

489.410 Rights to information of member, manager, and person dissociated as member.

1. In a member-managed limited liability company, all of the following rules apply:

a. On reasonable notice, a member may inspect and copy during regular business hours, at a reasonable location specified by the limited liability company, any record maintained by the company regarding the company's activities, affairs, financial condition, and other circumstances, to the extent the information is material to the member's rights and duties under the operating agreement or [this chapter](#).

b. The limited liability company shall furnish to each member all of the following:

(1) Without demand, any information concerning the limited liability company's activities, affairs, financial condition, and other circumstances which the company knows and is material to the proper exercise of the member's rights and duties under the operating agreement or [this chapter](#), except to the extent the company can establish that it reasonably believes the member already knows the information.

(2) On demand, any other information concerning the limited liability company's activities, affairs, financial condition, and other circumstances, except to the extent the demand for the information demanded is unreasonable or otherwise improper under the circumstances.

c. The duty to furnish information under paragraph "b" also applies to each member to the extent the member knows any of the information described in paragraph "b".

2. In a manager-managed limited liability company, all of the following rules apply:

a. The informational rights stated in [subsection 1](#) and the duty stated in [subsection 1](#), paragraph "c", apply to the managers and not the members.

b. During regular business hours and at a reasonable location specified by the limited liability company, a member may inspect and copy information regarding the activities, affairs, financial condition, and other circumstances of the company as is just and reasonable if all of the following apply:

(1) The member seeks the information for a purpose reasonably related to the member's interest as a member.

(2) The member makes a demand in a record received by the limited liability company, describing with reasonable particularity the information sought and the purpose for seeking the information.

(3) The information sought is directly connected to the member's purpose.

c. Not later than ten days after receiving a demand pursuant to paragraph "b", subparagraph (2), the limited liability company shall inform in a record the member that made the demand that includes all of the following:

(1) What information the limited liability company will provide in response to the demand and when and where the company will provide the information.

(2) The limited liability company's reasons for declining, if the company declines to provide any demanded information.

d. Whenever [this chapter](#) or an operating agreement provides for a member to vote on or give or withhold consent to a matter, before the vote is cast or consent is given or withheld, the limited liability company shall, without demand, provide the member with all information that is known to the company and is material to the member's decision.

3. Subject to [subsection 8](#), on ten days' demand made in a record received by a limited liability company, a person dissociated as a member may have access to the information to which the person was entitled while a member if all of the following apply:

a. The information pertains to the period during which the person was a member.

b. The person seeks the information in good faith.

c. The person satisfies the requirements imposed on a member by [subsection 2](#), paragraph "b".

4. A limited liability company shall respond to a demand made pursuant to [subsection 3](#) in the manner provided in [subsection 2](#), paragraph "c".

5. A limited liability company may charge a person that makes a demand under [this section](#) the reasonable costs of copying, limited to the costs of labor and material.

6. A member or person dissociated as a member may exercise the rights under [this](#)

[section](#) through an agent or, in the case of an individual under legal disability, a legal representative. Any restriction or condition imposed by the operating agreement or under [subsection 8](#) applies both to the agent or legal representative and to the member or person dissociated as a member.

7. Subject to [section 489.504](#), the rights under [this section](#) do not extend to a person as transferee.

8. In addition to any restriction or condition stated in its operating agreement, a limited liability company, as a matter within the ordinary course of its activities and affairs, may impose reasonable restrictions and conditions on access to and use of information to be furnished under [this section](#), including designating information confidential and imposing nondisclosure and safeguarding obligations on the recipient. In a dispute concerning the reasonableness of a restriction under [this subsection](#), the company has the burden of proving reasonableness.

[2008 Acts, ch 1162, §40, 155; 2023 Acts, ch 152, §45, 161](#)

Referred to in [§489.105, 489.504, 489.805, 489.14305](#)