

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

Estate of The Home for Orphans of Odd Fellows of Pennsylvania	:	CASES CONSOLIDATED
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	:	
Appeal of: The Grand Lodge of the Independent Order of Odd Fellows of Pennsylvania	:	
	:	No. 1213 C.D. 2023
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Estate of The Home for Orphans of Odd Fellows of Pennsylvania	:	
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	:	
Appeal of: The Home for Orphans of Odd Fellows of Pennsylvania	:	No. 1434 C.D. 2023
	:	Argued: October 7, 2025

BEFORE: HONORABLE PATRICIA A. McCULLOUGH, Judge
HONORABLE ANNE E. COVEY, Judge
HONORABLE MATTHEW S. WOLF, Judge

OPINION NOT REPORTED

MEMORANDUM OPINION BY
JUDGE WOLF

FILED: October 8, 2026

Before this Court are the consolidated cross-appeals of the Pennsylvania Grand Lodge of the Independent Order of Odd Fellows (Grand Lodge) and the Home for Orphans of Odd Fellows of Pennsylvania (Home) from an order of the Orphans' Court Division of the Court of Common Pleas of Philadelphia County (Orphans' Court) granting several forms of declaratory and injunctive relief to the Home. While otherwise ruling in the Home's favor, the Orphans' Court determined that it lacked jurisdiction to adjudicate a claim brought by the Home pursuant to Section

5725(a) of the Wiretapping and Electronic Surveillance Control Act (Wiretap Act),¹ a determination from which the Home appeals. The Grand Lodge appeals from all other aspects of the Orphans' Court's order. After careful review, we affirm in part and remand to the Orphans' Court for further proceedings.

I. Factual Background

The Independent Order of Odd Fellows is a fraternal organization with branches in the Americas, Australasia, and Europe, all of which are governed by the Sovereign Grand Lodge, based in Winston-Salem, North Carolina. Reproduced Record (R.R.) at 29.² The Grand Lodge was chartered in 1827 and vested by the Sovereign Grand Lodge with the power to create new subordinate lodges within Pennsylvania, all of which—like the Grand Lodge itself—remain within the Sovereign Grand Lodge's jurisdiction. *Id.* at 309. While the Sovereign Grand Lodge could boast of more than 2.7 million members in 1922, that number had dwindled to fewer than 300,000 at the time that the instant action was initiated. *Id.* at 308. The Grand Lodge has seen its own membership decline from 195,000 Pennsylvania members in 1919 to fewer than 3,000 today. *Id.* at 310.

In 1883, individual Odd Fellows of the Spring Garden Lodge, of Philadelphia, obtained from the Orphans' Court a charter creating the Home, which was to house the orphaned children of deceased Pennsylvania Odd Fellows. R.R. at 47-49. Through its original Charter, drafted and made legally effective that year, the founders provided that the Home was to be governed by a board of 27 directors, 15

¹ Section 5725(a) of the Wiretap Act allows for the award of certain damages and costs to “[a]ny person whose wire, electronic or oral communication is intercepted, disclosed or used in violation of” any of the Wiretap Act's provisions. 18 Pa.C.S. § 5725(a).

² The page numbers of the Reproduced Record provided to this Court omit the lowercase “a” required by Pennsylvania Rule of Appellate Procedure 2173. For the sake of consistency, we refer to the page numbers as they are provided.

of whom were to be representatives of the Grand Lodge or its subordinate lodges. *Id.* at 48. A slate of officers, consisting of a president, vice president, secretary, and treasurer, were also to be elected from among those 15 members. *Id.* The Home amended its Charter in 1900 and 1946; among the changes made was an expansion of its mission to include children who were not Odd Fellows orphans. *See generally id.* at 833-41. Although the Home ceased to care for orphans in the 1970s, it has continued to function since then as a charitable grantmaking foundation through its investment income. *Id.* at 310. Minutes from a 2019 meeting of the Home’s officers indicate that its investment portfolio was worth \$2.2 million that year, down from \$2.5 million in 2018. *Id.* at 63.

