

322B.66 COMMITTEES.

Subdivision 1. **Generally.** A resolution approved by the affirmative vote of a majority of the governors then holding office may establish committees having the authority of the board in the management of the business of the limited liability company only to the extent provided in the resolution. Committees may include a special litigation committee consisting of one or more independent governors or other independent persons to consider legal rights or remedies of the limited liability company and whether those rights and remedies should be pursued. Committees other than special litigation committees are subject at all times to the direction and control of the board of governors.

Subd. 2. **Membership.** Committee members must be natural persons. Unless the articles, or a member control agreement, or bylaws provide for a different membership or manner of appointment, a committee consists of one or more persons, who need not be governors, appointed by affirmative vote of a majority of the governors present.

Subd. 3. **Procedure.** Sections 322B.643 to 322B.656 apply to committees and members of committees to the same extent as those sections apply to the board of governors and governors.

Subd. 4. **Minutes.** Minutes, if any, of committee meetings must be made available upon request to members of the committee and to any governor.

Subd. 5. **Standard of conduct.** The establishment of, delegation of authority to, and action by a committee does not alone constitute compliance by a governor with the standard of conduct set forth in section 322B.663.

Subd. 6. **Committee members considered governors.** Committee members are considered to be governors for purposes of sections 322B.663, 322B.666, and 322B.699.

Subd. 7. **Subcommittees.** Unless otherwise provided in the articles, the bylaws, a member control agreement, or the resolution of the board establishing the committee, a committee may create one or more subcommittees, each consisting of one or more members of the committee, and may delegate to a subcommittee any or all of the authority of the committee. In this chapter, unless the language or context clearly indicates that a different meaning is intended, any reference to a committee is deemed to include a subcommittee, and any reference to a committee member is deemed to include a subcommittee member.

History: 1992 c 517 art 2 s 81; 1999 c 85 art 2 s 75,96; 2006 c 250 art 2 s 19; 2008 c 233 art 2 s 8