322C.0601 MEMBER'S POWER TO DISSOCIATE; WRONGFUL DISSOCIATION.

Subdivision 1. **Power to dissociate.** 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 section 322C.0602, clause (1).

Subd. 2. **Wrongful dissociation.** A person's dissociation from a limited liability company is wrongful only if the dissociation:

(1) is in breach of an express provision of the operating agreement; or

(2) occurs before the termination of the company and:

(i) the person withdraws as a member by express will;

(ii) the person is expelled as a member by judicial order under section 322C.0602, clause (5);

(iii) the person is dissociated under section 322C.0602, clause (7), item (i), by becoming a debtor in bankruptcy; 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.

Subd. 3. **Liability for wrongful dissociation.** A person that wrongfully dissociates as a member is liable to the limited liability company and, subject to section 322C.0901, to the other members for damages caused by the dissociation. The liability is in addition to any other debt, obligation, or other liability of the member to the company or the other members.

History: *2014 c 157 art 1 s 44*