

CHAPTER 14
HB 98 - FINAL VERSION

2025 SESSION

25-0134
07/05

HOUSE BILL

98

AN ACT relative to professional limited liability company (PLLC) assistant manager status.

SPONSORS: Rep. Turer, Rock. 6

COMMITTEE: Judiciary

ANALYSIS

This bill amends the law to permit a single-member professional limited liability company to designate an assistant manager, who is not a qualified person, to manage the PLLC in the case of the death, incapacity, or disqualification of the manager for certain purposes.

Explanation: Matter added to current law appears in ***bold italics***.
Matter removed from current law appears [in brackets and struckthrough.]
Matter which is either (a) all new or (b) repealed and reenacted appears in regular type.

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STATE OF NEW HAMPSHIRE

In the Year of Our Lord Two Thousand Twenty Five

AN ACT relative to professional limited liability company (PLLC) assistant manager status.

Be it Enacted by the Senate and House of Representatives in General Court convened:

1 14:1 Professional Limited Liability Companies; Officers and Managers. Amend RSA 304-D:12 to
2 read as follows:

3 304-D:12 Officers and Managers.

4 Except as otherwise provided by the licensing laws of this state and rules adopted under these laws
5 or by any licensing authority in this state, each manager of a professional limited liability company, if any,
6 and all the officers, if any, ***shall be qualified persons with respect to the professional limited liability***
7 ***company, with the exception of any of the following:*** [~~other than~~] the secretary or an assistant secretary,
8 [~~and~~] the treasurer or an assistant treasurer, ***and/or the assistant manager in the case of a single-member***
9 ***professional limited liability company*** [~~shall be qualified persons with respect to the professional limited~~
10 ~~liability company~~]. ***In the case of a single-member professional limited liability company, unless the***
11 ***operating agreement provides otherwise, and subject to RSA 304-D:5, upon the manager's death,***
12 ***incapacity, or becoming a disqualified person, the assistant manager may, for a period of up to one year***
13 ***after the date of the manager's death, incapacity, or becoming a disqualified person, exercise all of the***
14 ***manager's rights held by the manager immediately before the manager's death, incapacity, or becoming a***
15 ***disqualified person. Consistent with RSA 304-D:5, this section does not authorize the assistant manager***
16 ***to perform any professional duties or exercise any professional judgment within the scope of the subject***
17 ***profession. Nothing contained in this section shall supersede any professional or ethical standards or***
18 ***guidance governing the subject profession.***

14:2 Effective Date. This act shall take effect 60 days after its passage.

Approved: May 14, 2025
Effective Date: July 13, 2025