



LEAGUE OF WOMEN VOTERS OF DELAWARE, **INC** BYLAWS

(Revision pending approval at 05/22/2021 Convention)

The proposed changes are written using the following format:

- **Strikethrough** denotes words to be deleted.
- **Yellow highlights** denotes either edits for clarification or new wording.

ARTICLE I NAME

SECTION 1. NAME. The name of this corporation shall be the League of Women Voters of Delaware, **Inc.** hereinafter **in these Bylaws** referred to as the League LWVDE. ~~This state League~~ **The LWVDE** is an integral part of the League of Women Voters of the United States hereinafter referred to **in these Bylaws** as the LWVUS.

ARTICLE II PURPOSES AND **POLICIES**

SECTION 1. PURPOSES. The purposes of the League ~~LWVDE~~ are:

A. To promote political responsibility through informed and active participation in government.

B. To act on selected governmental issues.

C. ~~The League of Women Voters of Delaware~~ **LWVDE** is organized and operated exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, ~~the League~~ **LWVDE** shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of the League shall be attempting to influence legislation.

SECTION 2. ~~POLITICAL POLICY~~ **POLICIES.**

A. POLITICAL. ~~The League~~ **LWVDE** shall not support or oppose any political party or any candidate.

B. GOVERNMENTAL. ~~The League~~ **LWVDE** may take action on state governmental measures and policies in the public interest in conformity with the principles and positions of the LWVUS and of the LWVDE.

C. DIVERSITY, EQUITY & INCLUSION POLICY. ~~The League~~ **LWVDE** is fully committed to ensure compliance - in principle and practice - with the LWVUS' Diversity, Equity and Inclusion (DEI) Policy.



ARTICLE III MEMBERSHIP

SECTION 1. ELIGIBILITY. Any person who subscribes to the purposes and ~~policy~~ policies of the League shall be eligible for membership.

SECTION 2. TYPES OF MEMBERSHIP.

A. Voting Members. Persons at least 16 years of age who join the League **LWVDE** shall be voting members of local Leagues, state Leagues, and of the LWVUS;

1. Those who live within an area of a local League may join that League or any other local League;
2. Those who reside outside the area of any local League may join a local League or shall be state members-at-large;
3. Those who have been members of the League for 50 years or more shall be life members excused from the payment of dues.
4. Those who are students are defined as individuals enrolled either as full or part time with an accredited institution.

B. Associate Members. All others who join the League shall be associate members.

ARTICLE IV OFFICERS

SECTION 1. ENUMERATION AND ELECTION OF OFFICES. The officers of the League **LWVDE** shall be a PRESIDENT, a FIRST VICE PRESIDENT, a SECOND VICE PRESIDENT, a SECRETARY, and a TREASURER. The term "president" shall also mean one of two elected co-presidents. They shall be elected by the Convention and shall hold office for a term of two years, or until their successors have been elected and qualified.

SECTION 2. THE PRESIDENT. The President shall preside at all meetings of the organization and of the Board of Directors unless she/he/**they** shall designate someone to preside in her/his stead. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes. The President shall be, ex officio, a member ~~League of Women Voters of Delaware~~ **LWVDE** of all committees except the Nominating Committee. The President shall have such usual powers of supervision and management as may pertain to the office of President and perform such other duties as may be designated by the Board.

SECTION 3. THE VICE-PRESIDENTS. The two Vice Presidents, in the order of their rank, shall in the event of absence, resignation, disability, or death of the President, possess all the powers and perform all the duties of that office. In the event that neither Vice President is able to serve in this capacity, the Board of Directors shall elect one of its members to fill the vacancy. Any person succeeding to the Presidency to fill a vacancy shall hold office for the remainder of



the term for which her/his/**their** predecessor was elected. The Vice Presidents shall perform such other duties as the President and Board may designate.

SECTION 4. THE SECRETARY. The Secretary shall keep minutes of all Conventions of the League **LWVDE**, and of all meetings of the Board of Directors. The Secretary shall send a copy of the Convention minutes to the state President and the League **LWVDE** office within sixty days of the Convention. The Secretary shall notify all Officers and Directors of their elections. The Secretary shall sign, ~~with the President, all contracts and other instruments when so authorized by the Board, and~~ shall perform such other functions as may be incident to her/his/**their** office.