The 1883 Charter provided that the Home’s bylaws could be created and amended “by the [c]orporation, at a stated meeting, in such manner as [it] may prescribe.” R.R. at 48. The Home’s original bylaws, promulgated in 1886, required that any bylaw changes were to be “proposed in writing at a stated or special meeting of the [c]orporation” and approved at the next meeting by two thirds of its members. *Id.* at 991. A 1991 amendment to the bylaws added, *inter alia*, a requirement that any subsequent amendments “shall not become effective until approved by the [Pennsylvania] Grand Lodge.” *Id.* at 1061. Another amendment in 1996 provided that members of the corporation must remain “member[s] in good standing” of the Odd Fellows subgroups that appointed them as representatives.³ *Id.* at 648. Failure to maintain membership in good standing was to constitute “sufficient cause for expulsion” as a member of the corporation. *Id.* The bylaws were again amended in

³ In addition to the subordinate lodges, Odd Fellows subgroups include Encampments, Rebekahs, Grand Patriarchs, and Patriarchs Militant. *See* Supplemental Reproduced Record (S.R.R.), Ex. A, Notes of Testimony (N.T.). at 36-37.

2006, carrying forward the requirement that amendments to the bylaws receive Grand Lodge approval. *Id.* at 1042-47.

Also in 1996, Home officers drafted an amended charter (1996 Charter) that would place the Home more directly under the Grand Lodge's control. R.R. at 171-73. Specifically, the 1996 Charter purported to require that any subsequent charter amendments were to be submitted to the Grand Lodge for approval. *Id.* at 173. The 1996 Charter also purported to restrict the Home's corporate members to 27 representatives of the Grand Lodge and certain designated Odd Fellows subgroups. *Id.* at 171. Since 1996, the Philadelphia-based Mystic Lodge has been continually represented in the Home organization by one of its members: Odd Fellow Robert Smedley. N.T. at 148. Mr. Smedley also served on the Home's board of directors at one time but was not re-elected. *Id.* at 150.

On January 16, 2020, pursuant to the Grand Lodge's internal disciplinary procedures, Mr. Smedley initiated "Charges and Specifications" against all five of the Home's officers: i.e., Craig Reinhart, its president; Mary Landes, its vice president; Nevin Adams, its secretary/treasurer; Peter Uhniat, the treasurer of the Board of Trustees (Trustees); and Arthur Weiler, the Trustees' chairman. R.R. at 19. In a letter to a Grand Lodge official substantiating the charges, Mr. Smedley accused the officers of "claim[ing] that [t]he Home is an independent organization chartered by the Orphans['] Court and not subordinate to the [Pennsylvania] Grand Lodge and [that] they can do whatever they want—even rewrit[e] their own [bylaws] and eliminate any reference to the Grand Lodge." *Id.* at 61. Mr. Smedley alleged that the officers' assertions of independence were at variance with the Sovereign Lodge's policy that it wields authority over what it asserts are "homes and associations." *Id.*

In support of his allegations, Mr. Smedley summarized two meetings of the Home's officers. At the first, on June 10, 2017, President Reinhart was alleged to have "emphatically stated" that the Home is not subordinate to the Grand Lodge, but an "independent corporation." R.R. at 61. Mr. Smedley recalled that Chairman Weiler then echoed those assertions when he "held up some kind of book" that, according to Chairman Weiler, documented the Home's independence. *Id.* There and at subsequent officers' meetings, Mr. Smedley asked Mr. Uhniat for a copy of the relevant contents in that book but was rebuffed. *Id.*

At another meeting, on September 14, 2019, Mr. Smedley argued before the officers that the Home was a subordinate organization pursuant to documents promulgated by the Grand Lodge. R.R. at 61. In response, Mr. Weiler rejoined that the Home never received funding from either the Grand Lodge or Sovereign Grand Lodge at its inception, was "not chartered by them or through them," and is "not officially affiliated with them in any way." *Id.* Mr. Weiler made a motion reiterating those assertions, which the officers approved. *Id.* The meeting minutes indicate that Mr. Smedley was the only member to oppose that motion. *Id.* at 63.

