

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

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

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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. No where 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.