SECTION 5. THE TREASURER.

- A. The Treasurer, or her/his/**their** duly appointed assistant, shall collect and receive all **monies** due. The Treasurer shall be custodian of these **monies**, shall deposit them in financial institutions designated by the Board of Directors and shall disburse the same only upon order of the Board of Directors. The Treasurer will oversee any paid professional employed by the League to perform the bookkeeping functions of the League **LWVDE**. The Treasurer shall present periodic statements to the Board at its regular meetings and an annual report within 120 days of year-end. The Treasurer shall present periodic statements to the Board at its regular meetings and an annual report within 120 days of year-end.
- B. The books of the Treasurer shall be independently reviewed at least biennially. ~~at the end of each term.~~ **The Treasurer shall, with the President, sign all contracts and other instruments when so authorized by the LWVDE Board.**
- C. If the office of Treasurer is vacated, the ~~League Board~~ **LWVDE** President shall assume the functions and responsibilities of that office until the President is able to appoint a new Treasurer

**ARTICLE V
BOARD OF DIRECTORS**

SECTION 1. NUMBER, MANNER OF SELECTION AND TERM OF OFFICE. The Board of Directors shall consist of the Officers of the League **LWVDE**, six elected Directors, and not more than six appointed Directors. The Directors shall be elected at each convention and shall serve for a term of two years or until their successors have been elected and qualified. The elected members shall appoint such additional Directors, not exceeding a total of six **at** any time, as they deem necessary to carry on the work of the League **LWVDE**. The term of office of the appointed Directors shall expire at the conclusion of the Convention following their appointment.

SECTION 2. QUALIFICATIONS. No person shall be elected or appointed or shall continue to serve as an officer or director of this corporation unless she/he/**they** is a voting member enrolled in a local League of Women Voters in the State of Delaware. Three consecutive absences from



State **LWVDE** Board meetings without reasonable cause shall be deemed a resignation from the Board.

SECTION 3. VACANCIES. Any vacancy, other than in the office of the President, may be filled until the next Convention by a majority vote of the remaining members of the Board.

SECTION 4. POWERS AND DUTIES. The Board of Directors shall have full charge of the property and business of the corporation, with full power and authority to manage and conduct the same, subject to the instructions of the Convention. The Board shall plan and direct the work necessary to carry out the program on state governmental matters as adopted by the Convention. It shall accept responsibility delegated to it by the Board of Directors of the LWVUS for the organization and development of local Leagues, for the carrying out of program and for promotion in the local Leagues of finance programs requisite to further the work of the local Leagues as a whole. **There shall be an Advocacy Corps, the chairperson of which is appointed by the Board President.** The Board shall create and designate such **other** special committees, as it may deem necessary.

SECTION 5. REGULAR MEETINGS. There shall be at least six regular meetings of the Board of Directors annually to include meetings convened in March and April in preparation for the scheduled Council or Convention. The President shall notify each member of the Board of Directors of all regular meetings by email or by mailing to each member's last known post office address, at least one week before any such meeting, notice thereof, giving the time and place of the meeting. No action taken at any regular Board meeting attended by three-fourths of the members of the Board shall be invalidated because of the failure of any member or members of the Board to receive any notice properly sent, or because of any irregularity in any notice actually received.

SECTION 6. SPECIAL MEETINGS. The President may call special meetings of the Board of Directors and shall call a special meeting upon the request in writing or by email of three members of the Board. Members of the Board shall be notified of the time and place of special meetings by email, text, letter or telephone at least two days prior to such meeting. During a Convention the President may, or upon the request of three members of the Board, call a special meeting of the Board by handing the members of the Board a written notice of the time and place of such meeting.

SECTION 7. QUORUM. A majority of the members of the Board of Directors shall constitute a quorum.

SECTION 8. LOCAL LEAGUE PRESIDENTS. Local League presidents or their designees shall have a vote at State Board meetings.

SECTION 9. ELECTRONIC VOTING. To facilitate prompt decision-making between Board meetings when delay seems inadvisable, an electronic vote of Board members may be taken.



