

Sunsets 1/1/2016

48-2c-805 Delegation of authority and power to manage.

Unless otherwise provided in the articles of organization or operating agreement, a member or manager of a company may not delegate to one or more other persons the member's or manager's, as the case may be, authority and power to manage the business and affairs of the company, except that an entity may designate an authorized representative to act for it. However, if a delegation is permitted in the articles of organization or operating agreement, then the delegation must comply with the following:

- (1) any such delegation must be in writing including, but not limited to, a management agreement or another agreement;
- (2) the scope and duration of the authority delegated shall be specified in the writing;
- (3) the power to revoke the delegation at any time for any or no reason shall be retained by the member or manager;
- (4) any such delegation shall not include any power of substitution without the written consent of the member or manager; and
- (5) any such delegation by a member or manager shall not cause the member or manager to cease to be a member or manager, as the case may be.