

**IN THE SUPREME COURT OF PENNSYLVANIA  
WESTERN DISTRICT**

ALYSON J. KIRLEIS : No. 50 WM 2008  
: :  
: :  
v. : :  
: :  
DICKIE, MCCAMEY & CHILCOTE, P.C. : :  
: :  
: :  
PETITION OF: UNITED STATES COURT:  
OF APPEALS FOR THE THIRD CIRCUIT :

**DISSENTING STATEMENT**

**MR. JUSTICE SAYLOR**

**DECIDED: October 22, 2008**

I agree with the majority that there is no express conflict in governing Pennsylvania precedent between the presumption that a shareholder in a corporation has knowledge of and accepts corporate bylaws and the contractual requirement of an explicit agreement to arbitrate. That said, the important question of whether an awareness of and agreement to the bylaws of a corporation should be imputed to its directors and/or shareholders appears to remain unresolved under this Court's jurisprudence. In my view, such question represents a significant issue of first impression, particularly as the presumption reflects the majority rule. See 8 WILLIAM MEADE FLETCHER CYCLOPEDIA OF THE LAW OF CORPORATIONS §4196 (2004). Similarly, I believe that the matter of an asserted tension between presumed knowledge of the bylaws and the requirement of an explicit agreement to arbitrate is deserving of this Court's attention. Accordingly, I would accept the certification petition pursuant to

Section 10(B)(1) of this Court's internal operating procedures. See Supreme Court I.O.P. §10(B)(1) (contemplating acceptance of certification where the issue "is one of first impression and is of such substantial public importance as to require prompt and definitive resolution by this Court").