

489.102 Definitions.

As used in [this chapter](#), unless the context otherwise requires:

1. “*Certificate of organization*” means the certificate required by [section 489.201](#). The term includes the certificate as amended or restated.
2. “*Contribution*”, except in the phrase “*right of contribution*”, means property or a benefit described in [section 489.402](#) which is provided by a person to a limited liability company to become a member or in the person’s capacity as a member.
3. “*Debtor in bankruptcy*” means a person that is the subject of any of the following:
 - a. An order for relief under Tit. 11 of the United States Code or a comparable order under a successor statute of general application.
 - b. A comparable order under federal, state, or foreign law governing insolvency.
4. “*Deliver*” or “*delivery*” means any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery, and if authorized in accordance with [section 489.120](#), by electronic transmission.
5. “*Distribution*” means a transfer of money or other property from a limited liability company to a person on account of a transferable interest or in the person’s capacity as a member.
 - a. “*Distribution*” includes all of the following:
 - (1) A redemption or other purchase by a limited liability company of a transferable interest.
 - (2) A transfer to a member in return for the member’s relinquishment of any right to participate as a member in the management or conduct of the limited liability company’s activities and affairs or to have access to records or other information concerning the company’s activities and affairs.
 - b. “*Distribution*” does not include amounts constituting reasonable compensation for present or past service or payments made in the ordinary course of business under a bona fide retirement plan or other bona fide benefits program.
6. “*Domestic cooperative*” means an entity organized on a cooperative basis under [chapter 497](#), [498](#), or [499](#), a cooperative organized under [chapter 499A](#), or a cooperative organized under [chapter 501](#) or [501A](#).
7. “*Electronic*” means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities.
8. “*Electronic transmission*” or “*electronically transmitted*” means any form or process of communication not directly involving the physical transfer of paper or another tangible medium that is all of the following:
 - a. Suitable for the retention, retrieval, and reproduction of information by the recipient.
 - b. Retrievable in paper form by the recipient through an automated process used in conventional commercial practice.
9. “*Filing entity*” means an unincorporated entity, other than a limited liability partnership, that is of a type that is created by filing a public organic record or is required to file a public organic record that evidences its creation.
10. “*Foreign limited liability company*” means an unincorporated entity formed under the law of a jurisdiction other than this state which would be a limited liability company if formed under the law of this state.
11. “*Jurisdiction*”, used to refer to a political entity, means the United States, a state, a foreign country, or a political subdivision of a foreign country.
12. “*Jurisdiction of formation*” means the jurisdiction whose law governs the internal affairs of an entity.
13. “*Limited liability company*”, except in the phrase “*foreign limited liability company*”, and in [subchapter X](#) means an entity formed under [this chapter](#) or which becomes subject to [this chapter](#) under [subchapter X](#) or [section 489.1207](#).
14. “*Manager*” means a person that under the operating agreement of a manager-managed limited liability company is responsible, alone or in concert with others, for performing the management functions stated in [section 489.407](#), [subsection 3](#).

15. “*Manager-managed limited liability company*” means a limited liability company that qualifies under [section 489.407, subsection 1](#).

16. “*Member*” means a person for whom all of the following are true:

a. The person has become a member of a limited liability company under [section 489.401](#) or was a member in a limited liability company when the company became subject to [this chapter](#) under [section 489.110](#).*

b. The person is not dissociated under [section 489.602](#).

17. “*Member-managed limited liability company*” means a limited liability company that is not a manager-managed limited liability company.

18. “*Nonfiling entity*” means an unincorporated entity that is of a type that is not created by filing a public organic record.

19. “*Operating agreement*” means the agreement, whether or not referred to as an operating agreement and whether oral, implied, in a record, or in any combination thereof, of all the members of a limited liability company, including a sole member, concerning the matters described in [section 489.105, subsection 1](#). The term includes the agreement as amended or restated.

20. “*Organizer*” means a person that acts under [section 489.201](#) to form a limited liability company.

21. a. “*Person*” means an individual, business corporation, nonprofit corporation, partnership, limited partnership, limited liability company, domestic cooperative, unincorporated nonprofit association, statutory trust, business trust, common-law business trust, estate, trust, association, joint venture, public corporation, government or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.

b. “*Person*” includes a protected series, however denominated, of an entity if the protected series is established under law that limits, or limits if conditions specified under law are satisfied, the ability of a creditor of the entity or of any other protected series of the entity to satisfy a claim from assets of the protected series.

22. “*Principal office*” means the principal executive office of a limited liability company or foreign limited liability company, whether or not the office is located in this state.

23. “*Property*” means all property, whether real, personal, or mixed or tangible or intangible, or any right or interest therein.

24. “*Record*”, used as a noun, means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

25. “*Registered agent*” means an agent of a limited liability company or foreign limited liability company which is authorized to receive service of any process, notice, or demand required or permitted by law to be served on the company.

26. “*Registered foreign limited liability company*” means a foreign limited liability company that is registered to do business in this state pursuant to a statement of registration filed by the secretary of state.

27. “*Sign*” means, with present intent to authenticate or adopt a record, to do any of the following:

a. Execute or adopt a tangible symbol.

b. Attach to or logically associate with the record an electronic symbol, sound, or process.

28. “*State*” means a state of the United States, the District of Columbia, Puerto Rico, the United States Virgin Islands, or any territory or insular possession subject to the jurisdiction of the United States.

29. “*Transfer*” includes any of the following:

a. An assignment.

b. A conveyance.

c. A sale.

d. A lease.

e. An encumbrance, including a mortgage or security interest.

f. A gift.

g. A transfer by operation of law.

30. a. “*Transferable interest*” means the right, as initially owned by a person in the

person's capacity as a member, to receive distributions from a limited liability company, whether or not the person remains a member or continues to own any part of the right.

b. "Transferable interest" applies to any fraction of the interest, by whomever owned.

31. a. "Transferee" means a person to which all or part of a transferable interest has been transferred, whether or not the transferor is a member.

b. "Transferee" includes a person that owns a transferable interest under [section 489.603, subsection 1, paragraph "c"](#).

[2008 Acts, ch 1162, §2, 155; 2010 Acts, ch 1100, §1; 2022 Acts, ch 1038, §1; 2023 Acts, ch 152, §2, 161; 2024 Acts, ch 1125, §1, 31](#)

Referred to in [§9H.1, 10B.1, 10D.1, 203.1, 489.405, 489.1207, 501A.102](#)

Subsection 13 amended