

COURT OF APPEALS OF OHIO, THIRD APPELLATE DISTRICT, SENECA COUNTY

Boyer v. Seislove

2026-Ohio-2244 · No. 13-25-14 · Decided June 15, 2026

SUMMARY

The Ohio Third District Court of Appeals affirmed summary judgment for the defendants in a dispute involving ownership and management of a closely held burial-vault and septic-tank business. The court rejected claims for breach of fiduciary duty, usurpation of corporate opportunities, civil conspiracy, and injunctive relief arising from stock transfers, alleged self-dealing involving an affiliated LLC, and nonpayment of rent for company property. The court held that the plaintiff failed to establish a fiduciary relationship concerning the real property and presented no triable issue supporting her other claims.

CASE DETAILS

COURT	Court of Appeals of Ohio, Third Appellate District, Seneca County
WRITING FOR THE COURT	Mark C. Miller; John R. Willamowski; Juergen A. Waldick
JURISDICTION	Ohio Court of Appeals, Third Appellate District, Seneca County
DECIDED	June 15, 2026
DOCKET	13-25-14
DISPOSITION	affirmed
PROCEDURAL POSTURE	Appeal from a judgment granting defendants summary judgment on all five causes of action arising from a close-corporation ownership and management dispute.
STANDARD OF REVIEW	Summary-judgment decisions are reviewed de novo. Summary judgment is proper when no genuine issue of material fact remains, the moving party is entitled to judgment as a matter of law, and reasonable minds, viewing the evidence most strongly for the nonmoving party, can reach only a conclusion adverse to that party.
PRECEDENTIAL VALUE	Published Ohio Court of Appeals opinion; precedential within the scope permitted by Ohio law.

PARTIES

Mary Elizabeth Boyer v. Ronald D. Seislove, Marilyn A. Seislove, Paul David Seislove, Anne E. Price, Seislove Burial Vault Service, Inc., Six Love, LLC, RDS65, LLC

TOPICS

summary judgment

breach of fiduciary duty

corporate governance

corporate law

appellate procedure

PRACTICE AREAS

corporate law

business litigation

civil procedure

real estate

trusts

QUESTIONS PRESENTED

1. Whether summary judgment was proper on Boyer's claim that defendants breached a fiduciary duty concerning rent payments for the real property used by the corporation.
2. Whether summary judgment was proper on Boyer's claim that defendants breached fiduciary duties by amending the corporate regulations and transferring majority ownership to Ronald Seislove.
3. Whether summary judgment was proper on Boyer's claim that Ronald Seislove or RDS65, LLC usurped corporate opportunities.
4. Whether summary judgment was proper on Boyer's civil-conspiracy claim.
5. Whether injunctive relief was properly rejected because it is a remedy rather than an independent cause of action and because Boyer did not establish the elements necessary for an injunction.

HOLDINGS

1. Summary judgment is proper when no genuine issue of material fact remains, the moving party is entitled to judgment as a matter of law, and reasonable minds viewing the evidence most strongly for the nonmoving party can reach only a conclusion adverse to that party. The nonmoving party must respond with specific facts showing a genuine triable issue and may not rely on allegations or denials in the pleadings.
2. Summary judgment was proper because Boyer did not allege or present evidence establishing a fiduciary relationship between her and any defendant concerning her ownership interest in the real property. The alleged nonpayment of rent therefore did not support the pleaded breach-of-fiduciary-duty claim.
3. Summary judgment was proper on Boyer's claim that the amendment of the corporate regulations and subsequent transfers of David's and Rita's shares breached fiduciary duties owed to Boyer. The evidence showed that the amendment complied with the corporation's procedural requirements, Boyer knew of the proposed transactions through her attorney, and her attorney subsequently ratified the amendment. Boyer also failed to show that David and Rita acted in concert to violate a duty owed to her or that notice of the later transfers was required.
4. Summary judgment was proper on Boyer's claim that Ronald or RDS65, LLC diverted corporate assets or engaged in self-dealing. Ronald formed RDS65 and acquired the Baumgardner assets before

becoming a shareholder, informed the corporate board of the transaction, transferred the resulting profits to the corporation, and was not shown to have diverted corporate funds or caused Boyer an injury.

5. Summary judgment was proper on the usurpation-of-corporate-opportunities claim because Boyer identified no specific corporate opportunity that Ronald or RDS65, LLC acquired or diverted. General allegations that septic-related business was diverted did not satisfy the requirement to present specific evidence of a triable issue.
6. Summary judgment was proper on the civil-conspiracy claim because Boyer presented no evidence that David or Ronald conspired with another person pursuant to a common plan to commit an actionable tort.
7. Summary judgment was proper on the asserted fifth cause of action because injunctive relief is a remedy rather than an independent cause of action, and Boyer failed to allege or establish a clear right, immediate and irreparable harm, and inadequacy of a legal remedy.

