

(3) AN AMENDMENT TO AN OPERATING AGREEMENT MUST BE EVIDENCED BY A WRITING SIGNED BY AN AUTHORIZED PERSON IF:

(I) THE OPERATING AGREEMENT IS IN WRITING;

(II) THE AMENDMENT WAS ADOPTED WITHOUT THE UNANIMOUS CONSENT OF MEMBERS; OR

(III) AN INTEREST IN THE LIMITED LIABILITY COMPANY HAS BEEN ASSIGNED TO A PERSON WHO HAS NOT BEEN ADMITTED AS A MEMBER.

(4) A COPY OF ANY WRITTEN AMENDMENT TO THE OPERATING AGREEMENT SHALL BE DELIVERED TO EACH MEMBER WHO DID NOT CONSENT TO THE AMENDMENT AND TO EACH ASSIGNEE WHO HAS NOT BEEN ADMITTED AS A MEMBER.

(C) (1) A COURT MAY ENFORCE AN OPERATING AGREEMENT BY INJUNCTION OR BY GRANTING SUCH OTHER RELIEF WHICH THE COURT IN ITS DISCRETION DETERMINES TO BE FAIR AND APPROPRIATE IN THE CIRCUMSTANCES.

(2) AS AN ALTERNATIVE TO INJUNCTIVE OR OTHER EQUITABLE RELIEF, WHEN THE PROVISIONS OF § 4A-903 OF THIS TITLE ARE APPLICABLE, THE COURT MAY ORDER DISSOLUTION OF THE LIMITED LIABILITY COMPANY.

~~(D) THIS SECTION DOES NOT AFFECT AN OTHERWISE VALID AGREEMENT AMONG LESS THAN ALL OF THE MEMBERS OF A LIMITED LIABILITY COMPANY WHICH IS NOT PART OF THE OPERATING AGREEMENT.~~

4A-403. CONSENT BY MEMBERS.

UNLESS OTHERWISE PROVIDED IN THIS TITLE OR IN THE OPERATING AGREEMENT:

(1) MEMBERS SHALL VOTE IN PROPORTION TO THEIR RESPECTIVE INTERESTS IN PROFITS OF THE LIMITED LIABILITY COMPANY; AND

(2) DECISIONS CONCERNING THE AFFAIRS OF THE LIMITED LIABILITY COMPANY SHALL REQUIRE THE CONSENT OF MEMBERS HOLDING AT LEAST A MAJORITY OF THE INTERESTS IN PROFITS OF THE LIMITED LIABILITY COMPANY.

4A-404. UNANIMOUS CONSENT OF MEMBERS.

WHEREVER THIS TITLE REQUIRES THE UNANIMOUS CONSENT OF MEMBERS TO ALLOW THE LIMITED LIABILITY COMPANY TO ACT:

(1) THE CONSENT SHALL BE IN WRITING; AND