17LSO-0334

**ENGROSSED** 

## SENATE FILE NO. SF0100

Limited liability companies.

Sponsored by: Senator(s) Scott

A BILL

for

- 1 AN ACT relating to limited liability companies; amending
- 2 provisions related to the management of limited liability
- 3 companies; repealing requirement distributions be made in
- 4 money upon dissolution; making conforming amendments; and
- 5 providing for an effective date.

6

7 Be It Enacted by the Legislature of the State of Wyoming:

8

- 9 **Section 1.** W.S. 17-29-102(a) by creating a new
- 10 paragraph (xxiv) and 17-29-407(b)(ii) are amended to read:

11

12 **17-29-102.** Definitions.

13

14 (a) As used in this chapter:

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| 1  | (xxiv) "Majority of the members," unless the                |
|----|---|
| 2  | operating agreement provides otherwise, means:              |
| 3  |   |
| 4  | (A) For a limited liability company formed                  |
| 5  | before July 1, 2010, more than fifty percent (50%) of its   |
| 6  | membership interests based on each member's proportionate   |
| 7  | contribution to the capital of the limited liability        |
| 8  | company, as adjusted from time to time to properly reflect  |
| 9  | any additional contributions or withdrawals by the members, |
| 10 | unless the limited liability company amends its articles of |
| 11 | organization to provide otherwise;                          |
| 12 |   |
| 13 | (B) For a limited liability company formed                  |
| 14 | on or after July 1, 2010, a per capita majority of the      |
| 15 | members.  |
| 16 |   |
| 17 | 17-29-407. Management of limited liability company.         |
| 18 |   |
| 19 | (b) In a member-managed limited liability company,          |
| 20 | unless the articles of organization or the operating        |
| 21 | agreement provide otherwise, the following rules apply:     |
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| 1  | (ii) Each member has equal rights in the                    |
|----|---|
| 2  | management and conduct of the company's activities except:  |
| 3  |   |
| 4  | (A) That a member's interest is otherwise                   |
| 5  | defined in W.S. 17-29-102(a)(xxiv);                         |
| 6  |   |
| 7  | (B) To the extent otherwise provided in any                 |
| 8  | other provision in this chapter; or                         |
| 9  |   |
| 10 | (C) To the extent otherwise represented by                  |
| 11 | the company through an authorized representative in tax     |
| 12 | filings with the Internal Revenue Service in which the      |
| 13 | status elected by the company is not timely disputed by any |
| 14 | member  |
| 15 |   |
| 16 | <b>Section 2</b> . W.S. 17-29-708(d) is repealed.           |
| 17 |   |
| 18 | Section 3. This act is effective July 1, 2017.              |
| 19 |   |

(END)

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