

MAINE STATE LEGISLATURE

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LAWS
OF THE
STATE OF MAINE

AS PASSED BY THE

ONE HUNDRED AND TWENTY-FOURTH LEGISLATURE

FIRST REGULAR SESSION
December 3, 2008 to June 13, 2009

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FIRST REGULAR SESSION
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TITLE 3, SECTION 163-A, SUBSECTION 4.

Augusta, Maine
2009

**CHAPTER 164
S.P. 169 - L.D. 466**

**An Act To Amend the Limited
Liability Company Laws
Concerning Management
Standards**

**Be it enacted by the People of the State of
Maine as follows:**

Sec. 1. 31 MRSA §623, sub-§5, as enacted by PL 1993, c. 718, Pt. A, §1, is repealed.

Sec. 2. 31 MRSA §625, sub-§3 is enacted to read:

3. Certificate effective. A certificate filed under this section is effective even if an amendment to the articles of organization was not filed as required under section 623, former subsection 5.

Sec. 3. 31 MRSA §652, sub-§1, as enacted by PL 1993, c. 718, Pt. A, §1, is amended to read:

1. Good faith; best interests; reasonable belief.
The managers and members of a limited liability company shall exercise their powers and discharge their duties in good faith with a view to the interests of the limited liability company and of the members and with that degree of diligence, care and skill that ordinarily prudent persons would exercise under similar circumstances in like positions.

In discharging their duties, managers and members may in all cases, if acting reasonably and in good faith, rely upon financial statements of the limited liability company that were either certified in writing by an independent or certified public accountant or firm of such accountants fairly to reflect the limited liability company's financial condition, or reported to such manager or member to be correct by the manager or member having charge of the books of accounts of the limited liability company.

A manager or member may not be held personally liable for monetary damages for failure to discharge any duty as a manager or member unless the manager or member is found not to have acted honestly or in the reasonable belief that the action was in or not opposed to the best interests of the limited liability company or its members.

Notwithstanding this section, if the articles of organization provide that management of the limited liability company vests in one or more managers, a member of the limited liability company who is not also a manager of the limited liability company owes no duties under this section to the limited liability company or to the other members thereof solely by reason of being a member.

Sec. 4. 31 MRSA §703, sub-§1, as enacted by PL 1993, c. 718, Pt. A, §1, is amended to read:

1. Persons authorized to wind up a limited liability company. Unless otherwise provided in the operating agreement or articles of organization, the managers or, if there is no manager, a majority in interest of the members or one or more liquidating trustees approved by the members may wind up a limited liability company's affairs. The Superior Court, upon cause shown, may wind up a limited liability company's affairs upon application of a member or a member's legal representative or assignee and in connection with the winding up may appoint a liquidating trustee. The failure to comply with the provisions of section 623, former subsection 5 does not affect the rights, duties, powers or authority of persons winding up the affairs of a company pursuant to this section.

See title page for effective date.

**CHAPTER 165
S.P. 206 - L.D. 546**

**An Act To Ensure Access to
Public Information**

**Be it enacted by the People of the State of
Maine as follows:**

Sec. 1. 5 MRSA §1985 is enacted to read:

§1985. Response to requests for public records

Each agency that collects and uses data or information is responsible for responding to requests for public data or information hosted on state-owned computer devices. The office shall assist the agency in searching for and identifying all data and information stored within the office and in retrieving and compiling the data and information.

See title page for effective date.

**CHAPTER 166
H.P. 372 - L.D. 527**

**An Act To Require a Referee of
a Land Dispute To Render a
Decision within One Year**

**Be it enacted by the People of the State of
Maine as follows:**

Sec. 1. 4 MRSA §501, as amended by PL 1977, c. 114, §§10 to 12, is further amended to read:

§501. Appointment; fees

In all cases in the Supreme Judicial or in the Superior Court in which the court appoints one or more persons, not exceeding 3, as referees, masters or auditors, to hear the same, their fees and necessary ex-