WEST VIRGINIA CODE: §31B-6-602

§31B-6-602. Member's power to dissociate; wrongful dissociation.

(a) Unless otherwise provided in the operating agreement, a member has the power to dissociate from a limited liability company at any time, rightfully or wrongfully, by express will pursuant to section 6-601(1).

(b) If the operating agreement has not eliminated a member's power to dissociate, the member's dissociation from a limited liability company is wrongful only if:

(1) It is in breach of an express provision of the agreement; or

(2) Before the expiration of the specified term of a term company:

(i) The member withdraws by express will;

(ii) The member is expelled by judicial determination under section 6-601(6);

(iii) The member is dissociated by becoming a debtor in bankruptcy; or

(iv) In the case of a member who is not an individual, trust other than a business trust, or estate, the member is expelled or otherwise dissociated because it willfully dissolved or terminated its existence.

(c) A member who wrongfully dissociates from a limited liability company is liable to the company and to the other members for damages caused by the dissociation. The liability is in addition to any other obligation of the member to the company or to the other members.

(d) If a limited liability company does not dissolve and wind up its business as a result of a member's wrongful dissociation under subsection (b) of this section, damages sustained by the company for the wrongful dissociation must be offset against distributions otherwise due the member after the dissociation.

WV Legislature