In a communication dated November 10, 2020, the Grand Lodge informed its subordinate lodges that it found the five officers guilty of the charges brought by Mr. Smedley. R.R. at 73. Consequently, the Grand Lodge purported to suspend the officers from Home duties for one year. *Id.* The letter also notified the lodges that a Grand Lodge representative was to preside over a meeting on December 12, 2020, to elect new Home officers for the upcoming year and to gather "new signatures for the bank account." *Id.*

II. Procedural Background

On December 8, 2020, the Home filed an Emergency Petition in the Orphans' Court seeking to enjoin the Grand Lodge "from taking control of the operations and assets of the Home." R.R. at 11. Accordingly, the Home requested that the Orphans' Court enter an order to prevent the December 12, 2020 meeting until a hearing could take place. *Id.* at 16. Attached to the Emergency Petition was a Verified Complaint (Complaint), in which the Home contended that it has functioned for approximately 130 years as a nonprofit corporation "separate and distinct from the [Pennsylvania] Grand Lodge" and that it "provides much needed charitable and educational donations to various local organizations," including the Philadelphia-based Franklin Institute and the Reading, Pottstown, and Norristown public libraries. *Id.* at 25. The Home further contended in the Complaint that Mr. Smedley "has led a crusade against the Home" in order to take control of its assets "for purposes of bolstering the [] Grand Lodge's coffers." *Id.* at 26. Through the Complaint, the Home sought emergency injunctive relief from any attempt by the Grand Lodge to take control of its assets or management as well as a declaration that "the Home is not subordinate to the Grand Lodge, but rather is a corporation that is separate and distinct." *Id.* at 41. The Home also alleged that Mr. Smedley violated the Wiretap Act by "surreptitiously record[ing] the conversations and oral communications of Home representatives, including in particular those of Reinhart, Landes, Adams, Uhniat, and Weiler." *Id.* Accordingly, the Home sought judgment in its favor plus damages, counsel fees, costs, and "such other and further relief as is warranted under the premises." *Id.* at 44.

In a December 9, 2020 decree, the Orphans' Court did not address the Wiretap Act claims but granted all temporary relief requested in the Emergency Petition and Complaint. R.R. at 151-52. In response, the Grand Lodge filed an Emergency

Counter-Petition requesting dissolution of the December 9, 2020 decree and, on January 5, 2021, preliminary objections to the Complaint. *Id.* at 154, 226. In an October 21, 2021 order, the Orphans' Court denied the Emergency Counter-Petition and overruled the preliminary objections. *Id.* at 283.

The Grand Lodge next filed an Answer and New Matter to the Emergency Petition on November 1, 2021, maintaining that the Home was a subordinate organization. R.R. at 293. In its New Matter section, the Grand Lodge cited the purported 1996 Charter amendment, the Home's 1991 bylaw changes placing the Grand Lodge in control of future changes to both, and the Sovereign Grand Lodge's own Code of General Laws, which place "[h]omes" and "[h]ousing projects" under the Grand Lodge's control. *Id.* at 292-93. The Grand Lodge further asserted that the Home's claims were barred by the doctrines of waiver, estoppel, laches, unclean hands, and consent. *Id.* at 298. In a December 7, 2021 answer, the Home contended that the 1996 Charter amendment was inoperative as it had never been filed with the Department of State. *Id.*

A trial took place before the Orphans' Court on April 13, 2022. The Home presented the testimony of Mr. Weiler and of Mr. Smedley, who testified as on cross. Mr. Weiler, an Odd Fellow for 35 years at the time of the trial, testified that the Home exists these days primarily "to serve the educational needs of underserved communities within a very specific geographic area in Southeastern Pennsylvania." Notes of Testimony, 4/13/2022 (N.T.) at 37, 40. Accordingly, the Home gives out up to \$120,000.00 in investment income yearly to "institutions, libraries, non[]profit organizations," as well as support groups for children recovering from cancer or whose loved ones were lost to suicide. *Id.* The Home's trustees sought the guidance of a nonprofit specialist at Wells Fargo & Company on where best to donate its

funds. *Id.* at 41. On cross examination, Mr. Weiler acknowledged that “trustee” was not a leadership position provided for in the bylaws but asserted that the Home’s president and directors had the authority to delegate financial management to a group of corporation members as they saw fit. *Id.* at 93-94.

The primary focus of Mr. Smedley’s as-on-cross testimony was the allegation that he had surreptitiously recorded meetings of the Home’s board of directors. Mr. Smedley acknowledged that he recorded those meetings on at least nine occasions, and that he had done so with a handheld digital voice recorder kept in his briefcase. N.T. at 152, 154. Asked if he ever requested or received permission to make those recordings, Mr. Smedley acknowledged that he had not; however, Mr. Smedley also suggested that the Home’s secretary already recorded portions of the meetings,⁴ and pointed out that Mr. Smedley never gave the secretary permission to do so. *Id.* at 153-54.

