# WEST VIRGINIA CODE: §36-13-23

**§36-13-23. Selection of administrators; rights and duties of administrators.**

(a) Unless otherwise provided for in the decentralized unincorporated nonprofit association's governing principles, the members of a nonprofit association may select the nonprofit association's administrators in accordance with §36-13-20 of this code.

(b) If no administrators are selected, none of the members shall be considered administrators for the decentralized unincorporated nonprofit association.

(c) No decentralized unincorporated nonprofit association shall be required to have an administrator, and the rights and duties of all administrators shall be established as part of the authorization of authority to act as an administrator.

(d) If in a record, the governing principles of a decentralized unincorporated nonprofit association may limit or eliminate the liability of an administrator to the nonprofit association or its members for money damages for any action taken, or failure to take any action, as an administrator except liability for:

(1) The amount of financial benefit improperly received by an administrator;

(2) An intentional infliction of harm on the nonprofit association or its members;

(3) An intentional violation of criminal law;

(4) Breach of the duty of loyalty should one exist, unless, following full disclosure of all material facts to the nonprofit association members, the specific act or transaction that would otherwise breach the duty of loyalty is authorized or ratified by approval of the disinterested members pursuant to §36-13-20 of this code; or

(5) Improper distributions.

WV Legislature