

**IN THE COURT OF COMMON PLEAS  
PHILADELPHIA COUNTY | PENNSYLVANIA**

**ORPHANS' COURT DIVISION**

**IN RE: GRAND BOULE OF  
SIGMA PI PHI FRATERNITY,  
NON-PROFIT CORPORATION**

O.C. No. 600 NP of 2025  
Control No. 254431  
Control No. 254751

**DECREE**

**AND NOW**, this 4<sup>th</sup> day of January 2026, upon consideration of the Preliminary Objections of Respondent The Grand Boule to Loren Douglass's Second Amended Petition for Declaratory Relief, and Petitioner Loren Douglass' Preliminary Objections to Respondent's Preliminary Objections, and the Reply in Support of Petitioner Loren Douglass' Preliminary Objections to Respondent's Preliminary Objections, it is hereby **ORDERED** and **DECREED** that the Preliminary Objections filed by Moving Respondent are **OVERRULED in part and SUSTAINED in part**.

Respondent alleges that this Court must dismiss Petitioner's Second Amended Petition for Declaratory Relief, with prejudice. We address the Respondent's preliminary objections in turn:

- (1) In their first preliminary objection, Moving Respondent alleges that the Court does not have subject matter jurisdiction over the declaratory relief count seeking injunctive relief claim due to mootness. This preliminary objection is legally incorrect. In Pennsylvania, a matter is moot only where the court cannot grant effective relief, and an actual case or controversy must exist at all stages of

litigation. *Eakin v. Gentile*, 719 WDA 2024 (Pa. Super. 2024). Where a court retains the ability to grant meaningful relief to the complaining party, the controversy remains live and justiciable. *In re D.A.*, 801 A.2d 614, 616 (Pa. Super. 2002)(“An issue before a court is moot if in ruling upon the issue the court cannot enter an order that has any legal force or effect.”) Accordingly, claims seeking reinstatement or restoration of a position are not moot so long as the term has not expired or the court can otherwise provide effective relief.

Because Mr. Douglass’ seeks reinstatement to an elected position whose term has not yet expired, the Court plainly retains the ability to grant effective relief, and the controversy is therefore not moot. Mr. Douglass was removed from the Grand Boulé board before his term expired as he was elected to a two-year term on August 19, 2022 and became Grand Sire Archon on June 17, 2024. He was removed by a vote on April 9, 2025, which he contends was without proper authority. He seeks a declaratory judgment that the removal vote was invalid and requests reinstatement to his position, which he would hold until June 17, 2026. This presents a ripe actual case or controversy, as his natural term has not yet expired. For this reason, we **OVERRULE** this preliminary objection.

- (2) In the second preliminary objection, the Respondent argues that Petitioner has requested the incorrect type of relief by requesting a prohibitive instead of a mandatory injunction. Petitioner is seeking reinstatement to his position as Grand Archon, which goes beyond what can be compensated for by damages, not to prohibit Respondent for undertaking a certain action. For this reason, we **SUSTAIN** this Preliminary Objection.

- (3) Moving Respondent argues next that this Court should strike Counts II and III of Petitioner’s Second Amended Petition for Declaratory Relief, which claim violations of the Pennsylvania Nonprofit Corporation Law under 15 Pa.C.S.A. § 5793(a) because Section 5793 does not provide for the requested relief. Count II, addressing a violation of Pa.N.C.L. is legally appropriate; The Court finds Count II appropriately pleaded. However, Count III, for unlawful ratification, is devoid of reference in the body of the count and only makes reference to it in the wherefore clause. For this reason, we **OVERRULE** this preliminary objection as to Count II and **SUSTAIN** this preliminary objection as to COUNT III.
- (4) Moving Respondent argues that “Count III which asserts unlawful Ratification under 15 Pa. C.S.A. § 228 must be dismissed as the statute is not applicable to Petitioner’s claims.” The Court finds this argument meritless and that § 228, titled “Judicial proceedings regarding validity of entity actions,” is applicable to petitioner’s claims on its face. Accordingly, we **OVERRULE** this Preliminary Objection.
- (5) Next, Respondent argues that Petitioner’s insertion and misapplication of Robert’s Rules of Order is improper and should be stricken. Petitioner may properly plead the rules that he believes govern his organization. Which rules, whether Robert’s rules or the bylaws, actually govern the organization and the removal of a director is a question of fact. It would be inappropriate to strike as a preliminary objection. Accordingly, this Preliminary Objection is **OVERRULED**.
- (6) Next, The Grand Boule argue that Conditional Privilege bars Petitioner’s Claim for Relief (6) Conditional under Count IV—Defamation, Count V—False Light, and Count VI—Commercial Disparagement. Communications made on a proper

occasion, from a proper motive, in a proper manner, and based upon reasonable cause are privileged. *Baird v. Dun & Bradstreet, Inc.*, 446 Pa. 266, 285 A.2d 166 (1971); *Dempsey v. Double*, 386 Pa. 542, 126 A.2d 915 (1956). Once a matter is deemed conditionally privileged, the plaintiff must establish that the conditional privilege was abused by the defendant. *Elia*, 430 Pa.Super. at 392, 634 A.2d at 661; *Chicarella v. Passant*, 343 Pa.Super. 330, 337, 494 A.2d 1109, 1113 (1985). This Court finds that Petitioner has properly plead a defense of actual malice in Counts IV, V, and VI. For this reason, this Preliminary Objection is **OVERRULED**.