The following procedures must be followed to assure that LWVDE is in compliance with Title 8 of the Delaware Code relating to electronic notice and voting:

- A. The President deems a prompt decision is necessary;
- B. Sufficient background information is supplied to Board members to enable them to cast an informed vote;
- ~~C. Board members must send their electronic yea or nay vote to all Board members;~~
C. Every Board member must be aware of the electronic yea or nay vote of every other Board member.
- ~~D. In accordance with Delaware Corporate law, All members of the Board must vote affirmatively for the proposed action for it to be approved.~~
- E. The vote, either yea or nay, shall be reaffirmed for recording purposes in the minutes at the next Board meeting.

SECTION 10. ELECTRONIC MEETINGS. ~~Board meetings may also be conducted using electronic means of communication (e.g. Skype, conference call, etc.) as long as all Board members have been notified in advance, arrangements for participation have been made to be inclusive, and a quorum is expected to participate.~~

The following procedures must be followed to assure that LWVDE is in compliance with Title 8 of the Delaware Code relating to electronic notice and electronic meetings:

- A. Board meetings, including Convention and Council meetings, may be conducted using electronic means of communication (e.g. Skype, Zoom, conference call, etc.) providing all Board members, as well as LWVDE delegates attending Convention and Council meetings, have been notified at least two weeks in advance.
- B. Arrangements for participation have been made to be inclusive so that all persons participating in the meeting can hear each other.
- C. A quorum is expected to participate.

ARTICLE VI RECOGNITION OF LOCAL AND PROVISIONAL LEAGUES

SECTION 1. STATUS. Local and Provisional Leagues shall be established and operated as divisions or chapters of the state League LWVDE in accordance with the terms hereinafter set forth. Such status as divisions or chapters shall not, however, ~~delegate~~ deviate from the primary responsibility of the local Leagues to the LWVUS.

SECTION 2. LOCAL LEAGUES.



- A. Local Leagues are those Leagues that have been so recognized by the LWVUS.
- B. The Board of Directors shall recommend to the ~~National~~ LWVUS Board that the ~~National~~ LWVUS Board recognize as a local League any group of members of the LWVUS in any community within the state provided the group meets recognition standards for local Leagues as adopted by the ~~National~~ LWVUS Convention
- C. In the event of recurring failure of a local League to meet recognition standards, the Board of Directors shall recommend to the ~~National~~ LWVUS Board that the National Board withdraw recognition from the local League. All funds held by a local League from which recognition has been withdrawn shall be paid to the LWVDE.

SECTION 3. PROVISIONAL LEAGUES.

- A. Provisional Leagues are those Leagues that have been so recognized by the LWVDE.
- B. The LWVDE Board of Directors has a responsibility for the establishment of new Leagues. For this purpose, the Board may organize a group of citizens in a community in which no local League exists and shall recognize the group as a provisional League when it meets the recognition standards adopted by the ~~National~~ LWVUS Convention.
- C. The LWVDE Board of Directors shall withdraw recognition from a provisional League for recurring failure to meet the standards for recognizing a provisional League or for failure to progress toward recognition as a local League. All funds held by a provisional League from which recognition has been withdrawn shall be paid to the LWVDE.

ARTICLE VII NOMINATIONS AND ELECTIONS

SECTION 1. NOMINATING COMMITTEE. The Nominating Committee shall consist of five members, two of whom shall be members of the LWVDE Board of Directors. The chairperson and two members, who shall not be members of the LWVDE Board of Directors, shall be elected by the Convention. The current Nominating Committee shall make nominations for these offices. The Board of Directors shall appoint the other members of the Committee soon after the Convention. The Board of Directors shall fill any vacancy occurring in the Nominating Committee by reason of death, resignation or disqualification. The LWVDE President of the League shall send the name and address of the chairperson of the Nominating Committee to the President of each recognized local League.

SECTION 2. SUGGESTIONS FOR NOMINATIONS. The chairperson of the Nominating Committee shall request, through the president of each local League, suggestions for nominations for offices to be filled. The president or secretary of such local League shall send suggestions for nominations by local Leagues to the chairperson of the Nominating Committee at least three months before the Convention. Any LWVDE member may send suggestions to the chairperson of the Nominating Committee.



