

IN THE COURT OF COMMON PLEAS OF CARBON COUNTY, PENNSYLVANIA  
CIVIL DIVISION

SWRP, LLC, <sup>1</sup>	:	
Appellee	:	
	:	
vs.	:	No. 22-0801
	:	
WESTWOOD CONDOMINIUM	:	
ASSOCIATION, INC.,	:	
Appellant	:	
	:	

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CARBON COUNTY  
PROthonotary

Joseph Hanyon, Esquire	Counsel for Appellee
Gregory Malaska, Esquire	Counsel for Appellant

MEMORANDUM OPINION

Matika, J. - ~~JULY~~ 1, 2025

On October 29, 2024, the Commonwealth Court remanded this case to the Trial Court with direction to determine whether the Fair Debt Collection Practices Act<sup>2</sup>, the Fair Credit Extension Uniformity Act<sup>3</sup> and/or privacy concerns precluding the dissemination of certain information possessed by the Appellant, Westwood Condominium Association, Inc. (hereinafter "Westwood") and sought by Appellee, SWRP, LLC, (hereinafter "SWRP"). Having

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<sup>1</sup> As noted in the Commonwealth Court Opinion, the original Appellant/Plaintiff Split Rock Investments, LLC sold its interests in Westwood to SWRP, LLC, thus in conformity with that Opinion, we too substitute SWRP, LLC for Split Rock Investments, LLC.

<sup>2</sup> 15 U.S.C. §1692(d)(3).

<sup>3</sup> 73 P.S. §2270.4(b)(4)(iii).

determined that they do not, this Court directed, by Order dated April 14, 2025, that Westwood provide to SWRP an unredacted membership register and, with limits in dissemination, a list of members in good standing. Westwood now appeals this decision.

#### **FACTUAL AND PROCEDURAL BACKGROUND**

For brevity purposes, this Court attaches hereto as appendices 1 and 2, a copy of the Memorandum Opinion it issued on January 3, 2023, as well as the Opinion of the Commonwealth Court which remanded this case back to the Trial Court to address the issues outlined above.

After receiving said Opinion, an argument was scheduled and held on January 16, 2025 to address those issues required to be considered *vis-à-vis* any basis for Westwood not to disclose and/or disseminate the requested information. Thereafter, this Court issued an Order on April 14, 2025 which required Westwood to do the following:

1. Within forty-five (45) days from the date of this Order, the Defendant, Westwood Condominium, Association, Inc SHALL provide to Plaintiff an unredacted membership register which shall also include all emails and phone numbers identified therein without limitations nor restriction, and
2. Within forty-five (45) days from the date of this Order,

the Defendant, Westwood Condominium Association, Inc., SHALL provide to Plaintiff a list of members in good standing as of the date of this Order. Upon receipt, Plaintiff shall in no uncertain terms disclose, disseminate or distribute information pertaining to this list to anyone other than in connection with this litigation and for the sole purpose for which Plaintiff seeks it.

On May 13, 2025, Westwood filed a Notice of Appeal to the Commonwealth Court. It was not until June 5, 2025 that this Court issued the 1925(b) Order pursuant to the Pa. Rules of Appellate Procedure.<sup>4</sup>

Thereafter, on June 16, 2025, Westwood filed its Concise Statement. In that Statement, Westwood alleges as follows:

- a. The Trial Court abused its discretion and committed an error of law in its 4/14/25 Order by failing to make a determination on whether providing the list of members in good standing only would or would not violate the Federal Fair Debt Collection Practices Act or the Pennsylvania Fair Credit Extension Uniformity Act;
- b. The Trial Court abused its discretion and committed an error of law in its 4/14/25 Order by failing to impose any

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<sup>4</sup> As noted in that June 5, 2025 Order, Westwood had not yet served a copy of its notice of appeal on this Court. It was by happenstance that the Court learned of it and was only able to issue that Order twenty-three (23) days after the appeal.

sort of restrictions on the use or dissemination of the members' phone numbers and email addresses; and

- c. The Trial Court abused its discretion and committed an error of law in its 4/14/25 Order by failing to properly differentiate the nature of the privacy interest in the materials sought in *Lewis v. Pennsylvania Bar Association* (internal voting procedures and judicial evaluations) from the materials sought in the present case (private phone numbers and email addresses of members provided without the members' knowledge and consent) and by failing to apply the balancing test provided for in Section 5508(g) of the Pennsylvania Nonprofit Corporation Law, 15 Pa.C.S. §5508(g) to protect the privacy interest of the members.

