC's ongoing compliance with accreditation standards.

## **C. INSTITUTIONAL PLANNING**

The Board of Trustees shall designate the UMC Administration to develop long range strategic plans to meet the health demands of the people of Clark County. Administration, the Medical and Dental Staff leadership, the Nursing Department, other departments/services, and appropriate advisers shall be assigned to participate in the planning process.

## **D. DISASTER PLANNING**

The Board of Trustees shall oversee the development and maintenance of UMC's Emergency Operations Plan. The Emergency Operations Plan shall provide for the protection and care of UMC's patients and others at the time of internal and external disaster, adequately reflect the anticipated role of UMC in the event of disasters in nearby communities, and be rehearsed by key personnel at least twice yearly.

## **E. ORGANIZATIONAL PLANNING**

The Board of Trustees shall oversee the process of organizational planning.

### **1. FEATURES OF THE ORGANIZATIONAL PLANNING PROCESS**

The organizational planning process shall include the following minimum features:

- a. Development of an operating budget by the Chief Executive Officer and submitted for approval by the Board of Trustees.
- b. Development of a capital expenditure plan that identifies the objectives of and the anticipated sources of financing for each proposed capital expenditure in excess of \$25,000.
- c. Review and update of the overall plan and budget at least annually.
- d. Establishment of a Performance Improvement and Patient Safety planning processes within UMC through which areas of patient care needs are defined and analyzed, general goals related to each need are established, and specific objectives to meet those goals are set. In addition, alternative courses of action to meet those goals will be identified. The Board shall oversee the implementation of the Performance Improvement and Patient Safety plans and evaluation of the effect of the actions taken.
- e. Establishment of a Conflict Resolution policy(s) which will be inclusive of Governing Board, UMC staff, directed by UMC's Administration, and the Medical Staff, directed by the Leadership inclusive of the Chief of Staff. Leadership is defined as a structure to support operations and the provision of care. This structure is formed by three leadership groups Governing

Body, Senior Managers, Organized Medical Staff.

- f. Oversight to the implementation of the Performance Improvement and Patient Safety approved performance matrix.
2. The Administration, the Medical Staff, the Nursing Service, other departments/services, and outside advisors shall participate in the planning and decision-making structures and processes as appropriate.
3. UMC's scope of services shall be defined in the Leadership Plan for Patient Care, Treatment, and Services and shall be approved by the Board of Trustees.

## **F. PERFORMANCE IMPROVEMENT AND PATIENT SAFETY**

### **1. RESOURCES AND SUPPORT SYSTEMS**

The Board of Trustees shall provide for resources and support systems for a Board approved UMC-wide Performance Improvement and Patient Safety Programs. The programs shall include activities and mechanisms implemented through the Medical Staff and staffs of the departments/services of UMC, with the support of the Chief Executive Officer. The program shall also include education of UMC's leaders concerning the approach and methods of continuous quality improvement and the reduction of patient care /serious adverse events. At least annually, a report to the Board of Trustees shall be presented regarding the proactive measures taken to reduce the risk of patient safety incidents and errors and any actual medical/healthcare errors.

### **2. IMPLEMENTATION AND REPORTING**

The Performance Improvement and Patient Safety plans shall require participants to implement and report on the activities and mechanism for proactive planning to improve patient care, monitoring and evaluating the quality and safety of patient care, for identifying opportunities to improve patient care, for identifying and resolving problems and evaluating staffing levels for serious patient care events.

### **3. SAME LEVEL OF CARE**

The Performance Improvement and Patient Safety plans shall establish mechanisms designed to assure that all patients with the same health problem are receiving the same level of care at UMC.

### **4. COMPETENCY**

The Performance Improvement plan in concert with Leadership and Human Resources shall establish a process or processes designed to assure that all individuals who provide patient care services, including those who are not subject to the medical staff privilege delineation process, are competent to provide such services. Without limiting the generality of the foregoing, such process or processes shall be designed to assure that all

individuals responsible for the assessment, treatment or care of patients are competent in providing care as appropriate to the ages and needs of the patients served.

## **5. PATIENT SAFETY PROGRAM**

The Board of Trustees shall ensure that a Patient Safety Program is implemented throughout the organization.