SECTION 3. REPORT OF NOMINATING COMMITTEE AND NOMINATIONS FROM THE FLOOR. The report of the Nominating Committee of its nominations for officers, directors, and the chairpersons and two members of the succeeding Nominating Committee shall be sent to the local Leagues one month before the date of the Convention. The report of the Nominating Committee shall be presented to the Convention at its first meeting. Immediately following the presentation of this report, nominations may be made from the floor, provided that the consent of the nominee(s) shall have **has been** secured.

SECTION 4. ELECTION. ~~The election shall be in the charge of an Election Committee appointed by the president at the first meeting of the Convention. The election shall be by ballot, except that when there is but one nominee for each office, it shall be in order to move that the Secretary cast the ballot for every nominee. A majority vote shall constitute an election.~~

When there is more than one nominee for any or all offices, the President shall, at the beginning of the Convention, appoint an Election Committee to be in charge of the election process at the Convention. A majority vote shall determine the election. When there is only one nominee for every office, the President shall move that the Secretary cast the ballot for every nominee.

ARTICLE VIII FINANCIAL ADMINISTRATION

SECTION 1. FISCAL YEAR. The fiscal year of the LWVDE shall be July 1 to June 30.

SECTION 2. FINANCE COMMITTEE

- A. The new LWVDE President with approval of the newly elected LWVDE Board shall appoint the Finance Committee after the LWVDE Convention. The Treasurer shall be an ex-officio member of the Budget Finance Committee but shall not be eligible to serve as ~~chairman~~ chair.
- B. The Finance Committee shall provide ongoing fiscal oversight of financial transactions, including the following:
 - 1. Planning and oversight of audits **the biennial review of the Treasurer's records.**
 - 2. Provide minutes of the quarterly Finance Committee meetings to the Board in regard to LWVDE fiscal affairs.
 - 3. Review all contracts including funded grants that will require funding by the LWVDE.
 - 4. Evaluate proposals for all non-budgeted acquisitions.
 - 5. Report to the Board concerning the fiscal impact of the contract, grants and acquisition.
- C. The budget shall be a responsibility of the Finance Committee working with the Treasurer and will be started at least four months prior to the LWVDE Convention.



SECTION 3. BUDGET. The Board shall submit to the Convention for adoption a budget for the ensuing two years. A copy of the budget shall be sent to each local League President within one week following the regularly scheduled April LWVDE State Board Meeting in that year. The Finance Committee recommendation for the LWVDE PMP per member payment (PMP) for each year of the biennium will be included in the LWVDE board approved recommendation to the local League Presidents.

SECTION 4. DISTRIBUTION OF FUNDS ON DISSOLUTION. In the event of the merger or dissolution of the League for any reason, all money and securities or other property of whatsoever nature which at the time be owned or under the absolute control of the League shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation or winding up of the LWVDE and its affairs, to any member organization of the League of Women Voters national organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of these organizations are then in existence or exempt under those tax provisions, then, at the discretion of the board, to another organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions.

SECTION 5. FINANCIAL SUPPORT. Each local League shall make an annual PMP per member payment (PMP) to the LWVDE in an amount to be determined by a three-fifths vote of those present and voting at the convention. When two or more members reside at the same address in a common household, the payment determined by the Convention shall be made for the first member; a payment equal to one half the per member payment shall be paid for each other member. A local League shall be excused from making a per member payment for honorary life members.

ARTICLE IX PROGRAM

SECTION 1. PRINCIPLES. The governmental principles adopted by the National LWVUS Convention and supported by the League as a whole, constitute the authorization for the adoption of the Program.

SECTION 2. PROGRAM. The Program of the LWVDE shall consist of:

- A. Action to implement the principles, and
- B. Those governmental issues chosen for concerted study and action.