This Court will address each claimed error *seriatim*.

#### LEGAL DISCUSSION

I. DETERMINING WHETHER PROVIDING INFORMATION DOES/DOES NOT VIOLATE FEDERAL FAIR DEBT COLLECTION PRACTICES ACT OR PENNSYLVANIA FAIR CREDIT EXTENSION UNIFORMITY ACT.

Westwood's first claimed error on the part of the Court suggests that the Court did not make a determination as to whether providing the list of members in good standing only would violate either of the aforementioned acts. This Court would submit, by virtue of its April 14, 2025 Order requiring Westwood to provide that list to SWRP, that doing so would not violate either of these

acts. This Court did however, temper the use of this information as noted in the Order.<sup>5</sup>

As noted in the Commonwealth Court Opinion, "The Trial Court erred in holding that a list of members in good standing is not subject to inspection under former §5508(b) of the Nonprofit Corporation Law." Thus, this Court directed Westwood to provide that list to SWRP, subject to the restrictions listed therein and as permitted.<sup>6</sup> By placing restrictions on the use of this list (limited to the purposes set forth in the motion), this Court is mindful of what both the Fair Debt Collection Practices Act and the Fair Credit Extension Uniformity Act say are actions violative of both Acts. While this Court does not see SWRP as either a "debt collector" or "creditor" whose intent would be to use this list of members in good standing to ascertain those who are not and conduct themselves in a manner which would be determined to be violative of either Act, this Court determined to restrict SRWP's use of this list as a means to investigate its mismanagement claims against Westwood. Notwithstanding, out of an abundance of caution, but in determining that neither Act requires non-disclosure of this list for privilege, privacy or confidentiality purposes, this

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<sup>5</sup> In paragraph 2 of its Order, it noted that "Upon receipt, Plaintiff shall in no uncertain terms disclose, disseminate or distribute information pertaining to this list to anyone other than in connection with this litigation and for the sole purpose for which Plaintiff seeks it."

<sup>6</sup> See 15 Pa.C.S.A. §5508(c) and (e).

Court still sought to protect those members in not so good standing.

## II. LACK OF RESTRICTIONS ON PHONE NUMBERS AND EMAIL ADDRESSES

Westwood next argues that the Court erred by not placing the same restrictions on the phone numbers and email addresses of members in the membership register.

Here, this Court followed the mandates of the Commonwealth Court where it stated "[I]f the nonprofit corporation collects 'other details of the membership of each' for its membership register, such email addresses and phone numbers of members, it must disclose these pieces of information under former Section 5508(b)."

This Court did so, without restrictions unlike the disclosure and dissemination of the list of members in good standing. Our rationale was simple; at no time was an issue made by Westwood that other information contained in the membership register needed to be restricted under §5508, information that would allow SRWP to contact members in its investigation into corporate mismanagement. The most intrusive means of contacting those members would be by appearing at the front doors of the physical address provided to SRWP, a very onerous task to be performed by SRWP and by far the most intrusive when it comes to a possible violation of privacy, yet this information is in the register and it had already been

directed to be disclosed. Phone numbers and email addresses are less intrusive as the recipient of calls or emails can simply ignore them.

Additionally, as this Court noted in its April 14, 2025 Order, *Lewis v. Pennsylvania Bar Association*, 701 A.2d 551 (Pa. 1997), is inapposite to the case at bar. *Lewis* involved information pertaining to third parties who were deemed to have privacy protections. Here, this information in the members list, is information integral to the business of corporate governance.

**III. FAILED TO DIFFERENTIATE THE NATURE OF THE PRIVACY INTEREST IN LEWIS AND THE CASE SUB JUDICE; FAILE TO APPLY BALANCE TEST IN §5508(G) TO PROTECT PRIVACY INTERESTS OF MEMBERS.**

Lastly, Westwood argues two things in its third claimed error: 1) the Court failed to differentiate between the materials sought in *Lewis* and the materials sought in the present case; and 2) the Court failed to apply a balancing test provided for in §5508(g) of the Pennsylvania Nonprofit Corporation Law<sup>7</sup> to protect privacy interests of its members.

**1. Differentiation**

This Court believes, based upon the April 14, 2025 Order, that it made it clear why *Lewis* did not act to prevent the disclosure of the membership register information. In fact, this

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<sup>7</sup> 15 Pa. S.C. §5508(g).

