

17-7671. Contested matters relating to manager; contested votes. (a) Upon application of any member or manager, as defined in subsection (c), the district court may hear and determine the validity of any admission, election, appointment, removal or resignation of a manager of a limited liability company, and the right of any person to become or continue to be a manager of a limited liability company, and, in case the right to serve as a manager is claimed by more than one person, may determine the person or persons entitled to serve as managers; and to that end make such order or decree in any such case as may be just and proper, with power to enforce the production of any books, papers and records of the limited liability company relating to the issue. In any such application, the limited liability company shall be named as a party, and service of copies of the application upon the resident agent of the limited liability company shall be deemed to be service upon the limited liability company and upon the person or persons whose right to serve as a manager is contested and upon the person or persons, if any, claiming to be a manager or claiming the right to be a manager; and the resident agent shall forward immediately a copy of the application to the limited liability company and to the person or persons whose right to serve as a manager is contested and to the person or persons, if any, claiming to be a manager or the right to be a manager, in a postpaid, sealed, registered letter addressed to such limited liability company and such person or persons at their post-office addresses last known to the resident agent or furnished to the resident agent by the applicant member or manager. The court may make such order respecting further or other notice of such application as it deems proper under these circumstances.

(b) Upon application of any member or manager, the district court may hear and determine the result of any vote of members or managers upon matters as to which the members or managers of the limited liability company, or any class or group of members or managers, have the right to vote pursuant to the operating agreement or other agreement or this act, other than the admission, election, appointment, removal or resignation of managers. In any such application, the limited liability company shall be named as a party, and service of the application upon the resident agent of the limited liability company shall be deemed to be service upon the limited liability company, and no other party need be joined in order for the court to adjudicate the result of the vote. The court may make such order respecting further or other notice of such application as it deems proper under these circumstances.

(c) 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.

(d) Nothing herein contained limits or affects the right to serve process in any other manner now or hereafter provided by law. This section is an extension of and not a limitation upon the right otherwise existing of service of legal process upon nonresidents.

History: L. 1999, ch. 119, § 10; L. 2014, ch. 40, § 7; July 1.