WEST VIRGINIA CODE: §31E-8-833

§31E-8-833. Directors' liability for unlawful distributions.

(a) A director who votes for or assents to a distribution in violation of this chapter or the articles of incorporation is personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating this chapter if the party asserting liability establishes that when taking the action the director did not comply with section eight hundred thirty of this article.

(b) A director held liable under subsection (a) of this section for an unlawful distribution is entitled to:

(1) Contribution from every other director who could be held liable under subsection (a) of this section for the unlawful distribution; and

(2) Recoupment from each recipient for the amount the recipient accepted, knowing the distribution was made in violation of this chapter or the articles of incorporation.

(c) A proceeding to enforce the liability of a director under subsection (a) of this section is barred unless it is commenced within two years after the date on which the distribution was made.

(d) For purposes of this section, a director is deemed to have voted for a distribution if the director was present at the meeting of the board of directors at the time the distribution was authorized and did not vote in dissent, or if the director consented to the vote pursuant to section eight hundred twenty-one of this article.

WV Legislature