Court mirrored the rationale of the Commonwealth Court in its remand Opinion when it stated "Lewis concerned 'records of proceedings' of a nonprofit corporation that did not involve a list of members of the corporation but, rather, information belonging to third parties, i.e., judicial candidates and the JEC. In *Lewis*, the requested disclosure would have revealed information about the individual judicial candidates that the JEC had promised to keep confidential, thereby undermining the integrity of the JEC's rating process. By contrast here, Appellant requested information in the Association's membership register, which is information integral to corporate governance."<sup>8</sup> This Court accepted and adopted this differentiation of the information sought.

## **2. 5508(g) Balance Test**

Section 5508 of the Pennsylvania Nonprofit Corporation Law reads as follows:

(g) Reasonable restrictions permitted. - The corporation may impose reasonable restrictions and conditions on access to and use of information to be furnished under this section, including designating information confidential and imposing nondisclosure and safeguarding obligations on the recipient. In a dispute concerning the reasonableness of a restriction, condition or obligation under this subsection, the corporation has the burden of proving reasonableness."

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<sup>8</sup> *SWRP, LLC v. Westwood Condominium Association, Inc.*, No. 175 C.D. 2023, 2024 WL 4601603, (Pa. Commw. Ct., filed October 29, 2024).



Initially, this Court read this to be applicable to when a corporation itself provides access to information under §5508. However, respecting Appellant's claim, the Court too will explain the unfettered access it provided to SWRP.

Section 5508(c) reads in pertinent part,

"The court is hereby vested with exclusive jurisdiction to determine whether or not the person seeking inspection is entitled to the inspection sought. The court may summarily order the corporation to permit the member to inspect the membership register and the other books and records of the corporation and to make copies or extracts therefrom; or the court may order the corporation to furnish to the member a list of its members as of a specific date on condition that the member first pay to the corporation the reasonable cost of obtaining and furnishing the list and on such other conditions as the court deems appropriate."

Further, §5508(e) reads in pertinent part, "the court may, in its discretion, prescribe any limitations or conditions . . .".

In analyzing SWRP's rationale as to what its intended purpose for obtaining and subsequent use of this information is, this Court determined that limitations or restrictions on that information would prevent the appropriate use . . . to investigate Westwoods potential mismanagement. Inherent in that investigation is the ability to contact members. Restricting access to that information on the basis of Westwood's privacy arguments would thwart the efforts of SWRP.

CONCLUSION

For the reasons stated herein, this Court asks the Commonwealth Court to affirm the April 14, 2025 Order.

BY THE COURT:

  
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Joseph J. Matika, J.

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IN THE COMMONWEALTH COURT OF PENNSYLVANIA 2024 DEC -2 AM 8:52

SWRP, LLC,

Appellant

v.

Westwood Condominium  
Association, Inc.

22-0801

No. 175 C.D. 2023

Submitted: August 9, 2024

CARBON COUNTY  
PROTHONOTARY

BEFORE: HONORABLE PATRICIA A. McCULLOUGH, Judge  
HONORABLE STACY WALLACE, Judge  
HONORABLE MARY HANNAH LEAVITT, Senior Judge

OPINION NOT REPORTED

MEMORANDUM OPINION  
BY SENIOR JUDGE LEAVITT

FILED: October 29, 2024

SWRP, LLC (Appellant)<sup>1</sup> appeals an order of the Court of Common Pleas of Carbon County (trial court) that ordered Westwood Condominium Association, Inc. (Association) to allow Appellant to inspect certain documents, albeit in redacted form, and denied Appellant's request for each Association member's email address, phone number, and whether the member was in good standing. Appellant contends that in denying access to the members' information, the trial court erred in its construction and application of the Nonprofit Corporation Law of 1988 (Nonprofit Corporation Law).<sup>2</sup> Upon review, we reverse the trial court and remand this matter to the trial court for further consideration of the Association's arguments related to privacy and consumer protection statutes.

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<sup>1</sup> The original appellant, Split Rock Investments, LLC, sold its interest in Westwood Condominium Association, Inc. to SWRP, LLC. By this Court's order of April 14, 2023, SWRP, LLC was substituted as the named Appellant in this matter for Split Rock Investments, LLC.

<sup>2</sup> 15 Pa. C.S. §§5101-6146.

## Background

The Association is a Pennsylvania nonprofit corporation with its business address at One Lake Drive in Lake Harmony. Appellant is a member of the Association. On May 13, 2022, Appellant filed a "Motion to Enforce Inspection Rights of Non-Profit Corporation Records." Reproduced Record at 4a (R.R. \_\_\_\_). The motion stated that the Association permitted access to almost all the documents requested by Appellant, save the following:

- (a) W-2 forms for all employees [of the Association;]
- (b) Documentation for employee salaries other than reporting same in the aggregate[;]
- (c) Email addresses and Phone numbers of its owners[;]
- (d) A list of members in good standing.