## **G. RISK MANAGEMENT**

The Board of Trustees shall provide for resources and support systems for the risk management functions related to patient care and safety. To the extent permitted by restrictions designed to protect patient confidentiality and the peer review privilege, there shall be operational linkages between the risk management functions related to the clinical aspects of patient care and safety and the performance improvement and patient safety function. Existing information from risk management activities that may be useful in identifying opportunities to improve the quality of patient care and/or resolve clinical problems are accessible to the performance improvement and patient safety function. The Medical Staff shall actively participate, as appropriate, in the risk management activities related to the clinical aspects of patient care and safety.

## **H. ENVIRONMENT OF CARE**

The Board of Trustees shall strive to assure a safe environment for patients, personnel and visitors by requiring and supporting the establishment and maintenance of effective Environment of Care programs. The eight components comprised in the program include Safety Management, Security Management, Hazardous Materials & Waste Management, Hazardous Rounds, PI Projects, Utility Management, Fire/Life Safety Management, and Medical Equipment Management.

## **I. DEPARTMENTAL POLICIES AND PROCEDURES**

The Board of Trustees shall require the Medical Staff, Hospital Leadership, staff of departments/services, and others as appropriate to review and revise all department service policies and procedures when warranted. The period between reviewed shall not exceed three (3) years.

## **J. ORIENTATION AND EVALUATIONS**

1. The Board of Trustees and the Governing Board, acting through the Chief Executive Officer and staff, shall provide resources necessary to enable all members of the Board of Trustees to understand and fulfill their responsibilities. An orientation program for all new Board of Trustees' members shall be conducted as well as relevant continuing education programs as may be appropriate from time to time.
2. The Board of Trustees shall review and evaluate its own performance on an annual basis.

3. The Board of Trustees shall require UMC to annually evaluate its performance in relation to UMC's mission, vision, values, and goals for the Performance Improvement Program, Patient Safety Program, Environment of Care Plans, and the Infection Control Program. The Infection Control Program is put into place to help reduce the possibility of acquiring and transmitting infections. The design and scope of the program are determined by the specific risks faced by location, the population(s) served, and the types of services provided.

**K. EMERGENCY MEDICAL TREATMENT AND ACTIVE LABOR ACT**

1. The Board of Trustees shall require UMC to comply with the Emergency Medical Treatment and Active Labor Act of 1985 (EMTALA) and Nevada Revised Statutes 439B.410, *et seq.*, including medical screening, examination and evaluation of patients by a qualified medical person (QMP). QMP shall include: Licensed Independent Practitioner (LIP), Nurse Practitioner, Physician Assistant (PA), and Labor and Delivery Registered Nurse with neonatal resuscitation training.

2. Each QMP, with the exception of an LIP, shall be supervised by a qualified member of the Medical Staff to the extent required under applicable law.

**ARTICLE III**

**HOSPITAL ADMINISTRATION**

**A. SELECTION**

The Governing Board shall select and appoint a Chief Executive Officer (CEO) of the Hospital, who shall be responsible to the Board of Trustees and Governing Board for the overall management and direction of UMC in accordance with the Chief Executive Officer's employment agreement and with the Board of Trustees' policies.

**B. RESPONSIBILITIES AND AUTHORITY**

The Chief Executive Officer's responsibilities shall be inclusive of establishing internal controls to effectively operate the organization by establishing and maintaining information and support systems, recruiting and retaining staff, and conserving physical and financial assets. The Chief Executive Officer shall act as the duly authorized representative of the Board of Trustees in all matters in which the Board of Trustees has not formally designated another representative, and shall be empowered to perform all acts and to execute all documents necessary to make effective the actions taken by the Board of Trustees. The Governing Board shall periodically review the performance of the Chief Executive Officer for compliance with the Chief Executive Officer's employment agreement and with the Board of Trustees' policies.

The Chief Executive Officer shall appoint and employ such subordinates as may be necessary for the proper and efficient operation of the Hospital, in accordance with the directions and policies of the Board of Trustees. In the absence of the Chief Executive Officer a qualified designee(s) shall be designated to perform the duties. The Chief Executive Officer shall serve as liaison officer and channel of communication between the Board of Trustees, Governing Board and the Medical Staff, and between the Board of Trustees, and any auxiliary or foundation. The Chief Executive Officer shall make periodic reports to the Board of Trustees concerning both business and professional matters, sufficient to enable the Board of Trustees to properly discharge its functions and responsibilities.