Also at the April 13, 2022 trial, counsel representing both parties informed the Orphans’ Court that they had agreed to the following three stipulations: (1) that the Odd Fellows “trial committee” that found the five Home officers guilty of improper conduct “did not have jurisdiction over the Home as an entity”; (2) that the “trial committee” lacked the authority to suspend any of the Home’s directors; and (3) that neither the trial committee nor the Grand Lodge held “the authority to call a new meeting of the Home for purposes of electing a new slate of board of directors, officer[s], [or] trustees.” N.T. at 13-14.

In its June 30, 2023 decree, the Orphans’ Court permanently enjoined the Grand Lodge from scheduling or holding any Home meeting, changing signatories

⁴ Mr. Weiler also acknowledged that the Home’s secretary records the meetings in order to keep a true and accurate record, and that the recording occurs with the full knowledge and consent of everyone present. N.T. at 101-02.

on any of its bank accounts or taking control of its finances, or interfering in any way with the performance of the duties and obligations of its officers and trustees. R.R. at 886. The Orphans' Court also found that the Home's Charter and its 1900 and 1946 amendments "constitute the operative and effective Charter of the Home," that the 1991 and 1996 bylaw amendments purporting to require Grand Lodge approval for any bylaw changes "are inconsistent with the operative and effective Charter of the Home" and are therefore "of no force or effect and hereby stricken from" the bylaws, and that the Grand Lodge "has no oversight or approval authority" over amendments to the Home's Charter or bylaws. *Id.* at 887. Lastly, the Orphans' Court found that it lacked jurisdiction "to make any finding as to the alleged violations of Pennsylvania's Wire-Tap Act." *Id.*

Following the appeals of both parties, the Orphans' Court provided this Court with an opinion in support of its order pursuant to Pa.R.A.P. 1925(a).⁵ Therein, the Orphans' Court noted that the party seeking permanent injunctive relief "must establish that his right to relief is clear, that an injunction is necessary to avoid injury that cannot be compensated by damages, and that greater injury will result from refusing rather than granting the relief requested." Rule 1925(a) Op. at 8 (quoting *Kuznik v. Westmoreland Cnty Bd. of Comm'rs*, 902 A.2d 476, 489 (Pa. 2006)).

Concerning the Home's right to relief, the Orphans' Court noted that the 1991 and 1996 bylaw amendments were invalid under Section 5504(d)(1) of the Nonprofit Code, which provides:

⁵ At the time of the parties' oral argument on October 7, 2025, the Orphans' Court had not yet supplied a 1925(a) opinion; thus, we directed it to issue one in an October 10, 2025 order. Judge George W. Overton, who had presided over the instant litigation at the trial stage, resigned his commission upon retirement on December 31, 2023; thus, the 1925(a) opinion provided to this Court was completed by Judge Ramy I. Djerassi.

Unless otherwise restricted in a bylaw adopted by the members, whenever the bylaws require for the taking of any action by the members or a class of members a specific number or percentage of votes, the provision of the bylaws setting forth that requirement shall not be amended or repealed by any lesser number or percentage of votes of the members or of the class of members.

Rule 1925(a) Op. at 9 (citing 15 Pa.C.S. § 5504(d)(1)). Because the Home's Charter required a two-thirds majority vote to approve changes, which did not occur, the Orphans' Court found that the bylaw amendments were "never properly authorized by the Home itself" and never legally secured. *Id.* at 9-10. Furthermore, the Orphans' Court found that there were no records kept by the Secretary of State of any Charter changes after 1946. *Id.* Because there were "no valid Charter or [bylaw] amendments proven by which [the] Home relinquished control of its affairs to the [Grand] Lodge," the Orphans' Court maintained its position that the Home was an independent entity. *Id.* at 11.

With the right to relief thus established, the Orphans' Court further found that injunctive relief was "necessary" because an adoption of the Grand Lodge's position "would destroy the Home's independence." Rule 1925(a) Op. at 11. Similarly, the Orphans' Court maintained that greater injury would result from denying the relief than from granting it, noting that disruptions in the Home's charitable giving would be harmful to the community. *Id.* Lastly, the Orphans' Court expressed its concern that the Grand Lodge would be unjustly enriched if the purported 1990s Charter and bylaw amendments were allowed to take force. *Id.* at 12.

