

## Business Planning - Limited Liability Companies

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**Group B:** Jake, Sierra, Ryan

**Group C:** Ted, Nicole, Peter

**Group D:** Alexzandra, Alan, Daniel

### Expertise Group A: Apparent and Actual Authority; Dissociation & Dissolution

Discuss the actual & apparent authority of members and/or managers.  
See, §§ 17701.02(n), 17703, 17704.07

Discuss dissociation & dissolution

See, §§ 17701.12(b), § 17704.04(b), § 17706.01 - §17706.03, § 17707.01, § 17707.03, § 17707.04, § 17707.05, § 17707.06, *et. seq.*

### Expertise Group B: Formation, Membership

How and when, exactly, is an LLC formed? What are the functions of the Articles of Organization and the Operating Agreement? What must be included in the Articles of Organization? Are there name limits? See, §§17701.02(k) & (s), 17701.06, 17701.08, 17701.09, 17701.10, 17701.11, 17701.13, 17702.01, 17702.05.

How does a person become a member? See, §§ 17704.01, 17704.02, 17704.03

### Expertise Group C: Management & The Obligations of Members; Miscellaneous Matters

Distinguish manager based LLC's from non-manager based LLC's. What are the rights of **non-managing** members to vote and participate in the affairs of the LLC? See, §§ 17701.10(c)(6) & (10), 17701.02(l)-(q), 17702.01(b)(5) & (6), **\*\*17704.07\*\***.

Can members voluntarily withdraw and get their contribution back? Can members be expelled? Are members entitled to hold meetings? How are meetings conducted? See, §§ 17706.01, 17701.02(n), (o), (p), (q), (l), (m), 17701.10(c), 17701.13(d)(2), 17702.01(b)(5) & (6), **\*\*17704.07\*\***, page 195 Statutory Supplement.

### Expertise Group D: Interests of Members; Duties of Care & Loyalty; Good Faith

Student #1: Describe the interests of the members (economic, information, voting, management). Describe the default rules regarding the transferability of the interest(s) of the members of the LLC. Discuss both voluntary and involuntary transfers. Discuss how we should handle transferability in a manager-managed LLC. See, §§17701.02(r), (z), (aa), (ab), 17701.12(b), 17701.13(d)(1), **\*\*17705\*\***

Student #2: Duties of loyalty, care & good faith: Describe the duties of loyalty and care of managers and non-managers. See §§ 17704.10(c)(4), (5), (14), (15) & (16), 17704.10(d), (e), (f) & (g), **\*\*17704.09. See also, RUPA § 16404\*\***