

**504.851 Definitions.**

As used in this part, unless the context otherwise requires:

1. “*Corporation*” includes any domestic or foreign predecessor entity of a corporation in a merger.

2. “*Director*” or “*officer*” means an individual who is or was a director or officer of a corporation or an individual who, while a director or officer of a corporation, is or was serving at the corporation’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other entity. A “*director*” or “*officer*” is considered to be serving an employee benefit plan at the corporation’s request if the director’s or officer’s duties to the corporation also impose duties on, or otherwise involve services by, the director or officer to the plan or to participants in or beneficiaries of the plan. “*Director*” or “*officer*” includes, unless the context otherwise requires, the estate or personal representative of a director or officer.

3. “*Disinterested director*” means a director who at the time of a vote referred to in [section 504.854, subsection 3](#), or a vote or selection referred to in [section 504.856, subsection 2 or 3](#), is not either of the following:

a. A party to the proceeding.

b. An individual having a familial, financial, professional, or employment relationship with the director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the director’s judgment when voting on the decision being made.

4. “*Expenses*” includes attorney fees.

5. “*Liability*” means the obligation to pay a judgment, settlement, penalty, or fine including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses actually incurred with respect to a proceeding.

6. “*Official capacity*” means either of the following:

a. When used with respect to a director, the office of director in a corporation.

b. When used with respect to an officer, as contemplated in [section 504.857](#), the office in a corporation held by the officer. “*Official capacity*” does not include service for any other foreign or domestic business or nonprofit corporation or any partnership, joint venture, trust, employee benefit plan, or other entity.

7. “*Party*” means an individual who was, is, or is threatened to be made a defendant or respondent in a proceeding.

8. “*Proceeding*” means any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative and whether formal or informal.

[2004 Acts, ch 1049, §101, 192; 2005 Acts, ch 19, §123, 126](#)

Referred to in [§504.202](#)