

275.175 Number of votes required to do business -- Circumstances requiring affirmative vote of members -- Written operating agreement for company without members -- No right of dissent -- Written operating agreement provisions relating to right to vote, approve, or consent.

- (1) Unless otherwise provided in the articles of organization, a written operating agreement, or this chapter, the affirmative vote, approval, or consent of a majority-in-interest of the members or a simple majority of the managers, each having a single vote, shall be required to decide any matter connected with the business affairs of the limited liability company.
- (2) Unless otherwise provided in a written operating agreement, irrespective of whether management of the limited liability company is vested in a manager or managers, the affirmative vote, approval, or consent of the members shall be required to:
 - (a) Amend a written operating agreement;
 - (b) Authorize a manager or member to do any act on behalf of the limited liability company that contravenes an operating agreement, including any written provision thereof which expressly limits the purpose, business, or affairs of the limited liability company or the conduct thereof;
 - (c) Amend the articles of organization;
 - (d) Merge or convert the limited liability company or approve a sale of all or substantially all of its assets;
 - (e) Admit a new member, including the assignee of a member, as a member;
 - (f) Remove a member after the assignment of all assignable interest in the limited liability company;
 - (g) Waive an agreement to contribute to the limited liability company;
 - (h) Approve the voluntary dissolution of the limited liability company;
 - (i) Approve any acting contravention of a written operating agreement; or
 - (j) Allow the voluntary resignation of a member from a manager-managed limited liability company.
- (3) Unless otherwise provided in the articles of organization, a written operating agreement, or this chapter, for all purposes of this chapter, the members of a limited liability company shall vote, approve, or consent in proportion to their contributions, based upon the agreed value as stated in the records of the limited liability company as required by KRS 275.185, made by each member to the extent they have been received by the limited liability company and have not been returned.
- (4) In a nonprofit limited liability company that does not have members, the capacity and authority to manage the business and affairs of the company shall be set forth in a written operating agreement.
- (5) Unless otherwise provided in the articles of organization or the written operating agreement, no member of a limited liability company shall have the right to dissent from an amendment to the operating agreement or the articles of organization.
- (6) An operating agreement may set forth provisions relating to notice of the time, place, or purpose of any meeting at which any matter is to be voted on by any

members, waiver of any such notice, action by consent without a meeting, the establishment of a record date, quorum, and voting requirements, voting in person or by proxy, or any other matter with respect to the exercise of any such right to vote, approve, or consent.

- (7) Except as otherwise provided in a written operating agreement, an action requiring the vote, approval, or consent of the members may be taken without a meeting and without prior notice if the vote, approval, or consent is set forth in a writing approved by not less than the necessary number, percentage, or threshold of members, interests, or votes.

Effective: June 29, 2017

History: Amended 2017 Ky. Acts ch. 193, sec. 12, effective June 29, 2017. -- Amended 2015 Ky. Acts ch. 34, sec. 53, effective June 24, 2015. -- Amended 2013 Ky. Acts ch. 106, sec. 6, effective June 25, 2013. -- Repealed and reenacted 2010 Ky. Acts ch. 51, sec. 110, effective July 15, 2010. -- Amended 2007 Ky. Acts ch. 137, sec. 110, effective June 26, 2007. -- Amended 1998 Ky. Acts ch. 341, sec. 29, effective July 15, 1998. -- Created 1994 Ky. Acts ch. 389, sec. 35, effective July 15, 1994.

Legislative Research Commission Note (7/15/2010). 2010 Ky. Acts ch. 51, sec. 183, provides, "The specific textual provisions of Sections 1 to 178 of this Act which reflect amendments made to those sections by 2007 Ky. Acts ch. 137 shall be deemed effective as of June 26, 2007, and those provisions are hereby made expressly retroactive to that date, with the remainder of the text of those sections being unaffected by the provisions of this section."