

# **LAW OFFICE OF VICTOR SIMON, Esq..**

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2114 Senter Road, # 5, San Jose, CA 95112

December 20, 2024

Mr. Cuong Nguyen, Mr, Nhut Ho, Ret. Judge Tue Quang Phan, Mr. Hong Cao, Ms. My Linh Pham

## **RE: Cease and Desist – Violations of IRCC, Inc. By-Laws and Unauthorized Actions**

Dear Sirs and Madam:

This office represents Mr. Loc Vu, Chief Executive Officer of IRCC, Inc. I am writing to formally notify you of ongoing violations of the By-Laws governing the organization and to demand immediate cessation of these unlawful actions.

Pursuant to the authority granted under California nonprofit law and the governing By-Laws of IRCC, Inc., your actions constitute unauthorized and ultra vires acts. A detailed account of these violations and associated demands is set forth below:

### **1. Violation of Article III, Section 1 – Composition of the Board of Directors**

Article III, Section 1 of the IRCC By-Laws (attached hereto for reference) specifies that the Board of Directors "shall consist of 11 members until changed by amendments to these By-Laws." No valid elections compliant with these By-Laws have been held to confer Board membership upon you. A review of the organization's records confirms that only Mr. Nhut Ho may lawfully claim prior Board membership.

**Suggestions:** Cease and desist from using or claiming the title or authority of a member of the IRCC, Inc. Board of Directors, past or present, unless and until you are duly elected according to the By-Laws.

### **2. Unauthorized "Board Meetings" – Violation of Article III, Sections 4 and 6**

Pursuant to Article III, Section 6, Chief Executive Officer/President or any two Directors possess the authority to call special Board meetings outside of the time and date prescribed in the By-Laws. Article III, Section 4 also mandates that the Chief Executive Officer/President "shall preside at all meetings of the members and directors."

Evidence indicates that since July 2024, you have convened purported "Board meetings" without the CEO/President's knowledge or participation and with only one Director who may have been legally elected. All minutes, decisions, or communications arising from these unauthorized meetings are legally void ab initio and constitute actionable misconduct. Disseminating documents from these illegitimate meetings constitutes a potential violation of California law.

**Suggestions:** Cease and desist from convening unauthorized meetings of the Board of Directors.

- Cease and desist from drafting, distributing, or publishing documentation or communications purporting to reflect actions taken at such meetings.

Failure to comply may result in legal proceedings seeking injunctive relief and damages.

### **3. Interference in Personnel Matters – Violation of Corporate Governance**

Under the By-Laws and California nonprofit law, personnel management is the exclusive prerogative of the Chief Executive Officer/President or their designee. Specifically, the Executive Director, as the immediate supervisor of the Director of the Viet Museum, holds the authority to oversee, direct, and discipline him and other employees in the day-to-day operations of the organization. The Board possesses no authority to interfere in these matters.

**Suggestions:** Cease and desist from interfering in personnel matters, including attempting to supervise, manage, or discipline employees under the jurisdiction of the IRCC Executive Director.

### **4. Election Procedures and Annual Meeting Requirements**

Article III, Section 3 of the By-Laws provides that directors "shall be elected annually at each annual meeting of the members." Directors serve one-year terms and may continue to serve until successors are elected. IRCC has not convened an annual meeting or election in recent years.

The Chief Executive Officer/President, as provided by the By-Laws, retains the authority to call an annual meeting of members and organize lawful elections for new directors.

**Notification:** Mr. Loc Vu will issue official notice to members of IRCC, Inc. regarding forthcoming elections. Your compliance with these lawful procedures is expected.

Failure to adhere to the orders outlined above will result in legal action. Such action will include, but not be limited to, seeking injunctive relief, monetary damages, and all other remedies available under the law. Furthermore, your actions have caused reputational and operational harm to IRCC, Inc. and its Chief Executive Officer/President.

This letter constitutes formal legal notice. You are advised to retain counsel to address the legal implications of your conduct and to confirm compliance with the demands contained herein. Please confirm, in writing, your intent to comply with this cease-and-desist notice no later than 5 days. All correspondence should be directed to this office.

Sincerely,

Signed by:

*Victor Simon*

Victor Simon, Esq.