WEST VIRGINIA CODE: §36-13-25

§36-13-25. Indemnification; advancement of expenses.

(a) Unless otherwise provided in its governing principles, a decentralized unincorporated nonprofit association may reimburse a member or administrator for authorized expenses reasonably incurred on behalf of the nonprofit association.

(b) A decentralized unincorporated nonprofit association may indemnify a member or administrator for any debt, obligation or other liability incurred in the course of the member or administrator's activities on behalf of the nonprofit association. To be eligible for indemnification, an administrator shall have complied with the duties stated in §36-13-23 of this code. If in a record, a nonprofit association's governing principles may broaden or limit this right of indemnification.

(c) If a person is made, or threatened to be made, a party in a proceeding based on that person's conduct in the affairs of a decentralized unincorporated nonprofit association, that person is entitled, upon written request to the nonprofit association, including through decentralized ledger technology, to receive payment of or reimbursement by the nonprofit association, of reasonable expenses, including attorney's fees and disbursements, incurred by that person in advance of the final disposition of the proceeding. To be entitled to these payments or advances the person making the request shall make a written affirmation that the person has a good faith belief that the criteria for indemnification in subsection (a) of this section have been satisfied and that the person will repay the amounts paid or reimbursed if it is determined that the criteria for reimbursement have not been satisfied. No payment or reimbursement under this subsection shall be made without prior approval, in a record, of the disinterested members under §36-13-2 of this code.

(d) A decentralized unincorporated nonprofit association may purchase and maintain insurance on behalf of a member or administrator for liability asserted against or incurred by the member or administrator in that capacity, whether or not the nonprofit association would have the power to indemnify or advance expenses to the member or administrator against the same liability under this section.

(e) These rights of reimbursement, indemnification and advancement of expense apply to former members or administrators for activities undertaken on behalf of the decentralized unincorporated nonprofit association while they were members or administrators.

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