

48-3a-601 Power to dissociate as member -- Wrongful dissociation.

- (1) A person has the power to dissociate as a member at any time, rightfully or wrongfully, by withdrawing as a member by express will under Subsection 48-3a-602(1).
- (2) A person's dissociation as a member is wrongful only if the dissociation:
 - (a) is in breach of an express provision of the operating agreement; or
 - (b) occurs before the completion of the winding up of the limited liability company and:
 - (i) the person withdraws as a member by express will;
 - (ii) the person is expelled as a member by judicial order under Subsection 48-3a-602(6);
 - (iii) the person is dissociated under Subsection 48-3a-602(8); or
 - (iv) in the case of a person that is not a trust other than a business trust, an estate, or an individual, the person is expelled or otherwise dissociated as a member because it willfully dissolved or terminated.
- (3) A person that wrongfully dissociates as a member is liable to the limited liability company and, subject to Section 48-3a-801, to the other members for damages caused by the dissociation. The liability is in addition to any debt, obligation, or other liability of the member to the limited liability company or the other members.

Enacted by Chapter 412, 2013 General Session