

Cherokee Nation Code Annotated

Title 18: Corporations

Chapter 2: Cherokee Nation Limited Liability Company Act

Article 4: Form of contribution of member

§ 226. Management of limited liability company

Cite as: 18 CNCA § 226

A. Management of company with managers:

1. Except as otherwise provided in the articles of organization, operating agreement, or this act, a limited liability company shall be managed by or under the authority of one or more managers who may but need not be members.

2. The articles of organization or operating agreement may prescribe qualifications for managers.

3. The number of managers shall be specified in or fixed in accordance with the articles of organization or operating agreement.

B. Election and removal of managers:

1. Unless otherwise provided in the articles of organization or operating agreement:

a. The election of managers shall be by majority vote of the members;

b. Any or all managers may be removed, with or without cause, by the written consent of the members.

c. A manager may resign in accordance with the operating agreement or, if the operating agreement does not provide for the manager's resignation, upon notice to the limited liability company.

C. Management of company without designated managers:

1. The articles of organization or operating agreement may provide that the business of the limited liability company shall be managed without designated managers. So long as such provision continues in effect:

a. The members shall be deemed to be managers for purposes of applying provisions of the Cherokee Nation Limited Liability Company Act unless the context clearly requires otherwise;

b. The members shall have and be subject to all duties and liabilities of managers; and

c. A member signing on behalf of the limited liability company shall sign as a manager.

2. A member of a member-managed limited liability company may resign as a member in accordance with the operating agreement or, if the operating agreement does not provide for or prohibit the members' resignation, upon notice to the limited liability company. When a member of a member-managed limited liability company resigns, the member shall cease to have the rights and duties of a member and shall become an assignee, as set forth in Article 5 of this act; provided that the profits and losses of the limited liability company shall continue to be allocated to the member and any binding commitments for contributions shall continue as if the member had not resigned. If the resignation violates the operating agreement, in addition to any remedies otherwise available under applicable law, a limited liability company may recover from the resigning member damages for breach of the operating agreement and offset the damages against the amount otherwise distributable to the resigning member. The member's resignation shall not constitute a withdrawal from the limited liability company.

Historical Data

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