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IRCC, INC.

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
IN AND FOR THE COUNTY OF SANTA CLARA  
UNLIMITED JURISDICTION

IMMIGRATION RESETTLEMENT AND  
CULTURAL CENTER (“IRCC”), INC.,

Plaintiff

vs.

CUONG NGUYEN, an individual, NHUT  
HO, an individual, TUE QUANG PHAN, an  
individual, HONG CAO, an individual, MY  
LINH PHAM, an individual, and DOES 1  
through 50, inclusive,

Defendants.

Case No.:

25CV472916

**COMPLAINT FOR DECLARATIVE  
RELIEF AND PRELIMINARY AND  
PERMANENT INJUNCTION**

Plaintiff IMMIGRANT RESETTLEMENT AND CULTURAL CENTER, INC.

(hereinafter “IRCC” or “Plaintiff”), by and through its Board of Directors, alleges as follows:

1. Plaintiff is a nonprofit organization formed under the laws of California with a principal place of business in San Jose, California.

2. Defendants Mr. Cuong Nguyen, Mr. Nhut Ho, Mr. Tue Quang Phan, Mr. Hong Cao, and Ms. My Linh Pham (“Defendants”) are former alleged members of the Board of Directors of the IRCC. At all times, they claim that they act on behalf and still control the actions of the IRCC. These statements and acts all occurred in the county of Santa Clara.

1           3.       Plaintiff does not know the true names, capacities, or basis for liability of Defendants  
2 sued in this action as Does 1 through 50, inclusive, and will amend the Complaint when that  
3 information is ascertained, in accordance with Code of Civil Procedure Section 474. Plaintiff is  
4 informed and believes and, on that basis, alleges that at all relevant times, each Defendant, including  
5 any defendant fictitiously named, was acting as the agent, servant, employee, partner, or joint venture  
6 of each other defendant in doing the things alleged, or is responsible in some manner for the damages  
7 and disputes alleged in this Complaint.

8           4.       This Court has subject matter jurisdiction over this action pursuant to Cal. Const. Art.  
9 VI, §10, because Superior Courts in California have original jurisdiction in all causes except those  
10 specifically designated to other courts.

11          5.       The Plaintiff was founded in 1980 as a nonprofit community-based organization located  
12 in San Jose, California. Plaintiff provides services and programs to the community in Santa Clara  
13 County, primarily of Vietnamese origin. Plaintiff has played a pivotal role in facilitating the  
14 successful resettlement of over 30,000 refugee families since its inception.

15          6.       In addition to supporting the Vietnamese community, Plaintiff also runs the Viet  
16 Museum in the San Jose History Park, under a contract with History San Jose (“HSJ”), the nonprofit  
17 corporation designated by the City of San Jose to operate and maintain the History Park. The Museum  
18 of the Boat People and the Republic of Vietnam, also known as the Việt Museum, was established to  
19 display a valuable collection of artifacts, documents, and books related to the experiences of  
20 Vietnamese refugees, or “boat people,” and the former Republic of Vietnam. The museum preserves  
21 these items and stories for future generations so that visitors will be able to recognize the humanity of  
22 the Vietnamese refugees who risked their lives in search of freedom after the fall of South Vietnam in  
23 April of 1975, and to appreciate the legacy of the Vietnamese diaspora.

24          7.       Mr. Loc Vu was the founder of the IRCC and, until January 16, 2025, the President and  
25 Executive Director. He served faithfully for 45 years and was the driving force behind the creation of  
26 the Viet Museum in San Jose’s History Park. Plaintiff’s bylaws define the role and responsibilities of  
27 the President and Executive Director. A copy of the By-Laws of the Indochinese Resettlement and  
28 Cultural Center, Inc., is attached as Exhibit A and incorporated herein by reference.

1           8.       The bylaws of the IRCC (Article III, Section 3, Method to Elect Board of Directors)  
2 prescribe that each year at the annual meeting, the members vote on the Board of Directors.

3           9.       Also, under the by-laws, Article 3, Section 4, the President must preside over every  
4 meeting of the members and the Board of Directors of the IRCC.

5           10.      In June of 2024, Mr. Vu informed the former alleged board members, including some  
6 of the Defendants, 1) that the IRCC had been given a sizable grant of approximately \$55,000.00; 2)  
7 that the Executive Director did not think Mr. Hong Cao was the right person to take over for him and  
8 wanted to place Mr. Hong Cao on leave for two months from his position as director of operations of  
9 the Viet Museum, and 3) that Mr. Vu strongly objected to actions the group wanted to take that would  
10 violate the bylaws and dishonor the organization.

