



**INDEMNIFICATION**

**106**

Each Board member and officer, whether or not then in office, must be indemnified by St John's Evangelical Lutheran Church, against costs and expenses, including attorneys' fees, actually and necessarily incurred by that Board member or officer in connection with any action or proceeding to which the Board member or officer is a party by reason of being or having been a Board member or officer of the corporation. This right of indemnification is not exclusive of other rights to which the Board member or officer may be entitled as a matter of law. A Board member or officer may not be indemnified if that Board member or officer is adjudged in the action or proceeding to have committed acts or omissions in the performance of duties as a Board member or officer that constitute willful misconduct or gross negligence.

ADOPTED: 5/7/19