

**490.861 Judicial action.**

1. A transaction effected or proposed to be effected by the corporation, or by an entity controlled by the corporation, shall not be the subject of equitable relief, or give rise to an award of damages or other sanctions against a director of the corporation, in a proceeding by a shareholder or by or in the right of the corporation, on the ground that the director has an interest respecting the transaction, if it is not a director's conflicting interest transaction.

2. A director's conflicting interest transaction shall not be the subject of equitable relief, or give rise to an award of damages or other sanctions against a director of the corporation, in a proceeding by a shareholder or by or in the right of the corporation, on the ground that the director has an interest respecting the transaction, if any of the following apply:

a. Directors' action respecting the transaction was taken in compliance with [section 490.862](#) at any time.

b. Shareholders' action respecting the transaction was taken in compliance with [section 490.863](#) at any time.

c. The transaction, judged according to the circumstances at the relevant time, is established to have been fair to the corporation.

[2013 Acts, ch 31, §41, 82; 2021 Acts, ch 165, §120, 230](#)

Referred to in [§490.831, 490.860, 490.862, 490.863, 491.16A](#)