WEST VIRGINIA CODE: §31E-8-856

§31E-8-856. Indemnification of officers.

- (a) A corporation may indemnify and advance expenses under this part to an officer of the corporation who is a party to a proceeding because he or she is an officer of the corporation:
- (1) To the same extent as a director; and
- (2) If he or she is an officer but not a director, to a further extent as may be provided by the articles of incorporation, the bylaws, a resolution of the board of directors, or contract except for:
- (A) Liability in connection with a proceeding by or in the right of the corporation other than for reasonable expenses incurred in connection with the proceeding; or
- (B) Liability arising out of conduct that constitutes:
- (i) Receipt by him or her of a financial benefit to which he or she is not entitled;
- (ii) An intentional infliction of harm on the corporation or the members; or
- (iii) An intentional violation of criminal law.
- (b) The provisions of subdivision (2), subsection (a) of this section apply to an officer who is also a director if the basis on which he or she is made a party to the proceeding is an act or omission solely as an officer.
- (c) An officer of a corporation who is not a director is entitled to mandatory indemnification under section eight hundred fifty-two of this article, and may apply to a circuit court under section eight hundred fifty-four of this article for indemnification or an advance for expenses, in each case to the same extent to which a director may be entitled to indemnification or advance for expenses under those provisions.