III. Issues

The Grand Lodge makes five arguments on appeal to this Court. First, it argues that the Orphans' Court improperly granted declaratory relief "beyond that

which was necessary to remedy the acts [that] triggered this dispute.” Grand Lodge’s Br. at 25. Second, the Grand Lodge charges that the June 30, 2023 decree is “vague,” “overbroad,” and “not narrowly tailored.” *Id.* at 31. Third, since the Home’s 1996 Charter was duly adopted in the Grand Lodge’s opinion, the Orphans’ Court exceeded its lawful authority in declaring it inoperative. Fourth, the Grand Lodge contends that the Home “failed to comply with its statutory duty” to file the 1996 Charter amendment with the Department of State and that the Home is barred by the doctrine of unclean hands from seeking declaratory relief that it is inoperative. *Id.* at 41. Fifth, the Grand Lodge argues that the Orphans’ Court erred in striking the Home’s 1991, 1996, and 2006 bylaw changes, since they are not inconsistent with the Charter as amended in 1996. *Id.* at 44.

Regarding the Wiretap Act, the Home contends that the Orphans’ Court erred in holding that it lacked jurisdiction to rule on that issue. In response, the Grand Lodge asserts that Wiretap Act claims lie outside the Orphans’ Court’s statutorily limited jurisdiction over “specifically enumerated matters.” Pa. Grand Lodge’s Reply Br. at 21. In the alternative, the Grand Lodge argues that the Home’s meetings are not prohibited by its bylaws and that such meetings are already recorded by the Home’s secretary, making any expectation of privacy unreasonable. *Id.* at 23-24.

IV. Discussion

At the outset, we note that this Court’s review of a trial court’s order granting or denying preliminary injunctive relief is “highly deferential.” *Chruby v. Dep’t of Corr.*, 4 A.3d 764, 768 n.2 (Pa. Cmwlth. 2010). We do not inquire into the merits of the controversy but only examine the record to determine if there were reasonable grounds for the action of the court below. *Wheels Mech. Contracting and Supplier, Inc. v. West Jefferson Hills Sch. Dist.*, 156 A.3d 356, 360 n.8 (Pa. Cmwlth. 2017).

“Ultimately, the grant or denial of a permanent injunction will turn on whether the lower court properly found that the party seeking the injunction established a clear right to relief as a matter of law.” *Buffalo Twp. v. Jones*, 813 A.2d 659, 664 n.4 (Pa. 2002).

A. Scope of Relief

First, the Grand Lodge argues that the Orphans’ Court’s decree exceeded the “narrow” relief requested by the Home in its Emergency Petition and Complaint. Grand Lodge’s Br. at 27. Specifically, the Grand Lodge contends that the Orphans’ Court overstepped its bounds by striking any charter or bylaw changes, when the “Home made no request in any pleading for its at-trial request for the Court” to declare the 1996 Charter amendment or any bylaws invalid. *Id.* at 28. The Grand Lodge argues that the Orphans’ Court thereby ran afoul of the principle that a “trial court must formulate an equitable remedy that is consistent with the relief requested, and ‘generally exceeds that authority if it grants relief outside of that requested.’” *Id.* at 27 (citing *Belleville v. David Cutler Grp.*, 118 A.3d 1184, 1200 (Pa. Cmwlth. 2015)).

We disagree that the Orphans’ Court exceeded the scope of the relief requested. Through its Emergency Petition, the Home sought a declaration that it “is not subordinate to the [Pennsylvania] Grand Lodge” but a “separate and distinct” organization that is not subject to the Sovereign Grand Lodge’s or Grand Lodge’s jurisdiction or governance. R.R. at 41. The 1996 Charter amendment and 1991 and 1996 bylaw changes conflicted with that proposition, in that they purported to place any subsequent changes to the Home’s governance and even the status of its directors and officers under the Grand Lodge’s control. Our Supreme Court has long held that when plaintiffs have prayed for general relief, “a chancellor in equity may grant

any relief that is consistent with the theory and purpose of the action,” even if it is “different from the specific relief prayed for.” *Lower Frederick Twp. v. Clemmer*, 543 A.2d 502, 512 (Pa. 1988) (quoting *Meth v. Meth*, 62 A.2d 848, 849 (Pa. 1949)). The Grand Lodge’s reliance on *Belleville v. David Cutler Group* is inapposite, since this Court also held in that case that the plaintiffs’ prayer for “any further relief as is just and appropriate” was “broad enough to encompass the relief awarded by the trial court,” whose ruling we therefore affirmed. 118 A.3d at 1201. Here, as in that case, the Orphans’ Court’s ruling on the validity of the 1996 Charter and 1991 and 1996 bylaw changes was appropriate in light of the relief requested by the Home.