Motion, ¶6; R.R. 5a. Appellant asserted that it sought this information in order to "unveil" the Association's mismanagement. Motion, ¶10; R.R. 5a.

In its answer, the Association explained its decision as follows:

- (a) W[-]2 forms contain private information such as social security numbers and address information.
- (b) Such information would constitute personnel records outside the scope of those items identified in 15 Pa. C.S. §5508.
- (c) Such information is not mandated in the member list specifications in Section 5508(a) and revealing said information would constitute a breach of the members' right to privacy. 15 Pa. C.S. [§]5508.
- (d) [The Association] can provide a list of all owners, their names, addresses, and unit intervals. To provide a list of members in good standing only would place [the Association] in jeopardy of violating the Fair Debt Collection Practices Act, 15

U.S.C. [§]1692d(3), and the Pennsylvania Fair Credit Extension Uniformity Act, 73 [P.S.] [§]2270.4(b)(4)(iii).<sup>3]</sup>

Answer, ¶7; R.R. 17a.

On October 12, 2022, after oral argument on the motion, the trial court ordered the Association to release the W-2 forms of all employees, with redactions. Specifically, the order directed redaction of “all information thereon except: Name, Address, Title and Gross/Net Incomes.” Trial Court Order, 10/12/2022, at 1-2; R.R. 46a-47a. The trial court denied Appellant’s request for member email addresses and phone numbers and for a list of all members in good standing.

Appellant appealed to the Superior Court, which transferred the case to this Court. In its P.A.R.A.P. 1925(a) opinion, the trial court construed Section 5508(a) of the Nonprofit Corporation Law to mean that “*whatever* the information the membership register contains, [the Association] would need to turn it over.” 1925(a) Op., 1/3/2023, at 4-5; R.R. 65a-66a (emphasis in original). The trial court then mused that “[p]resumably, [the Association’s membership register] does not contain emails and phone numbers of members, otherwise [Appellant] would not be seeking to obtain that information with the blessing and at the direction of the Court.” 1925(a) Op. at 5; R.R. 66a. The trial court then noted that Appellant did not establish how member email addresses and phone numbers “would meet the proper purpose for seeking of the records to unveil any mismanagement of [the Association’s] operations.” *Id.* at 5.

The trial court next concluded that a list of members in good standing is not information subject to inspection under former Section 5508(b) of the

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<sup>3</sup> Act of March 28, 2000, P.L. 23, 2 No. 7.

Nonprofit Corporation Law, 15 Pa. C.S. §5508(b).<sup>4</sup> Rather, this information is “a separate list beyond what is contemplated in [Section] 5508(a) to be maintained[.]” 1925(a) Op. at 5; R.R. 66a. In any case, because a list of members in good standing could be gleaned from other corporate records, the trial court concluded that a court order was unnecessary.

### Appeal

In its appeal,<sup>5</sup> Appellant raises two issues. First, it argues that the trial court erred in ruling that member email addresses and phone numbers are not part of the membership register and, as such, not subject to inspection under former Section 5508(b) of the Nonprofit Corporation Law. Second, it argues that the trial court erred in ruling that a list of members in good standing is not subject to inspection under former Section 5508(b) of the Nonprofit Corporation Law.

### Applicable Law

We start our analysis with a review of the statute. At the time the trial court entered its order, former Section 5508(a)-(c) of the Nonprofit Corporation Law stated, in pertinent part, as follows:

**(a) Required records.**--Every nonprofit corporation shall keep minutes of the proceedings of the members, the directors and any other body, *and a membership register, giving the names and addresses of all members and the class and other details of the membership of each.* The corporation shall also keep appropriate, complete and accurate books or records of account. The records

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<sup>4</sup> Section 5508 of the Nonprofit Corporation Law was amended, effective January 3, 2023. *See* Act of November 3, 2022, P.L. 1791, No. 122, §78. At the time the trial court issued its order, the prior version of Section 5508 was applicable. *See* Act of June 22, 2001, P.L. 418, No. 34.

<sup>5</sup> Our review in nonprofit law appeals is limited to determining “whether the trial court committed an error of law or abused its discretion or whether its findings of fact are not supported by the evidence.” *Northern Chester County Sportsmen’s Club v. Muller*, 174 A.3d 701, 707 n.2 (Pa. Cmwlth. 2017).

provided for in this subsection shall be kept at any of the following locations:

- (1) the registered office of the corporation in this Commonwealth;
- (2) the principal place of business wherever situated; or
- (3) any actual business office of the corporation.

