

**Sunsets 1/1/2016**

**48-2c-502 General rules for operating agreements.**

- (1) Except as provided in Subsection 48-2c-120(1), or in the articles of organization, an operating agreement may modify the rules of any provision of this chapter that relates to:
  - (a) the management of the company;
  - (b) the business or purpose of the company;
  - (c) the conduct of the company's affairs; or
  - (d) the rights, duties, powers, and qualifications of, and relations between and among, the members, the managers, the members' assignees and transferees, and the company.
- (2) Where the provisions of an operating agreement conflict with the provisions of this chapter, the provisions of this chapter shall control. Where the provisions of an operating agreement conflict with the articles of organization, the articles of organization shall control except to the extent the articles of organization conflict with the provisions of this chapter.