

**322B.56 LIABILITY OF GOVERNORS FOR ILLEGAL DISTRIBUTIONS.**

Subdivision 1. **Liability.** In addition to any other liabilities, a governor who is present at a meeting and fails to vote against, or who consents in writing to, a distribution made in violation of section 322B.54, subdivision 1 or 4, or a restriction contained in the articles of organization, a member control agreement, or bylaws or an agreement, and who fails to comply with the standard of conduct provided in section 322B.663, is liable to the limited liability company, its receiver or any other person winding up its affairs jointly and severally with all other governors so liable and to other governors under subdivision 3, but only to the extent that the distribution exceeded the amount that properly could have been paid under section 322B.54.

Subd. 2. **Contribution from members.** A governor against whom an action is brought under this section with respect to a distribution may implead in that action all members who received the distribution and may compel pro rata contribution from them in that action to the extent provided in section 322B.55, subdivision 1.

Subd. 3. **Impleader and contribution from governors.** A governor against whom an action is brought under this section with respect to a distribution may implead in that action all other governors who voted for or consented in writing to the distribution and may compel pro rata contribution from them in that action.

Subd. 4. **Statute of limitations.** An action must not be commenced under this section more than two years from the date of the distribution.

**History:** 1992 c 517 art 2 s 62; 1996 c 361 s 34; 1999 c 85 art 2 s 56,96