SECTION 3. CONVENTION ACTION. The Convention shall act upon the Program using the following procedures:



- A. Local League Boards and the Advocacy Corps shall make recommendations for revisions to the a Program to the Board of Directors before the regularly scheduled March–State LWVDE Board Meeting in the year in which the Convention is held.
- B. The Board of Directors shall consider the recommendations and shall formulate a proposed Program that shall be submitted to the local League Boards and the Advocacy Corps following the March State LWVDE Board Meeting and prior to each regularly scheduled local League Board meeting and Advocacy Corps meeting.
- C. Recommendations for changes submitted by local League Boards and by the Advocacy Corps shall be considered by the LWVDE Board of Directors at its regularly scheduled April meeting, and its final proposed Program shall be sent within one week to local League Boards and the Advocacy Corps.
- D. When revisions are made in recommended Program items, these items may not be voted on by the Convention in the same “session” in which they are proposed but may be voted on in a subsequent “session” of the same Convention, either on the same day or a subsequent one.
- E. A majority vote shall be required for the adoption of the Program proposed by the Board of Directors.
- F. Any recommendations for the Program submitted to the LWVDE Board of Directors at least two weeks before the Convention, but not proposed by the Board, may be adopted by the Convention provided that consideration is ordered by a majority vote of delegates in a “session” and provided that, in a later “session” of the Convention – either on the same day or a subsequent one – if meeting the proposal receives a 3/5 vote.
- G. Program items may be recommended for cooperative study. Cooperative studies are those that may not be researched by all local Leagues. The Study committee(s) shall act as the resource committee for all Leagues within the State. All local Leagues shall participate in the consensus arising from a Cooperative study.

SECTION 4. COUNCIL ACTION. Emergent issues arising between biennial Conventions may be adopted for study at Council providing that the proposed study:

- A. has been approved by the Board;
- B. an affirmative vote of all local League Boards shall have been reported to the LWVDE President;
- C. notice of the proposed vote at Council shall have been given to local Leagues at least two weeks prior to Council.



SECTION 5. ACTION. Members may act in the name of the ~~League of Women Voters of Delaware~~ **LWVDE** only when authorized to do so by the LWVDE Board of Directors. ~~of the League of Women Voters of Delaware.~~

SECTION 6. LOCAL LEAGUE ACTION. Local Leagues may take action on state governmental matters only when authorized to do so by the **LWVDE** Board of Directors ~~of the LWVDE.~~ Local Leagues may act only in conformity with, or not contrary to, the position taken by the LWVDE, and/or the LWVUS.

ARTICLE X CONVENTION

SECTION 1. PLACE, DATE, AND CALL. A Convention of the LWVDE shall be held in odd numbered years between May 1 and June 15 inclusive, at a time and place to be determined by the Board of Directors. The President shall send a first call for the Convention to the presidents of the local Leagues in January of the year of the Convention. Thereafter, the Board of Directors may advance or postpone the opening date of the Convention not more than two weeks. A final call for the Convention shall be sent to the presidents of the local Leagues at least thirty days before the Convention.

SECTION 2. COMPOSITION. The Convention shall consist of the delegates chosen by the members through the local Leagues in the number provided for in Section 4 of this Article, and the members of the Board of Directors of the LWVDE.

SECTION 3. QUALIFICATION OF DELEGATES AND VOTING. Each delegate shall be a voting member enrolled in a recognized local League in the state of Delaware. Each delegate shall be entitled to one vote only at the Convention even though the delegate may be attending in two or more capacities. One transfer of credentials per delegate is permitted. The total number of credentials transfers per delegation shall not exceed 10% (rounded to the nearest whole number) or one transfer, whichever is greater, of each local League delegation. Absentee or proxy voting shall not be permitted. The Convention shall be the sole judge of whether a delegate is qualified to vote.

SECTION 4. REPRESENTATION **AT CONVENTION.** The members of the LWVUS who are organized into recognized local Leagues in the state of Delaware shall be entitled to representation as follows:

- A. Each local League shall have four delegates, one of whom shall be the President, or her/his/**their** designee.
- B. In addition, a League may have a delegate for the first 8 voting members and an additional delegate for each 8 voting members or major fraction (5 or more) thereof. The ~~record in the~~ LWVDE office has a record of the paid-up voting members for each local League **as of** January of the Convention year. **This record shall determine the number of**



delegates from each local League eligible to attend the Convention as voting members. membership for this purpose.

