## 501.417 Indemnification of officers.

- 1. A cooperative may indemnify and advance expenses under this part to an officer of the cooperative who is a party to the proceeding because the person is an officer, according to both of the following:
  - a. To the same extent as to a director.
- b. If the person is an officer but not a director, to such further extent as may be provided by the articles of association, the bylaws, a resolution of the board of directors, or contract, except for either of the following:
- (1) Liability in connection with a proceeding by or in the right of the cooperative other than for reasonable expenses incurred in connection with the proceeding.
  - (2) Liability arising out of conduct that constitutes any of the following:
  - (a) Receipt by the officer of a financial benefit to which the officer is not entitled.
  - (b) An intentional infliction of harm on the cooperative or the interest holders.
  - (c) An intentional violation of criminal law.
- 2. The provisions of subsection 1, paragraph "b", shall apply to an officer who is also a director if the basis on which the officer is made a party to a proceeding is an act or omission solely as an officer.
- 3. An officer of a cooperative who is not a director is entitled to mandatory indemnification under section 501.413, and may apply to a court under section 501.415 for indemnification or an advance for expenses, in each case to the same extent to which a director may be entitled to indemnification or an advance for expenses under those provisions.

98 Acts, ch 1152, \$26, 69; 2003 Acts, ch 66, \$22 Referred to in \$501.411