

§ 604. Rights of assignee to become a member. (a) Except as provided in the operating agreement, an assignee of a membership interest may not become a member without the vote or written consent of at least a majority in interest of the members, other than the member who assigned or proposes to assign such membership interest.

(b) An assignee who has become a member has, to the extent assigned, the rights, powers, preferences and limitations and is subject to the restrictions and liabilities, of a member under the articles of organization, the operating agreement and this chapter. Notwithstanding the foregoing, unless otherwise provided in the operating agreement, an assignee who becomes a member is liable for the obligations of his or her assignor to make contributions as provided in section five hundred two of this chapter, but shall not be liable for the obligations of his or her assignor under sections six hundred six and five hundred eight of this chapter. However, the assignee is not obligated for (i) liabilities, including the obligations of his or her assignor to make contributions as provided in section five hundred two of this chapter, unknown to the assignee at the time he or she becomes a member and that could not be ascertained from the operating agreement or (ii) any accrued liabilities of the assignor at the time of assignment unless the assignee specifically assumes such liabilities.