

**275.165 Management of company -- Delegation of powers -- Limitation on remuneration for services performed.**

- (1) Unless the articles of organization vest management of the limited liability company in a manager or managers, management of the business and affairs of the limited liability company shall vest in the members. Subject to any provisions in the articles of organization, the operating agreement or this chapter restricting or enlarging the management rights and duties of any person or group or class of persons, the members shall have the right and authority to manage the affairs of the limited liability company and to make all decisions with respect thereto.
- (2) If the articles of organization vest management of the limited liability company in one (1) or more managers, except to the extent otherwise provided in the articles of organization, the operating agreement, or this chapter, the manager or managers shall have exclusive power to manage the business and affairs of the limited liability company. Unless otherwise provided in the articles of organization or the operating agreement, managers:
  - (a) Shall be designated, appointed, elected, removed, or replaced by a vote, approval, or consent of the majority-in-interest of the members;
  - (b) Shall not be required to be members of the limited liability company or natural persons; and
  - (c) Unless they are sooner removed or sooner resign, shall hold office until their successors shall have been elected and qualified.
- (3) Unless otherwise set forth in a written operating agreement, a member or manager of a limited liability company has the power and authority to delegate to one (1) or more other persons the member's or manager's powers to manage or control the business and affairs of the limited liability company, including without limitation the power to delegate to agents and employees of a member, manager, or limited liability company or to delegate by an agreement to other persons. This delegation by a member or manager of a limited liability company shall not cause the member or manager to cease to be a member or manager of the limited liability company.
- (4) A member or manager shall not be entitled to remuneration for services performed for the limited liability company except as may be set forth in a written operating agreement.

**Effective:** June 24, 2015

**History:** Amended 2015 Ky. Acts ch. 34, sec. 52, effective June 24, 2015. -- Repealed and reenacted 2010 Ky. Acts ch. 51, sec. 108, effective July 15, 2010. -- Amended 2007 Ky. Acts ch. 137, sec. 108, effective June 26, 2007. -- Amended 1998 Ky. Acts ch. 341, sec. 27, effective July 15, 1998. -- Created 1994 Ky. Acts ch. 389, sec. 33, effective July 15, 1994.

**Legislative Research Commission Note (7/15/2010).** 2010 Ky. Acts ch. 51, sec. 183, provides, "The specific textual provisions of Sections 1 to 178 of this Act which reflect amendments made to those sections by 2007 Ky. Acts ch. 137 shall be deemed effective as of June 26, 2007, and those provisions are hereby made expressly retroactive to that date, with the remainder of the text of those sections being unaffected by the provisions of this section."