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## Chamberlain Hrdlicka Secures Appellate Victory as Ohio Court Affirms Summary Judgment for Trade Association Directors

March 13, 2026  
Atlanta

Chamberlain Hrdlicka is pleased to announce a successful appellate victory in trade association litigation on behalf of defendant Edward R. Slish in the Twelfth District Court of Appeals of Ohio. The appellate court affirmed the trial courts decision granting summary judgment in favor of Slish and his co-defendant, William Gardner. Atlanta-based Shareholders Scott M. Ratchick and John C. Guin represented defendant Slish.

The case involved claims filed by a court-appointed receiver for the Certified Steel Stud Association (CSSA), a nonprofit trade association formed to promote industry standards and compliance within the steel framing sector. The receiver sought to hold Slish and other former directors of the association personally liable for an earlier \$43 million judgment entered against the organization in separate litigation.

The receiver claimed that the directors, who were also officers of the trade associations member companies, breached their fiduciary duties by taking actions that were not in the associations best interests. The receiver argued that the directors lacked independence and were dominated or controlled by their respective employers, whose interests were not aligned with those of the associations. Both sides filed motions for summary judgment. The trial court denied the receivers motion and granted summary judgment for both Slish and Gardner, finding that the claims could not proceed as a matter of law because the directors were protected by Delawares business judgment rule.

The receiver and an interested party, ClarkDietrich Building Systems LLC, appealed the ruling, but the Twelfth District Court of Appeals of Ohio affirmed the trial courts decision in full, confirming that the director-defendants bear no liability for the receivers fiduciary duty claims. Based upon its *de novo* review of the trial court record, the Court of Appeals also rejected the receivers claims and found that the directors did not lack independence and were not conflicted, as a matter of law. The appellate court further held that while [the directors] had dual loyalties with respect to the CSSA and their respective employers, the summary judgment record supports the conclusion that the CSSA and its member companies were aligned with respect to the decision made by the directors. The appellate court further recognized, Consistent with the understanding that mutual benefit corporations serve their members, Delaware law supports the conclusion that [t]he directors of a non-profit membership corporation have a duty to act in the *best interest of the corporations members*

## Chamberlain Hrdlicka Secures Appellate Victory as Ohio Court Affirms Summary Judgment for Trade Association Directors, Continued

The appellate ruling brings to a close years of hotly contested litigation and marks a successful conclusion to the case at the appellate level, upholding the dismissal of all claims against the director-defendants. The successful outcome further highlights the capabilities of Chamberlain Hrdlicka's commercial litigation team in navigating complex industry disputes and securing favorable results for clients at every stage of litigation.

The case is *Catherine L. Evans, Receiver, on Behalf of Certified Steel Stud Association, Inc. v. William A. Gardner, et al.*, Twelfth Appellate Court of Appeals of Ohio, Case Nos., CA2025-02-020 and CA2025-02-021 (March 2, 2026)

### About Chamberlain Hrdlicka

Chamberlain Hrdlicka is a diversified business firm with offices in Atlanta, Houston, Philadelphia and San Antonio. The firm represents public and private companies, family-owned businesses and individuals across the nation. The firm offers counsel in appellate law, bankruptcy, commercial and probate litigation, construction law, corporate, employee benefits, energy and maritime law, ERISA, estate planning and administration, intellectual property, international and immigration law, labor and employment, privacy and data security, real estate, securities and finance, tax controversy and tax planning.

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