B. Vagueness and Overbreadth

Next, the Grand Lodge argues that the Orphans’ Court “further erred in fashioning injunctive relief that by its terms is impermissibly vague, overbroad, and imprecise.” Pa. Grand Lodge’s Br. at 30. In particular, the Grand Lodge contends that the Orphans’ Court “failed to detail all of the acts which [it] is restrained from doing,” forcing the Grand Lodge to make “inferences and conclusions about which persons may well differ.” *Id.* at 31 (citing *George F. Mayer & Sons*, 334 A.2d 313, 315 (Pa. 1975)). The Grand Lodge reasons that such vague language threatens to encroach on certain undisputed rights and responsibilities, such as to appoint representatives in the Home’s corporation and to “police the conduct and adjudicate the good standing membership status of individual Odd Fellows.” *Id.* at 31-32.

The Grand Lodge’s concerns are misplaced. There is nothing in the Orphans’ Court’s decree preventing the Grand Lodge from taking disciplinary action against individual Odd Fellows or from having its appointed Home representative gather and report information for that purpose. We trust that the Grand Lodge is capable of distinguishing between such actions, which are naturally within its purview as a

statewide fraternal organization, and those that are aimed at taking control of the Home's finances or at interfering with its independent governance. Indeed, the Grand Lodge acknowledged this clear distinction when it stipulated at trial that it lacked "jurisdiction over the Home as an entity" and the authority to discipline or replace its officers. N.T. at 13-14.

We also believe that there is an obvious distinction between the right of the Grand Lodge's appointed representative to limited participation in the Home's governance, including some voting rights, and actions that would constitute "interfer[ence]," i.e., the "act or process of obstructing normal operations or intervening or meddling in the affairs of others."⁶ For instance, it cannot be credibly argued that Mr. Smedley was "[i]nterfering . . . with the duties and obligations" of the Home's officers when he explained his position at the September 14, 2019 meeting that the Home was subordinate to the Grand Lodge, or when he subsequently voted against Mr. Weiler's motion asserting the Home's independence. Thus, we see no reason why the Grand Lodge or its representatives should find the decree impermissibly difficult to comply with.

C. Validity of the 1996 Charter

Third, the Grand Lodge argues that the Orphans' Court further erred as a matter of law when it declared that only the original 1883 Charter and its 1900 and 1946 amendments are operative, thus invalidating the 1996 Charter amendment. This was erroneous for three reasons, in its view. First, the Grand Lodge reasons that the filing of articles of amendment with the Pennsylvania Department of State is not a prerequisite to the validity of their adoption, but only to their effectiveness. Second, the Grand Lodge contends that the Home had duly adopted the 1996 Charter

⁶ *Interference*, BLACK'S LAW DICTIONARY (12h ed. 2024).

amendment and had continually adhered to its provisions before the instant litigation. Third, the Home failed to follow through with what the Grand Lodge sees as a mandatory duty to submit the 1996 Charter amendment upon discovery that it had not been filed. In support of the last contention, the Grand Lodge cites Section 5915 of the Nonprofit Code, which provides that, “[u]pon adoption of an amendment . . . articles of amendment *shall be executed by the corporation*[.]” 15 Pa.C.S. § 5915 (emphasis added by the Grand Lodge).

We reject each of the foregoing arguments. The Grand Lodge’s distinction between the validity of an amendment and its effectiveness is irrelevant in the case at hand, since it is precisely the effectiveness of the 1996 Charter amendment that is in question. Section 5916(a) of the Nonprofit Code requires a corporation’s articles to be “filed in the Department of State,” while the following subsection provides that only then shall the amendment “become effective and the articles of incorporation . . . deemed to be amended accordingly.” 15 Pa.C.S. § 5916(a)-(b). Since the 1996 Charter amendment was never filed pursuant to 15 Pa.C.S. § 5916(a), it is essentially a legal nullity. That the Home’s directors or officers followed some provisions of the 1996 Charter, even if true, does nothing to cure that defect. Furthermore, Section 5915 of the Nonprofit Code’s requirement that articles of amendment “shall be executed by the corporation,” 15 Pa.C.S. § 5915, is of no moment, since the only consequence of the failure to comply with the requirement is that the amendment has not yet become effective. *See* 15 Pa.C.S. § 5914(c) (providing that an amendment “may be terminated” prior to “the time when an amendment becomes effective”). Thus, even if it is true that the Home had an affirmative duty to file the

