

**17-7672. Interpretation and enforcement of operating agreement.** (a) Any action to interpret, apply or enforce the provisions of an operating agreement, or the duties, obligations or liabilities of a limited liability company to the members or managers of the limited liability company, or the duties, obligations or liabilities among members or managers and of members or managers to the limited liability company, or the rights or powers of, or restrictions on, the limited liability company, members or managers, or any provision of this act, or any other instrument, document, agreement, articles of organization or certificate contemplated by any provision of this act, may be brought in the district court.

(b) As used in this section, the term "manager" refers to a person:

- (1) Who is a manager as defined in subsection (i) of K.S.A. 17-7663, and amendments thereto; and
- (2) whether or not a member of a limited liability company, who, although not a manager as defined in subsection (i) of K.S.A. 17-7663, and amendments thereto, participates materially in the management of the limited liability company, except that the power to elect or otherwise select or to participate in the election or selection of a person to be a manager as defined in subsection (i) of K.S.A. 17-7663, and amendments thereto, shall not, by itself, constitute participation in the management of the limited liability company.

**History:** L. 1999, ch. 119, § 11; L. 2014, ch. 40, § 8; July 1.