

## ARTICLE XV

### INDEMNIFICATION AND INSURANCE

- 1. Indemnification.** The Association shall indemnify and hold harmless, to the maximum extent permitted by law, each Director, Officer, and employee (whether salaried or not) while acting within the scope of their official duties, as well as any volunteer while acting at the direction of a Director, Officer, or a professional and/or managerial staff person of the Association, from and against any claims, liabilities, settlements, costs, or expenses arising out of any action taken or omitted by such person on behalf of the Association; provided, however, that such person must have acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association; and, with respect to any criminal action or proceeding, such person must have had reasonable cause to believe the conduct in question was lawful.
- 2. Insurance and Funding.** The Board may authorize the purchase of insurance on behalf of any of its Directors, Officers, employees, and volunteers, against any liability asserted against or incurred by any such person which arises out of such person's status as a Director, Officer, employee, or volunteer or out of acts taken in such capacity, whether or not the Association would have the power to indemnify and hold harmless such Director, Officer, employee, or volunteer against that liability under law. Such indemnification shall be limited to the proceeds of any such insurance policy that may be purchased and any additional Association funds that may be available for such purposes.