11          11.      In violation of the by-laws, the Defendants began meeting in secret, without the  
12 knowledge or participation of the President. Article III, Section 4 mandates that the President “shall  
13 preside at all meetings of the members and directors.”

14          12.      Defendants in their secret meetings decided to open a new bank account to hold the  
15 grant funds and plotted to freeze out the President.

16          13.      On July 19, 2024, Defendant Hong Cao filed a false Statement of Information with the  
17 California Secretary of State, listing himself and others as directors without lawful election by the  
18 membership. He and Nhut Ho submitted to Santa Clara County accusations that Mr. Vu had  
19 mismanaged and/or misappropriated funds.

20          14.      Defendants then attempted to suspend and eventually on December 31, 2024 terminated  
21 Mr. Vu as Executive Director. Defendants did not terminate Mr. Vu as President.

22          15.      On August 16, 2024, Defendant Cuong Nguyen falsely informed the County of Santa  
23 Clara that the existing IRCC Bank of America account had been closed and directed that \$55,000 in  
24 grant money be deposited into a new Cathay Bank account under Defendants’ control. Despite the  
25 misrepresentations by Defendants, the Bank of America account was active and had long been used  
26 for County grant transfers. Unfortunately, the Defendants’ misrepresentation created confusion and  
27 risked forfeiture of the grant. At the request of Supervisor Cindy Chavez, a meeting was convened,  
28 and a compromise was reached: the grant money would be deposited in the Bank of America account,

1 and three of the Defendants were added as signers to the B of A account.

2 16. After the \$55,000 grant was deposited on October 18, 2024, the Defendants again  
3 demanded that the funds be transferred to their Cathay Bank account. In response, Mr. Vu, in his role  
4 and authority as President and Executive Director, removed the three co-signers from the B of A  
5 account on December 12, 2024.

6 17. Mr. Vu, recognizing that many of the alleged members of the Board, including the  
7 Defendants, were not legitimate IRCC Board members since they were never voted in by the  
8 membership at an annual meeting. called under the By-Laws, a special meeting of members to elect a  
9 new Board on January 11, 2025.

10 18. The Defendants were given specific notice of this special meeting and encouraged to  
11 participate in the election. The Defendants refused to show up and/or participate in the meeting or  
12 vote for the Board of Directors.

13 19. On January 11, 2025, the IRCC membership duly elected a new Board. On January 16,  
14 2025, at the first meeting of the new Board, Mr. Vu resigned from his positions as President and  
15 Executive Director

16 20. On February 26, 2025, the Plaintiff held the annual meeting required under the By-  
17 Laws. The members re-elected the new Board that was elected in January at the special meeting.

18 21. On December 20, 2024, before the elections, the Defendants contacted HSJ, claiming  
19 that the Defendants were the rightful representatives of the IRCC.

20 22. As a result, the HSJ closed the museum on December 23, 2024, and stated it would not  
21 allow anyone back in until it was legally determined who was the proper Board of the IRCC.

22 23. The Defendants violated the IRCC bylaws and were and are not properly elected  
23 representatives of the IRCC.

24 24. The statements and position of the Defendants resulted in irreparable injury to the  
25 Plaintiff organization and its members. This harm is continuing.

26 25. Plaintiff seeks a judicial determination and declaration that the current Board is duly  
27 elected pursuant to the IRCC bylaws and statements by the Defendants are invalid and of no force and  
28 effect.

1           26.     Unless Defendants are enjoined from claiming they are legitimate members of the  
2 Board of Directors, Plaintiff will suffer great and irreparable injury due to the continued closure of the  
3 Viet Museum, the disruption of funding, and the harm to the community for which no adequate  
4 remedy at law exists.

5  
6           WHEREFORE, Plaintiff prays for judgment as follows:

7           1.     That the January 2025 special meeting and election of the Plaintiff's Board of Directors  
8 and subsequent re-election at the annual meeting in February of 2025 were proper and valid,  
9 and Plaintiff is the true and correct board of the IRCC;

10          2.     That Defendants are not representatives of the IRCC and should not (acting on behalf  
11 of Plaintiff) conduct business affairs of the IRCC and/or represent such to HSJ or any  
12 government officials;

13          3.     That a preliminary and permanent injunction be issued enjoining i) Defendants from  
14 claiming that they are members of the Board of the IRCC; ii) Defendants should not (acting on  
15 behalf of Plaintiff) represent to the HSJ or any government officials that they represent the  
16 IRCC ;

17          4.     For costs of suit;

18          5.     For such other and further relief as the court deems proper.  
19  
20

21 DATED: August 14, 2025

BREALL & BREALL, LLP

22  
23 By: Joseph M. Breall  
24       Joseph M. Breall  
25       Attorneys for PLAINTIFF  
26       IRCC, INC.  
27  
28

# **EXHIBIT A**

BY LAWS  
OF  
INDOCHINESE RESETTLEMENT AND CULTURAL CENTER, INC.