**(b) Right of inspection by a member.**--*Every member shall, upon written verified demand stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members, directors and any other body, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of the person as a member. . . .*

**(c) Proceedings for the enforcement of inspection by a member.**--If the corporation, or an officer or agent thereof, refuses to permit an inspection sought by a member or attorney or other agent acting for the member pursuant to subsection (b) or does not reply to the demand within five business days after the demand has been made, the member may apply to the court for an order to compel the inspection. The court shall determine whether or not the person seeking inspection is entitled to the inspection sought. The court may summarily order the corporation to permit the member to inspect the membership register and the other books and records of the corporation and to make copies or extracts therefrom; *or the court may order the corporation to furnish to the member a list of its members as of a specific date on condition that the member first pay to the corporation the reasonable cost of obtaining and furnishing the list and on such other conditions as the court deems appropriate.* Where the member seeks to inspect the books and records of the corporation, other than its membership register or list of members, he shall first establish:

- (1) that he has complied with the provisions of this section respecting the form and manner of making demand for inspection of such document; and



(2) that the inspection he seeks is for a proper purpose.

*Where the member seeks to inspect the membership register or list of members of the corporation and he has complied with the provisions of this section respecting the form and manner of making demand for inspection of the documents, the burden of proof shall be upon the corporation to establish that the inspection he seeks is for an improper purpose. The court may, in its discretion, prescribe any limitations or conditions with reference to the inspection, or award such other or further relief as the court deems just and proper. The court may order books, documents and records, pertinent extracts therefrom, or duly authenticated copies thereof, to be brought into this Commonwealth and kept in this Commonwealth upon such terms and conditions as the order may prescribe.*

*Former 15 Pa. C.S. §5508(a)-(c) (emphasis added).<sup>6</sup>*

In sum, nonprofit corporations must establish a membership register, and members are those with a right to vote on corporate matters. *Former 15 Pa. C.S. §5103.* Members of a nonprofit corporation have a right to inspect corporate records, including the membership register and accounts, “upon written verified demand stating the purpose thereof[.]” *Former 15 Pa. C.S. §5508(b).* Courts may order the disclosure of a list of members as of a specific date. *Former 15 Pa. C.S. §5508(c).*

The Association did not question Appellant’s stated reason for its requested inspection, *i.e.*, to investigate the Association’s potential mismanagement. Accordingly, the only questions on appeal are whether email addresses and phone numbers constitute the “membership register” that is subject to inspection under former Section 5508(b) of the Nonprofit Corporation Law, 15 Pa. C.S. §5508(b),

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<sup>6</sup> The Nonprofit Corporation Law now defines “membership register” as “[r]ecords administered by or on behalf of a corporation in which the names of all of its members, the address of each member and the class and other details of the membership of each member are recorded.” 15 Pa. C.S. §5103. Now, the language in former Section 5508(a) that listed the content of a membership register has been moved into a separate definition. For purposes of this appeal, the amendment had no substantive effect.



and whether a member's good standing is subject to inspection under former Section 5508(b) of the Nonprofit Corporation Law.

I.

Appellant argues that the Nonprofit Corporation Law cannot be construed to require disclosure of member addresses used by the United States Postal Service but to forbid disclosure of member email addresses. Appellant contends that email addresses and phone numbers are part of the membership register under former Section 5508(a) of the Nonprofit Corporation Law. In any case, the disclosure of a mailing address is "more intrusive" than disclosure of an email address. Appellant Brief at 10. Only the mailing address facilitates personal onsite visits to the member.

In response, the Association argues that the statute does not expressly provide for the disclosure of phone numbers and email addresses of members. Further, access to Association records is "limited by considerations of privacy, privilege and confidentiality." Association Brief at 18 (citing *Lewis v. Pennsylvania Bar Association*, 701 A.2d 551, 554 (Pa. 1997) (*Lewis*)). The Association argues that the General Assembly intended a nonprofit corporation to keep confidential the email addresses of its members.

"The object of all interpretation and construction of statutes is to ascertain and effectuate the intention of the General Assembly. Every statute shall be construed, if possible, to give effect to all its provisions." 1 Pa. C.S. §1921(a). "When the words of a statute are clear and free from all ambiguity, the letter of it is not to be disregarded under the pretext of pursuing its spirit." 1 Pa. C.S. §1921(b). "In construing a statute, the courts must attempt to give meaning to every word in a statute as we cannot assume that the legislature intended any words to be mere surplusage." *Holland v. Marcy*, 883 A.2d 449, 455-56 (Pa. 2005).

