

**RCW 25.15.018 Effect of limited liability company agreement—**

**Nonwaivable provisions.** (1) Except as otherwise provided in subsections (2) and (3) of this section, the limited liability company agreement governs:

(a) Relations among the members as members and between the members and the limited liability company; and

(b) The rights and duties under this chapter of a person in the capacity of manager.

(2) To the extent the limited liability company agreement does not otherwise provide for a matter described in subsection (1) of this section, this chapter governs the matter.

(3) A limited liability company agreement may not:

(a) Vary a limited liability company's power under RCW 25.15.031 to sue, be sued, and defend in its own name;

(b) Vary the law applicable to a limited liability company under RCW 25.15.033;

(c) Eliminate or limit the duties of a member or manager in a manner prohibited by RCW 25.15.038(6);

(d) Eliminate or limit the liability of a member or manager in a manner prohibited by RCW 25.15.038(7);

(e) Indemnify a member or manager in a manner prohibited by RCW 25.15.041;

(f) Vary the requirements of RCW 25.15.086;

(g) Vary the records required under RCW 25.15.136(1) or unreasonably restrict the right to records or information under RCW 25.15.136;

(h) Vary the power of a manager to resign under RCW 25.15.176;

(i) Vary the requirements of RCW 25.15.231;

(j) Eliminate or limit the liability of a member, manager, or transferee under RCW 25.15.236;

(k) Vary the power of a court to decree dissolution in the circumstances specified in RCW 25.15.274;

(l) Vary the requirement to wind up the limited liability company's business as specified in RCW 25.15.297 (1), (2), (4), and (5);

(m) Unreasonably restrict the right to maintain an action under Article X of this chapter;

(n) Restrict the right of a member that will have personal liability with respect to a surviving or converted organization to approve a merger or conversion under RCW 25.15.456; or

(o) Restrict the rights under this chapter of a person other than a member, a transferee, or a manager. [2015 c 188 s 5.]