ARTICLE I

Principal Office

The principal office for the transaction of the business of the corporation shall be fixed and located in the City San Jose, County of Santa Clara, California. The board of directors may at any time or from time to time change the location of the principal office from one location to another in said county.

ARTICLE II

Membership

Section 1. Members.

There shall be one class of members.

Section 2. Qualifications.

Members shall be persons of responsibility and integrity. Membership is open to all Indo-Chinese Americans, Indo-Chinese refugees and those Americans who are sympathetic to Indochinese refugees only upon approval by the Board of Directors (or upon approval of such membership committee as the board may choose to authorize). Applications for membership may be in such form as prescribed by the board of directors.

Section 3. Termination of Membership.

A membership shall terminate upon the death or resignation of the member, or upon his expulsion by a majority vote of the board of directors. A member may be expelled for nonpayment of any dues which may be imposed by the board of directors or for conduct which the board of directors shall deem inimical to the best interests of the corporation. A member may not transfer his membership or any right arising therefrom, and any attempted transfer of a membership shall cause such membership to terminate automatically. All rights of a member in the corporation or its property shall cease upon termination of his membership.

Section 4. Liabilities and Property Rights of Members.

No member of the corporation now or hereafter elected shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to its assets for payment.

Section 5. Meetings.

(a) The annual meeting of the members of the corporation shall be held on the fourth Wednesday of February of each year at 8:00 p.m. at the principal office of the corporation or at such other place as is designated by the board of directors. No notice of such annual meetings need be given.

(b) Special meetings shall be called by the President of the corporation and held at such times and places within or without the State of California as may be ordered by resolution of the Board of Directors or by members holding not less than ten (10) percent of the voting power of the corporation.

(c) Any action required to be taken by the Board of Directors under any provision of the law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Section 6. Voting.

All members shall have equal voting and other rights. Each Member shall be entitled to one vote which may be cast in person or by proxy.

Section 7. Quorum.

The presence in person or by proxy of one-third of the members shall constitute a quorum for the transaction of business at any meeting of members.



### ARTICLE III

#### Board of Directors

##### Section 1. Number of Directors.

The board of directors shall consist of eleven (11) members until changed by amendment to these By-Laws as hereinafter provided, and a majority of the board shall constitute a quorum for the transaction of business.

##### Section 2. Powers of Directors.

Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the board of directors. Without limiting the generality of the foregoing, the board of directors shall have the following powers:

(a) To set the policies and goals of the corporation, to control its general operation, and to make such rules and regulations therefor not inconsistent with law, with the articles of incorporation or the By-Laws, as they may deem best.

(b) To select and remove all the other officers, and the Executive Director of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the articles of incorporation or the By-Laws, fix their compensation and require from them security for faithful service.

(c) To change the principal office for the transaction of the business of the corporation from one location to another within the same county; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of California; to designate any place within or without the State of California for the holding of any directors' or members' meetings; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 3. Election and Term of Office.

The directors shall be elected at each annual meeting of the members, and shall hold office until their respective successors are elected.

Section 4. Vacancies.

Any vacancy or vacancies in the board of directors resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by the remaining directors or director then in office even though less than a quorum.

Section 5. Place of Meeting.

Meetings of the board of directors shall be held at any place within or without the State designated by the board. In the absence of such designation regular meetings shall be held at the principal office of the corporation.

Section 6. Meetings.

(a) Directors shall meet regularly at the principal office of the corporation on the second Wednesday of each month, beginning with the month of September 1980, at 8:00 p.m. Special meetings may be called by the President, Vice President or any two Directors, and such meetings shall be held at the time, place, and hour designated by the person or persons calling the meeting.

(b) Notice of the time and place of meetings shall be delivered to each Director personally or by mail at least three (3) days prior to any such meeting, provided, however, that notice of regular meetings is hereby dispensed with.

Section 7. Quorum.

(a) A majority of the Directors shall constitute a quorum for the transaction of business.

(b) In the absence of a quorum, the Board shall transact no business, except as otherwise expressly provided in these Bylaws, in the Articles of Incorporation, or by law, and the only motion the Chair shall entertain is a motion to adjourn.

Section 8. Approval of Minutes.

The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held, if each of the directors not present approves in writing the minutes of such meeting.

Section 9. Fees and Compensation.

Directors shall receive no compensation for their services, but may receive such reimbursement for expenses as may be fixed by resolution of the board.

ARTICLE IV

Officers

Section 1. Officers.