The Nonprofit Corporation Law requires the creation of a membership register, including “names and addresses of all members and the class *and other details of the membership of each.*” Former 15 Pa. C.S. §5508(a) (emphasis added). The statute directs that the “names and addresses of all members” and their “class” are the minimum information to be collected by a nonprofit corporation. If the nonprofit corporation collects “other details of the membership of each” for its membership register, such as email addresses and phone numbers of members, it must disclose these pieces of information under former Section 5508(b). Stated otherwise, former Section 5508(a) provides a “floor” of a membership register, not a “ceiling.”

The trial court correctly construed former Section 5508(a) to mean that “*whatever* the information the membership register contains, [the Association] would need to turn it over.” 1925(a) Op. at 4-5; R.R. 65a-66a (emphasis in original). Instead of fashioning an order consistent with that conclusion, the trial court assumed that the Association’s membership register did not contain email addresses and phone numbers of members and, thus, was not subject to disclosure. 1925(a) Op. at 5; R.R. 66a. The trial court erred. It should have ordered the disclosure of whatever information is in the membership register.

The Association contends that regardless of what information is in the membership register, the disclosure of member phone numbers and email addresses would “ignore the mandates of *Lewis*, namely, to protect the privacy of [the Association’s] members.” Association Brief at 19. The Association asserts that “privacy implications to [the Association’s] members greatly outweigh any financial or administrative benefits provided to [Appellant].” *Id.* Appellant responds that *Lewis* is inapposite.

In *Lewis*, 701 A.2d 551, two members of the Pennsylvania Bar Association (PBA) filed a motion to compel inspection of the evaluations of statewide judicial candidates done by the Judicial Evaluation Commission (JEC), an independent commission created and funded by the PBA. The motion sought documents "relating to the decision-making processes underlying the evaluation and rating of judicial candidates by the JEC and the comments and votes of each member of the JEC." *Id.* at 552 n.1. The trial court granted the motion to compel.

Our Supreme Court reversed. While it acknowledged that the minutes of the JEC were "records of proceedings" for purposes of Section 5508(b) of the Nonprofit Corporation Law, the Court held that access to such information "is limited by considerations such as privacy, privilege, or confidentiality where both the corporation's and the public's interests are served by keeping the records confidential." *Lewis*, 701 A.2d at 555. The Supreme Court explained:

The record reflects the JEC has an interest in keeping its records confidential because it had promised confidentiality to those interviewed before they were interviewed. The public has a compelling interest in having an informed electorate which is promoted by the free flow of information about judicial candidates. That flow would slow to a halt were documents respecting interviews or JEC deliberations made available to members. Even the lower court recognized this when it said:

... [there is] legitimate concern that the integrity of the JEC's rating process would be destroyed if members of the JEC and its investigating team knew that their comments and reports would be disclosed to the public.□

*Id.* at 554-55 (footnote omitted).

We agree that *Lewis* is inapposite. *Lewis* concerned "records of proceedings" of a nonprofit corporation that did not involve a list of members of the corporation but, rather, information belonging to third parties, *i.e.*, judicial

candidates and the JEC. In *Lewis*, the requested disclosure would have revealed information about the individual judicial candidates that the JEC had promised to keep confidential, thereby undermining the integrity of the JEC's rating process. By contrast, here, Appellant requested information in the Association's membership register, which is information integral to corporate governance.

In its answer to the motion, the Association stated that revealing member email addresses and phone numbers "would constitute a breach of the members' right to privacy." Answer, ¶7(c); R.R. 17a. The trial court did not address this issue. Thus, we remand to allow the Association to make its case on privacy, and whether the trial court should "prescribe any limitations or conditions with reference to the inspection" of the membership register. *Former* 15 Pa. C.S. §5508(a).

## II.

Appellant argues, next, that the trial court erred in ruling that a list of members in good standing is not subject to inspection under former Section 5508(b) of the Nonprofit Corporation Law. The statute expressly authorizes the court to order disclosure of a "list of [] members as of a specific date." *Former* 15 Pa. C.S. §5508(c). Appellant contends that information regarding whether members are in good standing, *i.e.*, current with their accounts, constitutes "details of the membership" subject to inspection as a part of the membership register. *Former* 15 Pa. C.S. §5508(a).

