

**17-29-304. Liability of members and managers.**

(a) The debts, obligations or other liabilities of a limited liability company, whether arising in contract, tort or otherwise:

(i) Are solely the debts, obligations or other liabilities of the company; and

(ii) Do not become the debts, obligations or other liabilities of a member or manager solely by reason of the member acting as a member or manager acting as a manager.

(b) Neither the failure of a limited liability company to observe any particular formalities relating to the exercise of its powers or management of its activities, nor the fact that a limited liability company elects to be treated as a "disregarded entity" for federal income tax purposes, are is-not a grounds for imposing liability on the members or managers for the debts, obligations or other liabilities of the company.