

Cherokee Nation Code Annotated
Title 18: Corporations
Chapter 2: Cherokee Nation Limited Liability Company Act
Article 1: General Provisions
§ 205. Definitions
Cite as: 18 CNCA § 205

As used in this chapter unless the context otherwise requires:

1. **"Act"** means the Cherokee Nation Limited Liability Company Act.
2. **"Articles of organization"** means documents filed under 18 CNCA § 213 for the purpose of forming a limited liability company.
3. **"Business"** means any trade, occupation, profession or other activity regardless of whether engaged in for gain, profit or livelihood.
4. **"Debtor in bankruptcy"** means a person who is the subject of an order for relief under Title 11 of the United State Code or a comparable order under a successor statute of general application or a comparable order under federal, state, or foreign law governing insolvency.
5. **"Distribution"** means a transfer of money, property, or other benefit from a limited liability company to a member in the member's capacity as a member or to a transferee of the member's membership interest.
6. **"Entity"** means a person other than an individual.
7. **"Foreign limited liability company"** means an unincorporated entity organized under laws other than the laws of Cherokee Nation which afford limited liability to its owners comparable to the liability under 18 CNCA § 223 and is not required to obtain a certificate of authority to transact business under any law of Cherokee Nation other than this chapter.
8. **"Government-owned limited liability company"** means an entity wholly-owned by Cherokee Nation or any agency or subdivision thereof.
9. **"Limited liability company"** means an entity that is an unincorporated association or proprietorship having one or more members that is organized and existing under this act.
10. **"Manager"** or **"managers"** means a person or person designated by the members of a limited liability company to manage the limited liability company as provided in the articles of organization or an operating agreement.

11. **"Member"** means a person with an ownership interest in a limited liability company, with the rights and obligations specified under this act.

12. **"Membership interest"** means a member's rights in the limited liability company, collectively, including the member's share of the profits and losses of the limited liability company, the right to receive distributions of the limited liability company's assets, and any right to vote or participate in management.

13. **"Operating agreement"** means any agreement of the members as to the affairs of a limited liability company and the conduct of its business.

14. **"Person"** means an individual, a corporation, an estate, a trust, a general partnership, a limited partnership, a limited liability company, an association, or any other legal, commercial or government entity.

15. **"Principal office"** means the office, whether or not in Cherokee Nation, where the principal executive office of a domestic or foreign limited liability company is located.

16. **"Record"** means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

17. **"Sign"** means to identify a record by means of a signature, mark, or other symbol, with intent to authenticate it.

18. **"State"** means a state, territory, or possession of the United States, a federally-recognized Indian tribe, the District of Columbia or the Commonwealth of Puerto Rico; or any territory or insular possession subject to the jurisdiction of the United States.

19. **"Transfer"** includes an assignment, conveyance, deed, bill of sale, lease, mortgage, security interest, encumbrance, and gift.

Historical Data

LA 32-04, eff. July 16, 2004.