



Ohio Revised Code

Section 1705.16 [Repealed Effective 2/11/2022 - See R.C. 1706.83] Withdrawal of member from company.

Effective: November 21, 1997

Legislation: House Bill 170

(A) Except as provided in division (C) of this section, if the management of a limited liability company is reserved to its members, a member may withdraw from the company at any time by giving written notice to the other members. If the withdrawal violates the operating agreement, then, in addition to exercising any remedies otherwise available under applicable law, the company may recover from the withdrawing member damages for breach of the operating agreement and may offset the damages against the amount otherwise distributable to the withdrawing member on account of the withdrawing member's membership interest.

(B) Except as provided in division (C) of this section, if the management of a limited liability company is not reserved to its members, the operating agreement may prohibit withdrawal or may specify the time at which or the events the occurrence of which entitle a member to withdraw. If the operating agreement does not prohibit withdrawal, does not specify the time at which or the events upon the occurrence of which a member may withdraw, and does not indicate a definite time for the dissolution and the winding up of the company, a member may withdraw after giving at least six-months written notice of the proposed withdrawal to each nonwithdrawing member at its address as set forth in the records of the company that are required to be kept under section 1705.28 of the Revised Code.

(C) If the limited liability company was formed on or after the effective date of this amendment, or the company was formed prior to the effective date of this amendment and its articles of organization or operating agreement specifically state that this division applies to the company, a member may withdraw from the company only at the time or upon the occurrence of an event specified in writing in the articles of organization or the operating agreement.