SECTION 5. POWERS. The Convention shall elect officers and directors as specified in Articles IV and V, shall adopt a budget and per member payment for the ensuing two years, shall consider and authorize for action a Program in accordance with Article IX, Section 3, transact such other business as may be presented.

SECTION 6. QUORUM. Fifteen voting delegates other than the Board of Directors shall constitute a quorum for the transaction of the business of the Convention, provided that there is representation from at least two local Leagues.

ARTICLE XI COUNCIL

SECTION 1, PLACE, DATE, AND CALL A council of the LWVDE shall be held in even numbered years between April 15, and May 31 at a time and place to be determined by the Board of Directors. The President shall issue invitations to the Council that shall consist of local League Presidents and Vice Presidents, or their designees, and the members of the Board of Directors of the LWVDE. The President may also issue invitations to other League members as deemed appropriate.

SECTION 2, POWERS The Council shall amend the budget if needed, give guidance to the Board on Program and methods of work, and hear and discuss local League concerns.

ARTICLE XII NATIONAL LWVUS CONVENTION AND COUNCIL

SECTION 1. NATIONAL LWVUS CONVENTION. The Board of Directors, at a meeting before the date on which names of delegates must be sent to the national office, shall elect delegates to that Convention in the number allowed the LWVDE under the provisions of the LWVUS Bylaws. ~~of the LWVUS.~~

SECTION 2. NATIONAL LWVUS COUNCIL. The Board of Directors, at its meeting preceding the meeting of the Council of the LWVUS, shall elect delegates to such Council in the number allowed the LWVDE under the provisions of the LWVUS Bylaws. ~~of the LWVUS.~~

ARTICLE XIII PARLIAMENTARY AUTHORITY

SECTION 1. PARLIAMENTARY AUTHORITY. The rules contained in Robert's Rules of Order Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.



ARTICLE XIV AMENDMENTS

SECTION 1. AMENDMENTS. The Bylaws may be amended by a two-thirds vote at any Convention, using the following procedures:

- A. Proposals for changes shall be submitted by any local League Board or individual League members before the regularly scheduled March State LWVDE Board meeting.
- B. All amendments proposed by local Boards together with any recommendations of the Board shall be sent to the presidents of the local Leagues within one week following the regularly scheduled April State LWVDE Board meeting.
- C. The presidents of local Leagues shall notify the members of their respective Leagues of the proposed amendments. Failure of a local League president to give such notice or failure of any member to receive such notice shall not invalidate amendments to the Bylaws

ARTICLE XIV INDEMNIFICATION

SECTION 1. Indemnification. LWVDE shall indemnify directors, officers and employees made a party to any legal proceeding by reason of her/his/their service in that capacity unless it is established that:

- A. The act or omission of such person giving rise to the proceeding was material and was committed in bad faith or was the result of active and deliberate dishonesty.
- B. Such person actually received an improper personal benefit from her/his/their act giving rise to the proceeding, or
- C. In the case of criminal proceeding, such person had reasonable cause to believe that the act or omission giving rise to the proceeding was unlawful. LWVDE shall not however, indemnify a director, officer and employee in any proceeding brought by LWVDE against such person (or by such person against the LWVDE).

SECTION 2. Reimbursement/Advancement of Expenses. The LWVDE shall reimburse, and advance expenses to, any director, officer or employee made a party to any legal proceeding by reason of her/his/their service in that capacity incurs in defending herself/himself/their self in such proceeding if such person is entitled to indemnification under SECTION 1 of this Article.

SECTION 3. Board Determination. Sections 1 and 2 of this Article are intended to create legal obligations on LWVDE to indemnify and reimburse and advance expenses as set forth therein. The Treasurer shall not, however, disburse any monies or incur any obligations thereunder without the prior approval of the Board. If a director, the person seeking indemnification, reimbursement or advance of expenses shall not participate in the vote for approval.



SECTION 4. Liability of Directors. The LWVDE Board of Directors shall have no right, title, or interest in or to the property of the Corporation. Except as otherwise required by law, no director shall be personally liable for the debts, liabilities or obligations of the Corporation.

SECTION 5. Insurance. The LWVDE shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.