

**489.106 Operating agreement — effect on limited liability company and persons becoming members — preformation agreement.**

1. A limited liability company is bound by and may enforce the operating agreement, whether or not the company has itself manifested assent to the operating agreement.

2. A person that becomes a member of a limited liability company is deemed to assent to the operating agreement.

3. Two or more persons intending to become the initial members of a limited liability company may make an agreement providing that upon the formation of the company the agreement will become the operating agreement. One person intending to become the initial member of a company may assent to terms providing that upon the formation of the company the terms will become the operating agreement.

4. An operating agreement in a signed record that excludes modification or rescission except by a signed record cannot be otherwise modified or rescinded.

[2008 Acts, ch 1162, §11, 155](#)

C2009, §489.111

[2017 Acts, ch 54, §76; 2023 Acts, ch 152, §10, 143, 161](#)

C2024, §489.106

Former §489.106 transferred to [§489.104; 2023 Acts, ch 152, §143, 161](#)

2023 amendment effective January 1, 2024; [2023 Acts, ch 152, §161](#)

Section transferred from §489.111 in Code 2024 pursuant to directive in [2023 Acts, ch 152, §143, 161](#)

Section amended