RCW 25.15.236 Liability for improper distributions. (1) Except as otherwise provided in subsection (2) of this section, a member of a member-managed limited liability company or manager of a manager-managed limited liability company that consents to a distribution made in violation of RCW 25.15.231 is personally liable to the limited liability company for the amount of the distribution that exceeds the amount that could have been distributed without the violation of RCW 25.15.231 if it is established that in consenting to the distribution the members or managers failed to comply with the duty of care.

(2) To the extent the limited liability company agreement of a member-managed limited liability company expressly relieves a member of the authority and responsibility to consent to distributions and imposes that authority and responsibility on one or more other members, the liability provided in subsection (1) of this section applies to the other members and not the member that the limited liability company agreement relieves of authority and responsibility.

(3) A member or transferee that received a distribution knowing that the distribution to that member or transferee was made in violation of RCW 25.15.231 is personally liable to the limited liability company but only to the extent that the distribution received by the member or transferee exceeded the amount that could have been properly paid under RCW 25.15.231.

(4) A member or manager against which an action is commenced under subsection (1) of this section may:

(a) Implead in the action any other person that is liable under subsection (1) of this section and compel contribution from the person; and

(b) Implead in the action any person that received a distribution in violation of subsection (3) of this section and compel contribution from the person in the amount the person received in violation of subsection (3) of this section.

(5) An action under this section is barred if it is not commenced within two years after the distribution. [2015 c 188 § 47.]