

**501.419 Variation by corporate action — application of this part.**

1. A cooperative may, by a provision in its articles of organization or bylaws or in a resolution adopted or a contract approved by its board of directors or members, obligate itself in advance of the act or omission giving rise to a proceeding to provide indemnification in accordance with [section 501.412](#) or advance funds to pay for or reimburse expenses in accordance with [section 501.414](#). Any such obligatory provision shall be deemed to satisfy the requirements for authorization referred to in [section 501.414, subsection 3](#), and in [section 501.416, subsection 3](#). Any such provision that obligates the cooperative to provide indemnification to the fullest extent permitted by law shall be deemed to obligate the cooperative to advance funds to pay for or reimburse expenses in accordance with [section 501.414](#) to the fullest extent permitted by law, unless the provision specifically provides otherwise.

2. Any provision pursuant to [subsection 1](#) shall not obligate the cooperative to indemnify or advance expenses to a director of a predecessor of the cooperative, pertaining to conduct with respect to the predecessor, unless otherwise specifically provided. Any provision for indemnification or advance for expenses in the articles of organization, bylaws, or a resolution of the board of directors or members of a predecessor of the cooperative in a merger or in a contract to which the predecessor is a party, existing at the time the merger takes effect, shall be governed by [section 501.618, subsection 3](#).

3. A cooperative may, by a provision in its articles of organization, limit any of the rights to indemnification or advance for expenses created by or pursuant to this part.

4. This part does not limit a cooperative's power to pay or reimburse expenses incurred by a director or an officer in connection with the director's or officer's appearance as a witness in a proceeding at a time when the director or officer is not a party.

5. This part does not limit a cooperative's power to indemnify, advance expenses to, or provide or maintain insurance on behalf of an employee or agent.

[98 Acts, ch 1152, §28, 69; 2003 Acts, ch 66, §24](#)

Referred to in [§501.415](#)