(7) In their seventh preliminary objection, the Grand Boule further argues that Counts IV, V, and VI of the Second Amended Petition are legally insufficient and barred as a matter of law by the gist of the action and economic loss doctrines which are designed to maintain the conceptual distinction between breach of contract and tort claims. See *Egan v. USI Mid-Atlantic, Inc.*, 92 A.3d 1, 18 (Pa. Super. 2014) (“gist of the action”); *New York State Elec. & Gas Corp. v. Westinghouse Elec. Corp.*, 387 Pa.Super. 537, 550, 564 A.2d 919, 925 (1989) (economic loss doctrine). The “gist of the action” doctrine and economic loss doctrine have no application here. In this case, the Petitioner has not argued that Grand Boule committed a tort in the course of carrying out a contractual agreement between the Grand Boule and himself. This case is predicated on the Grand Boule Board’s alleged violation of the Grand Boule Bylaws and its Constitution in the manner it carried out the removal of Loren Douglass as the Grand Archon. We **OVERRULE** this preliminary objection.

- (8) In their eighth preliminary objection, Moving Respondent argues that Counts IV, V, and VI are insufficient because they are not pled with specificity; We find that Count IV (Defamation) and Count VI (Commercial Disparagement are sufficiently pleaded so we **OVERRULE in part** this preliminary objection as to these counts. Count V (False Light) fails as pleaded because the claim is predicated on the distribution nationwide to members of the Grand Boule, rather than communicating to the public at large. While the Grand Boule members prominent citizens and their numbers are not insubstantial, there is no indication that this matter could be regarded as “substantially certain to become one of public knowledge.” We **SUSTAIN** in part this preliminary objection as to Count V.
- (9) In their ninth preliminary objection, Moving Respondent states that Counts IV, V, and VI are misjoined. Pa.R.C.P. 1020 governs *Pleading More Than One Cause of Action, Alternative Pleading, Failure to Join and Bar*. This Court finds Petitioner’s claims for defamation, false light, and commercial disparagement are properly joined causes of action. Further, the correct remedy is severance or separate trials of the claims rather than dismissal for a pleading defect. For these reasons, we **OVERRULE** this preliminary objection.
- (10) In their tenth preliminary objection, Moving Respondent generally alleges that Petitioners’ pleading violates Court Rules because they are plead with insufficient specificity and are compound. Where, as here, a preliminary objection is not supported by specific ground, it will be dismissed. Pa. O.C. Rule 3.9 (c). For this reason, we **OVERRULE** this preliminary objection.

(11) Moving Respondent, in their final preliminary objection, asks this Court to strike the Second Amended Petition’s reference to an attorney client privileged communication under Pa. O.C. Rule 3.9(b)(4) (demurrer). A demurrer tests the legal sufficiency of the pleading. In doing so, the Court assumes as true all material allegations of fact and any reasonable inferences from those allegations. This preliminary objection is inapt as it seeks the exclusion of certain material due to the privileged nature of the communication rather than the dismissal of a claim. For this reason, we **OVERRULE** this preliminary objection.

We would overrule the preliminary objection even if it were properly pleaded. In its July 25, 2025, Findings of Fact, the Respondent denied that it entered into an attorney-client relationship with Caesar Mitchel, Esq, and that the Memorandum at issue did not constitute a legal opinion, but rather a “preliminary review.”

Also, it would seem that the Grand Boule has waived the attorney-client privilege (if it existed) because the Grand Boule has placed Mr. Mitchel’s communications and actions as an attorney at issue in its defense to the Petition. ***Carlino East Brandywine v. Brandywine Village Assocs.***, 301 A.3d 470, 479 (Pa. Super. 2023)

**IT IS FURTHER ORDERED** and **DECREED** that Petitioner has 20 days from the day that this Decree is docketed to file its Second Amended Petition for Citation.

**BY THE COURT:**



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**Stella M. Tsai, J.**

Copy to:

Jeffrey M. Scott, Esq., Counsel for Loren R. Douglass

Kerry Chewning, Esq., Counsel for Loren R. Douglass

Julia G. Lueddeke, Esq., Counsel for Grand Boulé of Sigma Pi Phi Fraternity