

**SENATE BILL NO. 2159**

Introduced by

Senators Campbell, Laffen

Representatives Monson, D. Ruby, Trottier

1 A BILL for an Act to amend and reenact subdivision d of subsection 2 of section 10-32.1-39,  
2 paragraph 1 of subdivision d of subsection 3 of section 10-32.1-39, and paragraph 1 of  
3 subdivision q of subsection 4 of section 10-32.1-39 of the North Dakota Century Code, relating  
4 to management of a limited liability company; and to provide for retroactive application.

5 **BE IT ENACTED BY THE LEGISLATIVE ASSEMBLY OF NORTH DAKOTA:**

6 **SECTION 1. AMENDMENT.** Subdivision d of subsection 2 of section 10-32.1-39 of the  
7 North Dakota Century Code is amended and reenacted as follows:

8 d. An act outside the ordinary course of the activities of the company may be  
9 undertaken only with the consent of all members, except member consent is not  
10 required for the grant of a lien on or security interest in all or substantially all of  
11 the company's property and assets, whether in the usual and regular course of  
12 the company's business, or for the transfer of any or all of the company's  
13 property to an organization, all of the ownership interests that are directly or  
14 indirectly owned through wholly owned organizations, by the company.

15 **SECTION 2. AMENDMENT.** Paragraph 1 of subdivision d of subsection 3 of section  
16 10-32.1-39 of the North Dakota Century Code is amended and reenacted as follows:

17 (1) Sell, lease, exchange, or otherwise dispose of all, or substantially all, of the  
18 property of the company, with or without the good will, outside the ordinary  
19 course of the activities of the company, except member consent is not  
20 required for the grant of a lien on or security interest in all or substantially all  
21 of the company's property and assets, whether in the usual and regular  
22 course of the company's business, or for the transfer of any or all of the  
23 company's property to an organization, all of the ownership interests that

1                                   are directly or indirectly owned through wholly owned organizations, by the  
2                                   company;

3           **SECTION 3. AMENDMENT.** Paragraph 1 of subdivision q of subsection 4 of section  
4 10-32.1-39 of the North Dakota Century Code is amended and reenacted as follows:

5                   (1) Sell, lease, exchange, or otherwise dispose of all, or substantially all, of the  
6                   property of the company, with or without the good will, outside the ordinary  
7                   course of the activities of the company, except member consent is not  
8                   required for the grant of a lien on or security interest in all or substantially all  
9                   of the company's property and assets, whether in the usual and regular  
10                  course of the company's business, or for the transfer of any or all of the  
11                  company's property to an organization, all of the ownership interests that  
12                  are directly or indirectly owned through wholly owned organizations, by the  
13                  company;

14           **SECTION 4. RETROACTIVE APPLICATION.** This Act applies retroactively to cases arising  
15 after July 31, 2015.