In response, the Association argues, as it did before the trial court, that its release of the list of members in good standing would expose the Association to liability under the Fair Debt Collection Practices Act and the Fair Credit Extension Uniformity Act. These statutes prohibit the "publication of a list of consumers who

allegedly refuse to pay debts.” 15 U.S.C. §1692d(3); 73 P.S. §2270.4(b)(4)(iii). Because the list of members in good standing would reveal those members with delinquent accounts, disclosure may place the Association in jeopardy under the statutes.

The court may order a “list of [] members as of a specific date” to be provided. *Former* 15 Pa. C.S. §5508(c). The Merriam-Webster Dictionary defines “membership” as “the state or status of being a member.” *See* MERRIAM-WEBSTER DICTIONARY, <https://www.merriam-webster.com/dictionary/membership> (last visited October 28, 2024). Members in good standing are those able to vote because they are current on their fees. The trial court erred in holding that a list of members in good standing is not subject to inspection under former Section 5508(b) of the Nonprofit Corporation Law.

However, that does not answer the question of whether Appellant’s right to access said information is limited by considerations of privacy, privilege and confidentiality or by the Fair Debt Collection Practices Act and the Fair Credit Extension Uniformity Act. This issue should be addressed on remand.

### **Conclusion**

We reverse that portion of the trial court’s order denying the production of the entirety of the Association’s membership register. We remand the matter to the trial court to address the Association’s privacy argument and, if appropriate, to fashion conditions on the disclosure of private information.

We reverse that portion of the trial court’s denying the production of the list of members in good standing. We remand the matter to the trial court to consider whether Appellant’s access to the list of members in good standing is

limited by the Fair Debt Collection Practices Act and the Fair Credit Extension Uniformity Act.

For these reasons, we reverse the trial court's order and remand for further proceedings consistent with this opinion.

s/Mary Hannah Leavitt

MARY HANNAH LEAVITT, President Judge Emerita

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

SWRP, LLC,

Appellant

v.

No. 175 C.D. 2023

Westwood Condominium  
Association, Inc.

**ORDER**

AND NOW, this 29th of October, 2024, the order of the Court of Common Pleas of Carbon County, dated October 12, 2022, in the above-captioned matter, is REVERSED. The matter is REMANDED to the trial court for further proceedings consistent with the foregoing opinion.

Jurisdiction relinquished.

s/Mary Hannah Leavitt

MARY HANNAH LEAVITT, President Judge Emerita

IN THE COURT OF COMMON PLEAS OF CARBON COUNTY, PENNSYLVANIA  
CIVIL DIVISION

SPLIT ROCK INVESTMENTS, LLC, :  
Plaintiff/Appellant :  
vs. : No. 22-0801  
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WESTWOOD CONDOMINIUM :  
ASSOCIATION, INC., :  
Defendant/Appellee :  
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CARBON COUNTY  
PROTHONOTARY

Joseph Hanyon, Esquire                      Counsel for Plaintiff/Appellant  
Gregory Malaska, Esquire                      Counsel for Defendant/Appellee

MEMORANDUM OPINION

Matika, J. - January 3, 2023

On November 14, 2022, Split Rock Investments, LLC, filed an appeal to the Order of Court issued pertaining to the motion it filed on May 13, 2022. For the reasons stated herein, this Court asks the Appellate Court to deny the appeal and allow that Order to stand.

FACTUAL AND PROCEDURAL BACKGROUND

On May 13, 2022, Appellant herein, Split Rock Investments, LLC, (hereinafter "Split Rock") filed a "Motion to Enforce Inspection Rights of Non-Profit Corporation Records Pursuant to 15 Pa.C.S.A. 5508(c)". In that motion, Split Rock sought the release of certain information<sup>1</sup> from the Appellee herein, Westwood

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<sup>1</sup> Split Rock alleges that Westwood is being mismanaged and that this information is being sought to unveil that mismanagement, among other things.



Condominium Association, Inc., (hereinafter "Westwood"). Split Rock is a member of the Westwood Non-Profit Corporation. In that motion Split Rock requested the following:

- a. W-2 forms for all employees;
- b. Documentation for employee salaries other than reporting same in the aggregate;
- c. Email addresses and phone numbers of its owners; and
- d. A list of members in good standing.

A hearing was held on June 1, 2022, however in lieu of creating a record, the parties agreed to simply make argument on whether the above items were required to be turned over by Westwood to Split Rock for inspection.