1996 Charter with the Department of State, its failure to do so does not mean that the Orphans' Court erred when it ruled the 1996 Charter to be invalid.⁷

D. Unclean Hands

The Grand Lodge's next argument is that the Home was barred by the doctrine of unclean hands from seeking equitable relief in this case. The Grand Lodge maintains that the Home "*knew* that its membership had previously duly[]adopted the 1996 Charter, and it *knew or should have known* that the Home had continuously failed to comply with its mandatory statutory duty to execute articles of amendment . . . with the Pennsylvania Department of State." Grand Lodge's Br. at 41 (emphasis in original). By granting the Home the relief sought, the Grand Lodge contends that the Orphans' Court ran afoul of the principle that a "court may deprive a party of equitable relief where, to the detriment of the other party, the party applying for such relief is guilty of bad conduct relating to the matter at issue." *Id.* at 40-41 (citing *Barcia v. Fenlon*, 37 A.3d 1, 6 (Pa. Cmwlth. 2012)). The Grand Lodge reasons the Orphans' Court should instead have "deprive[d] the Home of the requested declaratory relief" for its "fail[ure] to effectuate its filing with the Department of State." *Id.* at 42.

We are not persuaded by the Grand Lodge's argument. It is well settled that application of the unclean hands doctrine is confined to instances of "willful misconduct which concerns the particular matter in litigation." *City of Phila. v. Armstrong*, 271 A.3d 555, 567 (Pa. Cmwlth. 2022); *see also In re Estate of Joseph*

⁷ As the Home aptly points out in its Brief, any such duty was not upon the Home's directors or officers today but those in office in 1996, when the Charter was drafted. "[A]ssuming *arguendo* that the Home's leadership" breached a fiduciary duty to file the 1996 Charter with the Department of State, "the statute of limitations on such a breach would have run long ago." Home's Br. at 39. Furthermore, the Home correctly observes, the Grand Lodge does not explain how it would have standing to bring such an action.

C. Pedrick, 482 A.2d 215, 222 (Pa. 1984) (explaining that unclean hands doctrine “is derived from the unwillingness of a court to give relief to a suitor who has so conducted himself as to shock the moral sensibilities of the judge”). Under the unclean hands doctrine, the Grand Lodge, as defendant, bore the burden before the Orphans’ Court of proving that the Home engaged in willful misconduct to the Grand Lodge’s detriment. The record in this case gives us no reason to suppose that the Home failed to file its 1996 Charter amendment with the Department of State in order to deceive or mislead the Grand Lodge in litigation that occurred more than two decades later.

E. Bylaw Changes

Lastly, the Grand Lodge contends that the Trial Court erred when it struck the Home’s 1991, 1996, and 2006 purported bylaw changes for being inconsistent with its “operative charter,” which, the Grand Lodge maintains, is the 1996 amended Charter. The Grand Lodge explains that the “sole and exclusive basis upon which the Orphans’ Court premised its declaration” that the purported changes are ineffective is their “inconsistency” with the 1946 charter, “which does not contain a provision granting to the [Grand Lodge] power or authority to approve future amendment.” Grand Lodge’s Br. at 43-44.

The Grand Lodge’s last argument is, again, unpersuasive. This Court has held it “axiomatic that a corporation’s bylaws cannot conflict with its charter.” *Peters Creek United Presbyterian Church v. Washington Presbytery of Pa.*, 90 A.3d 95, 119 (Pa. Cmwlth. 2014). In this instance, the original 1883 Charter vested the Home’s corporation, and only the corporation, with the authority to make changes to the charter or the bylaws. Consequently, the bylaw changes advanced in 1991, 1996, and 2006 purported to alter the bylaws in such a manner as to be inconsistent

with the Charter. We therefore conclude that the Orphans' Court's decision to rule them ineffective is well supported by the record.

