

489.107 Operating agreement — effect on third parties and relationship to records effective on behalf of limited liability company.

1. An operating agreement may specify that its amendment requires the approval of a person that is not a party to the operating agreement or the satisfaction of a condition. An amendment is ineffective if its adoption does not include the required approval or satisfy the specified condition.

2. The obligations of a limited liability company and its members to a person in the person's capacity as a transferee or a person dissociated as a member are governed by the operating agreement. Subject only to a court order issued under [section 489.503, subsection 2](#), paragraph "b", to effectuate a charging order, an amendment to the operating agreement made after a person becomes a transferee or is dissociated as a member is or is not effective as follows:

a. Is effective with regard to any debt, obligation, or other liability of the limited liability company or its members to the person in the person's capacity as a transferee or person dissociated as a member.

b. Is not effective to the extent the amendment imposes a new debt, obligation, or other liability on the transferee or person dissociated as a member.

3. If a record delivered by a limited liability company to the secretary of state for filing becomes effective and contains a provision that would be ineffective under [section 489.105, subsection 3](#) or [subsection 4](#), paragraph "c", if contained in the operating agreement, the provision is ineffective in the record.

4. Subject to [subsection 3](#), if a record delivered by a limited liability company to the secretary of state for filing becomes effective and conflicts with a provision of the operating agreement, all of the following rules apply:

a. The operating agreement prevails as to members, persons dissociated as members, transferees, and managers.

b. The record prevails as to other persons to the extent they reasonably rely on the record.

[2008 Acts, ch 1162, §12, 155](#)

[C2009, §489.112](#)

[2023 Acts, ch 152, §11, 143, 161](#)

[C2024, §489.107](#)

Referred to in [§489.105, 489.1207](#)

Former [§489.107](#) transferred to [§489.111](#); [2023 Acts, ch 152, §143, 161](#)