

Policy No. 1.7: Indemnity

Summary: This addresses how the UUFC will indemnify its directors and officers who may get sued or threatened with a lawsuit in their capacity as a director or officer of the UUFC.

Purpose and Goals: This policy outlines how the UUFC will limit the liability of Board members and officers while they are acting in their capacity as a director or officer of the UUFC. It describes how the UUFC will implement ORS Chapter 65.

Definitions:

“Indemnification” means the UUFC will pay for an attorney to defend its directors or officers who are threatened with a lawsuit and will repay its directors and officers for any judgement and expenses that the director or officer must pay as a result of being sued because of being a director or officer.

“Director” and “officer” are those individuals who carry out the duties and responsibilities of the Board of Trustees and Officers as identified in Article VI of the UUFC Bylaws.

Policy Statements:

A. This corporation (the UUFC) will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation.

B. The UUFC will indemnify its director or officer when:

1. the conduct of the director or officer was in good faith.
2. the director or officer reasonably believed his or her conduct was not opposed to the UUFC’s best interest; or
3. in criminal proceedings, the director or officer had no reasonable cause to believe his or her conduct was unlawful.

C. The UUFC will not indemnify its director or officer when:

1. the UUFC sued the director or officer and won; or
2. the director or officer improperly received personal benefits.

D. No amendment to this policy that limits the UUFC’s obligation to indemnify any person shall have any effect of such obligation for any act or omission that occurs prior to the effective date of the amendment. The UUFC shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally and otherwise.

E. The UUFC shall purchase insurance that provides indemnification coverage for its directors and officers.

Related policies:

Approval history: First reading of Board Feb. 8, 2016

Approved by Board: March 14, 2016

A handwritten signature in blue ink, appearing to read 'Kyle Jansson', written over a horizontal line.

Kyle Jansson, UUFC President