308A.325 LIMITATION OF DIRECTOR'S LIABILITY.

Subdivision 1. **Articles may limit liability.** A director's personal liability to the cooperative or members for monetary damages for breach of fiduciary duty as a director may be eliminated or limited in the articles as provided in subdivision 2.

Subd. 2. **Restrictions on liability limitation.** The articles may not eliminate or limit the liability of a director:

(1) for a breach of the director's duty of loyalty to the cooperative or its members;

(2) for acts or omissions that are not in good faith or involve intentional misconduct or a knowing violation of law;

(3) for a transaction from which the director derived an improper personal benefit; or

(4) for an act or omission occurring before the date when the provision in the articles eliminating or limiting liability becomes effective.

History: *1989 c 144 art 1 s 23*