KEY QUOTATIONS

“Pursuant to Civ.R. 56(C), summary judgment is appropriate only under the following circumstances: (1) no genuine issue of material fact remains to be litigated, (2) the moving party is entitled to judgment as a matter of law, and (3) viewing the evidence most strongly in favor of the nonmoving party, reasonable minds can come to but one conclusion, that conclusion being adverse to the nonmoving party.” (¶ 20)

“Essentially, shareholders in a close corporation owe each other a fiduciary duty to deal in utmost good faith.” (¶ 30)

“injunctive relief is a remedy, not a cause of action.” (¶ 65)

FACTUAL BACKGROUND

Seislove Burial Vault Service, Inc. was a family-owned close corporation whose shares were ultimately divided equally among Mary Elizabeth Boyer, Rita Scherger, and Paul David Seislove. In 2018, the corporate regulations were amended by David and Rita to permit stock transfers without triggering Boyer's right of first refusal; David transferred his shares to his son Ronald, and Ronald purchased Rita's shares, giving him majority control. Boyer alleged that the defendants breached fiduciary duties, diverted corporate assets or opportunities to RDS65, LLC, excluded her from corporate management, and failed to pay rent for company use of family-owned real property.

PROCEDURAL HISTORY

Boyer filed a complaint in the Seneca County Court of Common Pleas seeking damages and injunctive relief for breach of fiduciary duty, usurpation of corporate opportunities, civil conspiracy, and related relief. The trial court denied defendants' motion to dismiss and motion to strike but granted defendants' Civ.R. 56 motion for summary judgment on all claims. Boyer appealed, and the Third District affirmed, with Judge Waldick concurring in part and dissenting in part as to the fiduciary-duty claim against David Seislove.

DISPOSITION

affirmed

REMAND INSTRUCTIONS

The cause was remanded solely for execution of the judgment for appellate costs, and the clerk was directed to certify the judgment and opinion to the trial court as the mandate under App.R. 27.

CASES CITED

- Tharp v. Whirlpool Corp., 2018-Ohio-1344, ¶¶ 23-24 (3d Dist.)
- Harless v. Willis Day Warehousing Co., 54 Ohio St.2d 64, 66 (1978)
- Ineos USA L.L.C. v. Furmanite Am., Inc., 2014-Ohio-4996, ¶ 18 (3d Dist.)
- Dresher v. Burt, 75 Ohio St.3d 280, 292-93 (1996)
- Turner v. Turner, 67 Ohio St.3d 337, 340 (1993)
- Anderson v. Liberty Lobby, Inc., 477 U.S. 242, 248, 251-52 (1986)
- Hancock Fed. Credit Union v. Coppus, 2015-Ohio-5312, ¶ 15 (3d Dist.)
- Esber Beverage Co. v. Labatt United States Operating Co., L.L.C., 2013-Ohio-4544, ¶ 9
- Hickerson v. Hickerson, 2010-Ohio-4070, ¶¶ 24-25 (3d Dist.)
- Camp St. Mary's Assn. of W. Ohio Conference of the United Methodist Church, Inc. v. Otterbein Homes, 2008-Ohio-1490, ¶ 19 (3d Dist.)
- All Star Land Title Agency, Inc. v. Surewin Invest., Inc., 2006-Ohio-5729, ¶ 36 (8th Dist.)
- Tinter v. Lucik, 2007-Ohio-4437, ¶ 23 (8th Dist.)
- Wheeler v. Johnson, 2008-Ohio-2599, ¶ 24 (2d Dist.)
- Herbert v. Porter, 2006-Ohio-355, ¶ 12 (3d Dist.)
- Thomas v. Fletcher, 2006-Ohio-6685, ¶¶ 14-15 (3d Dist.)
- Crosby v. Beam, 47 Ohio St.3d 105, 108-09 (1989)
- Alaska Plastics, Inc. v. Coppock, 621 P.2d 270 (Alaska 1980)
- Duggan v. Orthopaedic, 365 F.Supp.2d 853, 863
- Franks v. Rankin, 2012-Ohio-1920, ¶ 34 (10th Dist.)
- Scala v. Scala, 2023-Ohio-2232, ¶ 46 (9th Dist.)
- Miller Bros. Excavating, Inc. v. Stone Excavating, Inc., 1998 Ohio App. LEXIS, *5 (2d Dist. Jan. 16, 1998)
- Prodan v. Hemeyer, 80 Ohio App.3d 735, 743-44 (8th Dist. 1992)
- Hubbard v. Pape, 2 Ohio App.2d 326 (1st Dist. 1964)
- Michals Ent., Inc. v. Alexandrou, 1984 WL 3617 (8th Dist. Nov. 21, 1984)
- Meehan v. Mardis, 2019-Ohio-4075, ¶¶ 9, 46-47 (1st Dist.)
- Williams v. Aetna Fin. Co., 83 Ohio St.3d 464, 476 (1998)
- Carstensen v. Bd. of Trustees of Allen Twp., 2024-Ohio-870, ¶ 13 (6th Dist.)
- Woods v. Sharkin, 2022-Ohio-1949, ¶ 70 (8th Dist.)
- Bresler v. Rock, 2018-Ohio-5138, ¶ 45 (10th Dist.)
- AgriGeneral Co. v. Lightner, 127 Ohio App.3d 109, 115 (3d Dist. 1998)
- Ackerman v. Tri-City Geriatric & Health Care, Inc., 55 Ohio St.2d 51, 56 (1978)

- Lemley v. Stevenson, 104 Ohio App.3d 126, 136 (6th Dist. 1995)
- Restivo v. Fifth Third Bank, 113 Ohio App.3d 516, 521 (6th Dist. 1996)

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