

Topic: LLC Question

Question by: Karon Beyer

Jurisdiction: Florida

Date: March 28, 2012

Jurisdiction	Question(s)
	The Business Law Section of the Florida Bar is finalizing proposed text for a bill to be introduced next session in March/April 2013 for Limited Liability Companies. They have asked us which states still use the term or title “managing member” for an LLC. Please respond with what your state uses for Limited Liability Company titles.
Manitoba	
Corporations Canada	
Alabama	
Alaska	
Arizona	Arizona uses "manager" or "member," but not "managing member."
Arkansas	
California	
Colorado	Colorado does not use “managing member” in our statutes. I’m sure someone will let me know if I missed it, but neither the NCCUSL Revised Uniform Limited Liability Company Act (2006) nor the Harmonized Revised Uniform Limited Liability Company Act (2011) use the phrase either. (It can be found in the comments, but not the actual statutory text.)
Connecticut	
Delaware	
District of Columbia	In the District of Columbia we have adopted the latest uniform LLC Act. Our statute uses the terms “member” and “manager” but not the managing member.
Florida	
Georgia	

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Hawaii	Hawaii does not use the term, managing member, for an LLC.
Idaho	
Illinois	
Indiana	
Iowa	
Kansas	
Kentucky	
Louisiana	Louisiana only refers to member or manager.
Maine	Maine only refers to member or manager and not “managing member”.
Maryland	
Massachusetts	Massachusetts General Law does not specifically refer to the term "managing members". The statute does provide that in the absence of a manager the members shall manage and control the limited liability company.
Michigan	The Michigan Limited Liability Company Act provides that a limited liability company is managed by its members unless the articles of organization include a provision that the company will be managed by a manager. The manager can be a member, but is not required to be. The specific term “managing member” is not found in the Michigan Limited Liability Company Act.
Minnesota	
Mississippi	
Missouri	In Missouri, we state that management of the llc shall be vested in one or managers or one or more members but, we do not use the term “managing member”.
Montana	LLC’s filed in Montana must designate how they will be managed by indicating that they have either “managing manager(s)” or “managing member(s)”.
Nebraska	
Nevada	Nevada Statute does use the term managing member. See below.

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New Hampshire	It’s not an official title in the NH statute, but we do accept filings signed by managing member if they are member managed.
New Jersey	
New Mexico	
New York	
North Carolina	North Carolina only refers to member or manager and not “managing member”.
North Dakota	North Dakota’s LLC Act does not use the title of “managing member”, however it does indicate that an LLC can be member-managed. Our Act reflects “board of governors” (equivalent to a corporation’s board of directors), “member”, and “managers” (equivalent to officers of a corporation).
Ohio	
Oklahoma	Oklahoma only uses Member or Manger.
Oregon	Oregon doesn't use "managing member" but does use "member-managed."
Pennsylvania	Pennsylvania only refers to member or manager and not “managing member”.
Rhode Island	
South Carolina	
South Dakota	
Tennessee	
Texas	Chapter 101 of the Texas Business Organizations Code does not specifically use the term “managing members” but does provide that the governing authority of a LLC consists of the members of the company if the certificate of formation provides that the company will not have managers. In that instance, the SOS and the legal community refer to those members as managing members.
Utah	Utah does NOT use that term. We use manager OR member and that title must match what is designated in the management statement in the articles of organization - manager-managed or member-managed

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Vermont	
Virginia	
Washington	Washington state does not use “managing member”.
West Virginia	
Wisconsin	
Wyoming	

Additional comments:

NEVADA:

Nevada Statute does use the term managing member.

NRS 86.263 Filing requirements; fees; notice.

1. A limited-liability company shall, on or before the last day of the first month after the filing of its articles of organization with the Secretary of State, file with the Secretary of State, on a form furnished by the Secretary of State, a list that contains:

- (a) The name of the limited-liability company;
- (b) The file number of the limited-liability company, if known;
- (c) The names and titles of all of its managers or, if there is no manager, all of its managing members;
- (d) The address, either residence or business, of each manager or managing member listed, following the name of the manager or managing member;
- (e) The information required pursuant to [NRS 77.310](#); and
- (f) The signature of a manager or managing member of the limited-liability company certifying that the list is true, complete and accurate.

2. The limited-liability company shall thereafter, on or before the last day of the month in which the anniversary date of its organization occurs, file with the Secretary of State, on a form furnished by the Secretary of State, an annual list containing all of the information required in subsection 1.

3. Each list required by subsections 1 and 2 must be accompanied by a declaration under penalty of perjury that the limited-liability company:

- (a) Has complied with the provisions of [chapter 76](#) of NRS; and
- (b) Acknowledges that pursuant to [NRS 239.330](#), it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

4. Upon filing:

(a) The initial list required by subsection 1, the limited-liability company shall pay to the Secretary of State a fee of \$125.

(b) Each annual list required by subsection 2, the limited-liability company shall pay to the Secretary of State a fee of \$125.

5. If a manager or managing member of a limited-liability company resigns and the resignation is not reflected on the annual or amended list of managers and managing members, the limited-liability company or the resigning manager or managing member shall pay to the Secretary of State a fee of \$75 to file the resignation.

6. The Secretary of State shall, 90 days before the last day for filing each list required by subsection 2, provide to each limited-liability company which is required to comply with the provisions of this section, and which has not become delinquent, a notice of the fee due under subsection 4 and a reminder to file the list required by subsection 2. Failure of any company to receive a notice does not excuse it from the penalty imposed by law.

7. If the list to be filed pursuant to the provisions of subsection 1 or 2 is defective or the fee required by subsection 4 is not paid, the Secretary of State may return the list for correction or payment.

8. An annual list for a limited-liability company not in default received by the Secretary of State more than 90 days before its due date shall be deemed an amended list for the previous year

Full text of email:

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