- 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;
- (1) 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 § 5.]