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FOR JUDGE
CIRCUIT COURT
14040 COUNTY

IN THE CIRCUIT COURT OF THE STATE OF OREGON
FOR THE COUNTY OF MULTNOMAH

CHAREUNDI VAN-SI, JOEY SIMM,
SOMCHITH SINGHARAJ, BOUNSY
INPENG, REV. PHOM PHANTHAVONG,

Case No. : 0910-14040

Individually and Derivatively as Officers of
BHUDDHATHAM- ARAM INC., an Oregon
Domestic Not For Profit Corporation, and
BUDDHATHAM-ARAM, INC., an Oregon
Nonprofit Corporation,

COMPLAINT

Action for Injunction (ORCP 79);
Action for Inspection (ORS 65.774 and
65.781); Derivative Proceeding (ORS 65.174);
Action for Accounting; Declaratory
Judgment (ORS 65.551); Attorney Fees

Plaintiffs,

EXPEDITED HEARING REQUESTED
(ORS 65.774)

vs.

REV. KHAMSENE KABOUAKHAM, VANH
LANG KHAMSOUK, THENG
KHAMPHILAVONG, and HONGSA
CHANTHAVONG,

NOT SUBJECT TO MANDATORY
ARBITRATION

Defendants.

COMES NOW Plaintiffs CHAREUNDI VAN-SI, JOEY SIMM, SOMCHITH
SINGHARAJ, BOUNSY INPENG, REV. PHANTHAVONG PHOM and,

individually and derivatively as members of and
in the right of the Buddhatham-Aram Inc., (hereinafter "BAI") and BUDDHATHAM-
ARAM INC., an Oregon Nonprofit Corporation, and for the complaint set forth as follows:

PARTIES

1.

Plaintiff BUDDHATHAM-ARAM INC. (hereinafter "BAI), is a Nonprofit
Corporation organized and operated under the laws of the State of Oregon with its current place

1 of business at all times material hereto is in Portland, Multnomah County, Oregon. Plaintiffs
2 **CHAREUNDI VAN-SI, JOEY SIMM, SOMCHITH SINGHARAJ, BOUNSY INPENG,**
3 **PHANTHAVONG PHOM** [REDACTED] (hereinafter,
4 "Plaintiffs") are individuals who are members of BAI Plaintiffs, who represent more than two
5 percent of the voting power of BAI. Further, Plaintiffs **CHAREUNDI VAN-SI, JOEY SIMM,**
6 **SOMCHIT SINGHARAJ, BOUNSY INPENG, PHANTHAVONG PHOM** are members of
7 the Executive Board of Directors of BAI.

8 **2.**

9 Defendants **REV. KHAMSENE KABOUAKHAM, VAHN LANG KHAMSOUK,**
10 **THENG KHANPHILAVONG and HONGSA CHANTHAVONG** are residents of the State of
11 Oregon who at all times material hereto were former board members of Defendant BAI.

12 **JURISDICTION**

13 **3.**

14 This case involves a Derivative Action by the members of the BAI under ORS 65.174,
15 Demand for Inspection pursuant to ORS 65.774, for an accounting under ORCP 83, and a
16 Petition for Declaratory Relief (ORS 65.551).

17 **FACTUAL BACKGROUND**

18 **4.**

19 BAI is a not for profit corporation, whose primary purpose has been the conducting of
20 worship of Laotian Buddhist Rites, and the management and ownership of the temple facility
21 Wat Buddhatham Aram at 4350 NE 133rd Avenue, Portland Oregon.

22 **5.**

23 Following the establishment of BAI in 1981 by filing of Articles of Incorporation, on
24 October 1, 1981 the Board of BAI adopted bylaws which provided for its governance and
25 management. A true copy of the 1981 Bylaws is attached as Exhibit 1.

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6.

Under the terms of the 1981 bylaws, management of BAI consisted of three separate bodies: The Council of Members, The Advisory Council and the Executive Board. Under the terms of the Bylaws, the Chief Abbot retained the position of the Chairman of the Council of Members, and the Executive Board. Importantly, under the Bylaws the Council of Members retained authority to appoint auditors among its members to monitor all financial transactions carried out by the executive board.