The Chief Executive Officer or his/her designee shall report to the Board of Trustees regarding the operation of UMC, and as a part of this report, shall educate and orient the Board of Trustees in regard to UMC operations and any special matters which may at the time be affecting the hospital industry in general. The Chief Executive Officer will bring all matters requiring Board approval to the Board of Trustees at its regularly scheduled meetings.

Neither the Medical and Dental Staff, Governing Board, or the Board of Trustees may unilaterally amend, alter, add to, delete from, or otherwise change any portion of the Bylaws of the Medical and Dental Staff or the Medical and Dental Staff's Rules and Regulations. Changes to these may only be made following mutual approval of these Medical and Dental Staff Bylaws by majority of both the Medical and Dental Staff and the Board of Trustees and if necessary utilizing the Conflict Management Policy process.

## **ARTICLE IV**

### **MEDICAL AND DENTAL STAFF**

#### **A. DEFINITION**

For the purpose of these Bylaws, "Medical and Dental Staff" is defined as doctors of medicine, doctors of osteopathy, doctors of dental surgery and dentistry, and advanced practice registered nurses who have met the requirements for membership set forth in the Bylaws of UMC's Medical and Dental Staff, and who have been approved as members thereof.

#### **B. PRIVILEGES, APPOINTMENTS AND REAPPOINTMENTS**

Acting upon the advice of the Medical and Dental Staff, the Board of Trustees, or its designee, may appoint a Medical and Dental Staff composed of physicians, dentists, and advanced practice registered nurses, who are graduates of recognized professional schools, and shall see that they are organized into a responsible administrative unit and adopt such bylaws, and/or associated manuals for government of practice at UMC as the Board of Trustees deems to be of the greatest benefit to the care of patients within UMC. All appointments to the Medical Staff shall be for a period of up to two years or until the next biennial reappointment period, whichever occurs first. The Board of Trustees hereby delegates to the Governing Board, in collaboration with the Medical Staff, the authority to approve all appointments and reappointments of practitioners to the Medical and

Dental Staff; approve all credentialing and re-credentialing of eligible individuals requesting clinical privileges; and review adverse recommendations and decisions of the Medical Executive Committee pursuant to this Article and the UMC Medical and Dental Staff Bylaws.

### **1. PROCEDURE FOR APPOINTMENT**

All appointments, reappointments or additions to the Medical Staff shall be made in the following manner:

- a. At any regular scheduled meeting of the Governing Board, the Governing Board shall officially approve eligible individuals for Medical and Dental Staff membership based on the specific recommendations of the Medical Executive Committee.
- b. At the time of appointment the Governing Board shall delineate clinical privileges for each eligible individual.

### **2. REAPPOINTMENTS**

The Governing Board shall reappoint the members of the Medical & Dental Staff as recommended by the Medical Staff.

### **3. ADVERSE RECOMMENDATIONS AND DECISIONS**

A party that is aggrieved by a final decision of the Medical Executive Committee that is an adverse decision or recommendation as defined in the Bylaws of the Medical and Dental Staff is entitled to review of that decision in accordance with the Fair Hearing Plan approved and adopted by this Board of Trustees.

## **C. CONFLICT RESOLUTIONS**

The Board of Trustees provides for a system for resolving conflicts among Administration, Governing Board, and/or Medical Staff and the individuals under their leadership. These differences may include recommendations concerning Medical Staff appointments, reappointments, termination of appointments, and the granting or revision of clinical privileges within a reasonable time frame.

## **D. MEDICAL STAFF BYLAWS AND RULES AND REGULATIONS**

The Medical and Dental Staff's Bylaws and Rules and Regulations setting forth its organization and governance, shall be recommended by the Medical and Dental Staff and approved by the Governing Board and Board of Trustees. In the event of inconsistency of Medical Staff and Dental Staff's Bylaws with these Bylaws, the latter shall prevail to the extent allowable by state and Federal law.

## **E. REVIEW OF GOVERNING DOCUMENTS**

The Medical and Dental Staff shall periodically review the Bylaws and Rules and Regulations of the Medical and Dental Staff and make recommendations to the Board of Trustees regarding necessary revisions. The Board of Trustees and the Governing Board shall review and approve the Bylaws and Rules and Regulations of the Medical and Dental Staff following receipt of recommendations from the Medical Staff relating to those reviews and revisions.

