

**NONPROFIT CORPORATION ACT (EXCERPT)**  
**Act 162 of 1982**

**450.2552 Rights of director against whom claim successfully asserted under MCL 450.2551.**

Sec. 552. (1) A director against whom a claim is successfully asserted under section 551 is entitled to contribution from the other directors who voted for, or concurred in, the action on which the claim is asserted.

(2) A director against whom a claim is successfully asserted under section 551 is entitled, to the extent of the amounts paid by him or her to the corporation as a result of the claims, to all of the following:

(a) If the director pays the corporation any amount of an improper share dividend or distribution, to be subrogated to the rights of the corporation against shareholders or members that received the share dividend or distribution in proportion to the amounts received by them.

(b) If the director pays the corporation any amount of the purchase price of an improper purchase of shares or memberships, to have the corporation rescind the purchase and recover for his or her benefit, but at his or her expense, the amount of the purchase price from any seller that sold the shares or memberships with knowledge of facts indicating that the purchase of shares or memberships by the corporation was not authorized by this act, or to have the corporation assign to the director any claim against the seller and, if consistent with its articles of incorporation and bylaws, the shares or memberships.

(c) If the director pays the corporation the claim of a creditor because of a violation of section 551(1)(b), to be subrogated to the rights of the corporation against shareholders or members that received an improper distribution of assets.

(d) If the director pays the corporation the amount of a loan made improperly to a director, officer, or employee, to be subrogated to the rights of the corporation against the director, officer, or employee who received the improper loan.

**History:** 1982, Act 162, Eff. Jan. 1, 1983;—Am. 2014, Act 557, Imd. Eff. Jan. 15, 2015.