The officers of this corporation shall be a president, one or more vice presidents as from time to time determined by the board of directors, a secretary, and a treasurer, and such other officers as the board may appoint. One person, other than the president, may hold more than one of these offices.

Section 2. Election.

The board of directors shall elect all officers of the corporation for terms of one year, or until their successors are elected and qualified.

Section 3. Vacancies.

A vacancy in any office because of the death, resignation, removal, disqualification or otherwise shall be filled by the board of directors.

Section 4. President.

Subject to the control of the board of directors, the president shall have general supervision, direction and control of the business and affairs of the corporation. He shall preside at all meetings of the members and directors, and shall have such other powers and duties as may be prescribed from time to time by the board of directors.



Section 5. Vice President.

In the absence or disability of the president, the vice president (or if there is more than one vice president, the vice president designated by the board of directors) shall perform all the duties of the president, and in so acting shall have all the powers of the president. The vice president(s) shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

Section 6. Secretary.

The secretary shall keep a record of the proceedings of the board of directors, shall supervise the keeping of the records of the corporation, and shall discharge such other duties as pertain to the office or as prescribed by the board of directors.

Section 7. Treasurer.

The treasurer shall receive and safely keep all funds of the corporation and deposit the same in such bank or banks as may be designated by the board of directors. Such funds shall be paid out only on the check of the corporation with two signatures, namely (a) the signature of the president, or any vice president, and (b) the signature of the treasurer or the executive director (or by such officers as may be designated by the board as authorized to sign the same). The treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

ARTICLE V

Executive Director

Section 1. Employment.

The executive director shall be employed by the board of directors. The board of directors by a majority of vote of the total board membership shall have the authority to employ or release the executive director.

Section 2. Executive Duties.

The executive director, in accordance with goals set by the board of directors, shall administer the work of the corporation having charge of the corporation office and supervision of all employed personnel.

Section 3. Hiring Staff.

The executive director, when staff positions have been approved by the board of directors, shall employ the necessary staff in accordance with the corporation policies and in consultation with the president of the board. The executive director shall have authority to terminate employment of staff members, after consultation with the president of the board.

Section 4. Attendance at Meetings.

The executive director and/or other professional staff as delegated shall serve as resource persons and in an advisory capacity at board meetings.

ARTICLE VI .

Amendment of By-Laws

These By-Laws may be amended at any regular or special meeting of the corporation by two thirds (2/3) vote of the voting members present, if written copy of the proposed amendment is sent to all voting members.

Certificate of Secretary

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of Indochinese Resettlement and Cultural Center, Inc. a California nonprofit corporation, and that the foregoing By-Laws comprising seven (7) pages constitute the By-Laws of said corporation as duly adopted at a meeting of the Board of Directors thereof duly held on August 10, 1980.

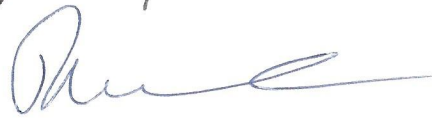
IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 10 day of August, 1980.

Vn Phuen  
Secretary

# IRCC MEMBERSHIP

Aug. 10-80

Bùi Anh Dũng



Vũ Văn Lợi



NGUYỄN XUAN KÝ




Nguyễn Trọng Hiền



Phong Anh



Vương, Loan



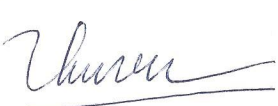
Trần Thị Nhơn

TRẦN THỊ NHON.

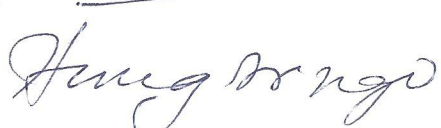
Lê Đình Lam

LĐ Lam

Vũ Mông Thu

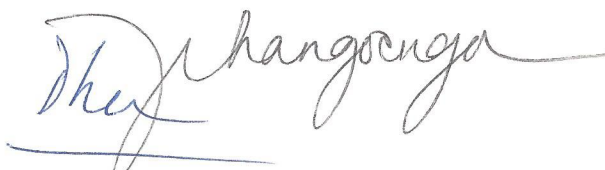


Ngô Sĩ Hùng

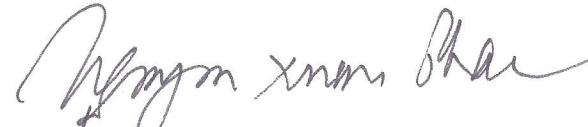


PHAN NGOC NGÀ

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NGUYEN K PHAI



Vũ NGOC TUYỀN



NGUYỄN HỮU THỐNG



PHAN TÙNG MẠI



Hà Xuân Du

