

GENERAL ASSEMBLY OF NORTH CAROLINA
SESSION 2025

SESSION LAW 2025-55
SENATE BILL 307

AN ACT TO CREATE SPECIAL ECONOMIC INTEREST OWNERS OF LIMITED LIABILITY COMPANIES AND TO GRANT THEM INFORMATION RIGHTS AND STANDING TO SEEK JUDICIAL DISSOLUTION.

The General Assembly of North Carolina enacts:

SECTION 1. G.S. 57D-1-03 reads as rewritten:

"§ 57D-1-03. Definitions.

Unless otherwise specifically provided, the following definitions apply in this Chapter:

- ...
- (10) Economic interest. – The proprietary interest of an interest owner in the capital, income, losses, credits, and other economic rights and interests of a limited liability company, including the right of the owner of the interest to receive distributions from the limited liability company.
- (11) Economic interest owner. – A ~~person~~person, including a special economic interest owner, who owns an economic interest but is not a member.
- ...
- (15) Interest owner. – A ~~member or member,~~an economic interest owner-owner, or a special economic interest owner.
- ...
- (21) Member. – A person who has been admitted as a member of the LLC as provided in the operating agreement or G.S. 57D-3-01, who was a member of the LLC immediately before the repeal of Chapter 57C of the General Statutes until the person ceases to be a member as provided in the operating agreement or G.S. 57D-3-02, or, with respect to a foreign LLC, a person who has been admitted as a member of the foreign LLC under the law of the jurisdiction in which the foreign LLC is organized until the person ceases to be a member under that law.
- ...
- (25) Ownership interest. – All of an interest owner's rights and obligations as an interest owner in an LLC, including (i) any economic interest, (ii) any right to participate in the management or approve actions proposed by persons responsible for the management of the LLC, (iii) any right to bring a derivative action, and (iv) any right to inspect the books and records of or receive information from the LLC.
- (26) Person. – An individual or an entity.
- ...
- (32c) Special economic interest owner. – A person who owns an economic interest and, as provided in G.S. 57D-3-02, has rights to information and to seek dissolution but is not a member.
-"

SECTION 2. G.S. 57D-3-02 reads as rewritten:



"§ 57D-3-02. Cessation of membership.

(a) A person ceases to be a member upon the occurrence of any of the following events:

- (1) The person does any of the following:
 - a. Becomes a debtor in bankruptcy.
 - b. Executes an assignment for the benefit of creditors under any applicable law.
 - c. Has a general receiver appointed for the person pursuant to G.S. 1-507.24 or has a trustee, receiver, or liquidator appointed for the person or for all or substantially all of the person's property.
- (2) In the case of an individual, the person's death or being adjudicated by a court of competent jurisdiction as incompetent to manage his or her person or property.
- (3) In the case of a member with an economic interest, the transfer or abandonment of the person's entire economic interest, excluding the liquidation of a member's economic interest in connection with the dissolution and winding up of the LLC under G.S. 57D-6-08(2), regardless of whether the transferee is or becomes a member.
- (4) The person abandoning all of the rights of his or her ownership interest except his or her economic interest, or any portion thereof.

(b) Upon the occurrence of any of the events described in ~~subdivisions (1) and (2)~~ subdivision (1) of subsection (a) of this section with respect to a member, that person ~~or that person's estate, as applicable, will automatically become an economic interest owner entitled only to the economic interest attributable to the person's ownership interest, but that person or that person's estate, as applicable, and any other person who ceases to be a member shall remain liable to the LLC for any obligation the person may have under G.S. 57D-4-02, 57D-4-06, and 57D-6-12(a)(2)-interest.~~

(c) Upon the occurrence of either of the events described in subdivision (2) of subsection (a) of this section resulting in a person ceasing to be a member, that person's estate or that person through that person's designated agent or court-appointed guardian will automatically become a special economic interest owner entitled to all of the following:

- (1) The economic interest attributable to that person's ownership interest.
- (2) That person's information rights as described in G.S. 57D-3-04.
- (3) That person's standing to seek judicial dissolution under G.S. 57D-6-02(2) or under an alternative remedy, if applicable, in the operating agreement, unless such entitlement to standing has been expressly waived in the operating agreement.

(d) Any person who ceases to be a member upon the occurrence of any of the events described in subsection (a) of this section shall remain liable to the LLC for any obligation the person may have under G.S. 57D-4-02, 57D-4-06, and 57D-6-12(a)(2)."

SECTION 3. This act becomes effective October 1, 2025, and applies to requests for information and actions for dissolution commenced on or after that date.

In the General Assembly read three times and ratified this the 30th day of June, 2025.

s/ Phil Berger
President Pro Tempore of the Senate

s/ Donna McDowell White
Presiding Officer of the House of Representatives

s/ Josh Stein
Governor

Approved 9:18 a.m. this 3rd day of July, 2025