## **F. EXCLUSION FROM FEDERAL OR STATE HEALTH CARE PROGRAM**

Any individual or entity who is excluded from any Federal or State Health Care program, including, but not limited to, Medicare or Medicaid or any other health care program administered by the Department of Health and Human Services or any State or Federal health regulatory agency, shall not be allowed to admit patients or perform procedures within the UMC system. Whenever membership is terminated pursuant to this section, the Attending Physician, Chief of Staff and/or the terminated member's Department Chairperson shall take all necessary steps to ensure that the care of any patient currently under the terminated member's care at UMC is transferred to another appropriate practitioner. The wishes of the patient shall be considered, where feasible, in choosing a substitute practitioner.

## **G. PROFESSIONAL CARE - ADMINISTRATIVE MATTERS**

In the professional care of patients, the attending physician appointed to the Medical and Dental Staff shall have full authority subject only to the policies stated by the Board of Trustees. In administrative matters, the Medical and Dental Staff, as an organized body, shall act in an advisory capacity. The Medical Staff shall have the opportunity to contribute to the planning, budgeting, safety management, and overall performance-improvement activities of the organization. The Medical Staff shall comply with the following administrative procedures:

1. Only a member of the Medical and Dental Staff with admitting privileges shall admit patients to UMC.
2. Only an appropriately licensed practitioner with clinical privileges shall be directly responsible for a patient's diagnosis and treatment within the area of his/her privileges and each patient's general medical condition is the responsibility of a physician or dental member of the Medical and Dental Staff.
3. Medical care of patients provided by Advanced Practice Professionals shall be under the appropriate degree of supervision by a designated licensed practitioner with clinical privileges.
4. Create and participate with Conflict Management Policy and Code of Conduct.

## **H. EVALUATION OF PROFESSIONAL CARE**

The Medical Staff shall conduct a continuing review and appraisal of the quality of professional care rendered at UMC. If professional care is rendered by students or professional graduate education programs, the students must be supervised by a physician member of the medical staff with appropriate privileges. The Medical Staff policies must define the level of supervision for students of professional graduate education programs. Professional graduate education committee(s) and the medical staff will regularly communicate about the safety and quality of patient care provided by and the supervisory needs of the students. The professional graduate education committee(s) and the Board of Trustees, as needed, will periodically communicate about the educational needs and performance of the participants in the program.

## **I. MEDICAL EXECUTIVE COMMITTEE RECOMMENDATIONS**

The Medical Executive Committee shall be required to make recommendations related to the structure and organization of the Medical Staff to the Governing Board for ultimate approval by the Board of Trustees. At a minimum, such recommendations include the following:

1. the structure of the medical staff;
2. the procedure used to review credentials and to delineate individual clinical privileges;
3. the organization of the performance improvement and patient safety activities as well as the procedure used to conduct, evaluate, and revise such activities;
4. the procedure by which membership on the medical staff may be terminated; and
5. the procedure for Fair Hearings.

Notwithstanding the preceding, and in accordance with the Medical and Dental Staff Bylaws and Rules and Regulations approved by the Board of Trustees, the Medical Executive Committee shall make recommendations to the Governing Board for items which have been delegated to it from the Board of Trustees. At a minimum such recommendations include the following:

1. recommendations of individuals for the addition to or removal from the medical staff membership in accordance with all applicable requirements;
2. recommendations for delineated clinical privileges for each eligible individual;

Any such recommendations, and the processes pertaining thereto, shall be set forth in the UMC Medical and Dental Staff Bylaws and Rules and Regulations, as approved by the Board of Trustees.

## **J. PHYSICIANS IN EMPLOYMENT OR UNDER CONTRACT**

Physicians who are employed by UMC or who are on a contract of employment with UMC shall

be subject to removal from their positions with UMC in accordance with the terms of the employment or the contract. Continued Medical Staff privileges and membership on the Medical and Dental Staff shall be a matter to be determined by the Medical Staff in accordance with the Bylaws and Rules and Regulations of the Medical and Dental Staff of UMC.

#### **K. EMPLOYMENT OF PHYSICIANS**

The Board of Trustees, in accordance with Nevada Revised Statutes 450.180, shall have the authority to employ physicians and residents, either full-time or part-time and to fix their compensation, qualifications and duties. This authority may be exercised by the Board of Trustees, Governing Board, or delegated by the Board of Trustees or Governing Board to the Chief Executive Officer from time to time, as the Board of Trustees deems necessary.