After that argument, this Court directed Westwood to make available for copying and/or inspection the following items:

1. W-2 Forms of all employees of Westwood Condominium Association, Inc., redacted to exclude all information thereon except: Name, Address, Title and Gross/Net Incomes or alternatively, a sworn affidavit signed by an authorized agent of Westwood Condominium Association, Inc. identifying the employee by Name, Address and Title and listing the employees' Gross/Net Incomes; and
2. Any supporting documentation confirming the incomes of the employees listed in #1 above.

This Court denied Split Rock's request to copy and/or inspect

email addresses and phone numbers of its owners along and a list of members in good standing with Westwood.

On November 14, 2022, Split Rock filed a timely<sup>2</sup> appeal from that October 12, 2022 Order. Thereafter, on November 15, 2022, this Court directed Split Rock to file a concise statement of matters complained of on appeal to which Split Rock complied on November 28, 2022. In that concise statement, Split Rock claims that this Court erred by denying it the opportunity to copy and/or inspect the "email addresses and phone numbers of it's (Westwood's) owners as well as "a list of members in good standing" with Westwood.

#### LEGAL DISCUSSION

Pursuant to 15 Pa.C.S.A. §5508(b)

"Every member shall, upon written verified demand stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members, directors and any other body, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonable related to the interest of the person as a member. In every instance where an attorney or other agent is the person who seeks the right of inspection, the demand shall be accompanied by a verified power of attorney or other writing that authorizes the attorney or other agent to so act on behalf of the member."

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<sup>2</sup> Although filed on the 33<sup>rd</sup> day after the date and filing of the Order, the Appeal was otherwise timely as November 14, 2022 was the Monday occurring after a three-day weekend which included the Carbon County Court being closed on November 11, 2022 in observance of Veterans Day, the actual 30<sup>th</sup> day after the date and filing of the Order.

Split Rock claims that both the email addresses and phone numbers of Westwood's members, along with a list of all members in good standing with Westwood constitute items which must be made available to every member, including Split Rock, who request them for a "proper purpose." Further, Split Rock contends that because 15 Pa.C.S.A. §5508(a) sets forth the records that are required to be kept by Westwood, that implies that those records normally are then available pursuant to 5508(b) for inspection by any requesting member. Further, Split Rock alleges that a membership register which includes "giving the names and addresses of all members and the class and other details of the membership of each" encompasses and includes emails and phone numbers as well as whether each member is in good standing with Westwood. This Court disagrees.

Under 15 Pa. C.S.A. §5508(b), the term "membership register" is not currently defined<sup>3</sup>, however, §5508(a) does reference what the statute contemplates a membership register to include, to wit: "names and addresses of all members and the class and other details of the membership of each." Surely, "other details" could be interpreted to include many things beyond those specifically identified therein, however this Court interprets this statute to read that whatever the information the membership register

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<sup>3</sup> Effective January 3, 2023, §5703 includes a specific definition for "membership register" which is defined as records " . . . in which the names of all of its members, the address of each member and the class and other details of the membership of each member are recorded."

contains, Westwood would need to turn it over. Presumably, it does not contain emails and phone numbers of members, otherwise Split Rock would not be seeking to obtain that information with the blessing and at the direction of the Court. Further, Split Rock has not met its burden of establishing how obtaining the phone numbers and email addresses and other contact information beyond what has already been provided to it, would meet the proper purpose for seeking of the records: to unveil any mismanagement of Westwood's operations.

Split Rock also seeks the release of a list of those "members in good standing" with Westwood. Nowhere under §5508(b) or elsewhere does it explicitly or even implicitly identify a list of members in good standing as being in furtherance of a proper purpose for which a member can obtain from a corporation. Further, similar to a "membership register", a "list" of members in good standing would be a cumulation of certain identifiable members. While possibly not as encompassing as a "membership register", it is a separate list beyond what is contemplated in §5508(a) to be maintained and subsequently available under §5508(b) for inspection. Additionally, from the information already provided, it is possible for Split Rock to examine the corporate records and

glean from them who has and who has not maintained good standing status with Westwood.<sup>4</sup>

Lastly, Split Rock has provided no case law to support its claims that Westwood must turn over emails and phone numbers of its members or a good standing membership list.

#### CONCLUSION

For the reasons stated herein, this Court asks the Appellate Court to affirm our decision.

BY THE COURT:

  
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Joseph J. Matika, J.

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<sup>4</sup> No where in any of the docketed filings do the parties identify what, if any, "other details of the membership of each" member in Westwood's membership register exist. This Court will not assume nor presume that it does or does not include status such as "dues paid" or other such designation. To the extent that detail is present, Split Rock may already have its answer vis-à-vis good standing members. To the extent it does not, this Court did not direct that it be revealed as relief to be granted herein.