F. The Wiretap Act Claims

Finally, we address the Home's argument that the Orphans' Court erred in ruling that it lacked jurisdiction over its Wiretap Act claims. The Home argues that "each division of a court of common pleas is vested with the full jurisdiction of the whole court." Home's Br. at 44 (citing 42 Pa.C.S. § 952). Since the instant matter was transferred by the First Judicial District's Civil Division to the Orphans' Court division, the Home reasons, the Orphans' Court maintained jurisdiction over the claim that the Grand Lodge and Mr. Smedley violated the Wiretap Act when the latter surreptitiously recorded Home meetings.

In its defense, the Grand Lodge rejoins that the Orphans' Court has "mandatory jurisdiction over certain specifically enumerated matters," which do not include Wiretap Act claims. Grand Lodge's Reply Br. at 21-23. The Grand Lodge argues in the alternative that the Home's allegations regarding the Wiretap Act are meritless. "The critical and relevant inquiry" in Wiretap Act claims, the Grand Lodge argues, "is 'whether the speaker had a specific expectation that the contents of the discussion would not be intercepted and whether that expectation was justifiable under the existing circumstances.'" *Id.* at 25 (citing *Pa. St. Police v. Grove*, 161 A.3d 877, 901 (Pa. 2017)). The Grand Lodge points out that, since Home meetings are already recorded by its secretary, no one present can have any "justifiable expectation[]" of non-interception with respect" to those meetings. *Id.* at 25-26.

When nonprofit corporations bring actions in the Orphans' Court, that court has mandatory jurisdiction over

[t]he administration and proper application of funds awarded by an orphans' court or an orphans' court division to a nonprofit corporation heretofore or hereafter organized under the laws of the Commonwealth of Pennsylvania for a charitable purpose at the direction of the orphans' court or orphans' court division or at the direction of a settlor or testator of a trust or estate, jurisdiction of which is exercised through the orphans' court division except as the administrative, presiding or president judge of such division disclaims the exercise of future jurisdiction thereof.

20 Pa.C.S. § 711(21). Notably, however, Orphans' Courts also have *nonmandatory* jurisdiction over the “disposition of any case where there are substantial questions concerning matters enumerated in section 711 *and also matters not enumerated in that section.*” *See* 20 Pa.C.S. § 712(3) (emphasis added). Thus, the Orphans' Court could have chosen to extend its nonmandatory jurisdiction to reach the Wiretap Act Claim. *Id.* We therefore agree with the Grand Lodge that the Orphans' Court acted within its discretion when it declined to exercise jurisdiction over the Home's Wiretap Act claims. However, the proper course was not simply to ignore the claim. Rather, the Orphans' Court should have transferred the Home's Wiretap Act Claim to the First Judicial District's Civil Division. *See* 42 Pa.C.S. § 5103(c).⁸ Thus, we remand to the Orphans' Court to effectuate such transfer consistent with Section 5103(c) of the Judicial Code.

V. Conclusion

⁸ Section 5103(c) of the Judicial Code provides:

(c) Interdivisional transfers.—If an appeal or other matter is taken to, brought in, or transferred to a division of a court to which such matter is not allocated by law, the court shall not quash such appeal or dismiss the matter, but shall transfer the record thereof to the proper division of the court, where the appeal or other matter shall be treated as if originally filed in the transferee division on the date first filed in a court or magisterial district.

42 Pa.C.S. § 5103(c).

For the foregoing reasons, we affirm the Orphans' Court's decree in part. We remand to the Orphans' Court to effectuate transfer of the Home's Wiretap Act claim to the First Judicial District's Civil Division.

MATTHEW S. WOLF, Judge

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

Estate of The Home for Orphans of Odd Fellows of Pennsylvania	:	CASES CONSOLIDATED
	:	
	:	
Appeal of: The Grand Lodge of the Independent Order of Odd Fellows of Pennsylvania	:	
	:	No. 1213 C.D. 2023
	:	
Estate of The Home for Orphans of Odd Fellows of Pennsylvania	;	
	:	
	:	
Appeal of: The Home for Orphans of Odd Fellows of Pennsylvania	:	
	:	No. 1434 C.D. 2023

ORDER

AND NOW, this 8th day of October 2026, the decree of the Orphans' Court Division of the Court of Common Pleas of Philadelphia County in the above-captioned matters, dated June 30, 2023, is hereby AFFIRMED in part. This matter is REMANDED to the Orphans' Court consistent with the Memorandum Opinion accompanying this Order.

Jurisdiction relinquished.

MATTHEW S. WOLF, Judge