#### **L. BYLAWS AND RULES AND REGULATIONS OF UMC'S MEDICAL AND DENTAL STAFF**

Upon approval of membership, each member of UMC's Medical and Dental Staff shall sign an agreement to abide by the Bylaws and Rules and Regulations of the Medical and Dental Staff in implementation of the Medical and Dental Staff Bylaws, including a pledge that the member shall observe all ethical principles of his/her profession. Newly credentialed and reappointed members of the Medical and Dental Staff are provided with a copy of the Code of Conduct.

#### **M. ADVANCED PRACTICE PROFESSIONALS**

In accordance with UMC Medical and Dental Staff Bylaws and Rules and Regulations, the Board of Trustees recognizes the existence of Advanced Practice Professionals. Advanced Practice Professionals consist of Advance Practice Registered Nurses, Physician Assistants, physicians serving short locum tenens positions, telemedicine physicians, house staff such as residents moonlighting in the hospital, Allied Health Professionals or others deemed appropriate by the MEC and Governing Board. Advanced Practice Professionals shall be subject to the UMC Medical and Dental Staff Bylaws, Rules and Regulations, and applicable UMC and Medical Staff policies. Except for those practitioners licensed as an Advanced Practice Registered Nurse, Advanced Practice Professionals may not be members of the Medical and Dental Staff regardless of their credentialing path. The Board of Trustees delegates to UMC's Administration in collaboration with the Medical and Dental Staff the authority to promulgate rules and regulations for the governing of the practice of Advance Practice Professionals at UMC.

### **ARTICLE V**

#### **MISCELLANEOUS PROVISIONS**

**A. PRINCIPAL OFFICE**

The principal office for the transaction of the business of UMC is hereby fixed and located at 1800 West Charleston Boulevard, Las Vegas, Clark County, Nevada.

**B. FOUNDATION**

The Board of Trustees recognizes the role of a foundation to support the purposes of UMC. A foundation may be formally organized to further the role and purpose of UMC.

**C. VOLUNTEER SERVICES**

The Board of Trustees recognizes and values the formation of organized volunteer services to promote quality care and to meet the needs and comfort of UMC patients, families and visitors. Those needs may be met by an organized volunteer service of individuals and groups under the direction of a designated UMC employee or by the establishment of a self-governing auxiliary. When individuals or organized groups perform volunteer services at UMC, a mechanism for oversight of their activities shall be established through a designated, responsible UMC employee.

Oversight of volunteers and individuals shall be conducted as necessary to satisfy UMC accreditation standards and to assure that activities of such organizations and individuals are compatible with the goals and purposes of UMC.

**D. ADOPTION OF BYLAWS**

The Bylaws of UMC, upon adoption at a regular meeting of the Board of Trustees, shall repeal any previous Bylaws and shall become effective on and after the date adopted, and shall be equally binding on the Board of Trustees, the Governing Board, the Medical and Dental Staff, and the Administration of UMC.

These Bylaws shall be supplemented by administrative bulletins and memoranda, issued from time to time as required; such supplemental material shall not be in conflict with the Bylaws, but shall be equally binding.

**E. AMENDMENT OF BYLAWS**

Except as otherwise provided from time to time by law, these Bylaws, or any thereof, may be amended, altered or repealed and new provisions added thereby by the affirmative vote of a quorum at any regular or special meeting of the Board of Trustees, if notice of the proposed alteration, amendment, repeal or addition is distributed to each member of the Board of Trustees a minimum of one week prior to the meeting at which the proposed change(s) are to be presented, and that notice is given in accordance with Chapter 241 of the Nevada Revised Statutes.

**F. NON-DISCRIMINATION**

It is the firm policy of UMC not to discriminate on the basis of national origin, race, gender, religion, race, color, religion, sex, age, national origin, sexual orientation, gender identity or expression, genetic information, marital status, or disability, in the appointment of members of the Medical and Dental Staff, the employment of UMC personnel and the admission of patients. All Medical Staff members, Board members, and UMC personnel shall adhere to such policy.

**G. REVIEW OF BYLAWS**

The Bylaws shall be reviewed at least every other year by the Board of Trustees commencing with the first meeting in October of 1981 and then revised as necessary.

REVISION APPROVED this \_\_\_\_\_ day of \_\_\_\_\_, 2025.

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William McCurdy II, Chairperson  
Board of Hospital Trustees  
University Medical Center of Southern Nevada

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Tick Segerblom, Vice-Chair  
Board of Hospital Trustees  
University Medical Center of Southern Nevada