7.

In or about 2002, members of BAI began the process of applying for a bank loan for an improvement of the temple. During this process, Plaintiffs ██████████ Somchit prepared a report showing temple contributions from 1998 to 2002 for the bank. Suspicion of certain financial irregularities arose because of a discrepancy of over twenty thousand dollars (\$20,000.00) between the declared received income and the actual income deposited in the bank by Chief Abbott Khamsene.

8.

On or about February 2003, the Amended Bylaws of BAI were purportedly adopted by a vote of 18 of the Executive Committee, including Defendants exist. The Amended Bylaws contained the following in pertinent part:

The head-abbot is a designated monk based on seniority in monkhood and qualification and experience have served in this temple in the past according to the internal rules of the "Songa"; The head-abbot is serving as president of the Board of Directors and of the Executive Committee; **As president, the abbot initiates the policy process and plans every move and activity conducted by the organization within the confine of the temple, takes responsibility for all activities within religious realm within and without the temple realm, appoint committee members on each and every committee as indicated (in the constitution) and has the power to delegate to a secretary to represent in matters that require signature on major documents. (Emphasis added).**

1 The 2003 purported amendments by the Executive Committee, attempted to transfer authority for
2 the entire management of the temple and its financial affairs to the Chief Abbot **REV.**

3 **KHAMSENE KABOUAKHAM.**

4 **9.**

5 On or about November 20, 2007, the Chief Abbot announced the resignation of the
6 “management team” to include himself, effective November 11, 2007. Incidental to this
7 resignation was the announcement of the transfer of responsibility to Plaintiff
8 **PHANTHAHVONG PHOM**, as President of Temple under the terms of the transfer agreement.

9 **10.**

10 At a public meeting on April 27, 2008, Defendants and each of them, signed a document
11 titled “Authority Transfer Understanding.” Under the terms of the agreement, Defendants
12 transferred authority to the new Management Team, headed by Plaintiffs individually, and each
13 of them.

14 **11.**

15 Following the transfer, Plaintiffs initiated protocols for transparency of financial
16 collections, and began the process of adopting new bylaws which substantially curtailed the
17 administrative powers of the Chief Abbott. The second amended bylaws were adopted on
18 December 27, 2008 by a majority of the members eligible to vote at the meeting. The Bylaws
19 are attached as Exhibit 2.

20 **12.**

21 On July 4, 2008, one of the holiest days of the Lao Buddhist year, Defendants and each of
22 them unlawfully took control of the temple and the financial and management operations of BAI.
23 Specifically Defendants, accompanied by a group of men, wore head, arm and leg bands made
24 from Buddha saffron shredding, entered into the temple and intimidated Plaintiffs and each of
25 them.

1 them, as well as those who voiced their support of the new team. The men misused saffron
2 robes, which are holy garments, and were strangers to the temple, and had no authority or
3 membership in the temple.

4 **13.**

5 On July 5, 2009, Defendant Khamsene Kabouakham issued a purported "Executive
6 Order" abolishing the current management team, and appointing Theng Khamphilavong to
7 institute a new "executive management team." This order came following a confrontation at the
8 temple, on one of the holiest days of the Buddhist calendar, July 4, at which anonymous
9 "representatives" of the Khamsene group appeared unannounced at the temple, and intimidated
10 members of the new management team, including Plaintiffs and each of them. Khamsene's
11 "Executive Order" was unauthorized and is void. Following the July 5, 2009 order, Plaintiffs,
12 and each of them, despite their lawful appointment as Directors and officers of BAI, were
13 excluded from the management of BAI. Further, Defendants and each of them circulated
14 statements on the internet and in the BAI newsletter stating that Plaintiffs were dishonest,
15 aggressive, and lacked any authority to govern or participate in the management of BAI. Said
16 statements were false, defamatory and meant to mislead the congregants of BAI into believing
17 that Khamsene's July 4th and 5th actions were authorized and lawful under BAI's Bylaws.

18 **14.**

19 Following the July 5, 2009 order signed by Defendant Khamsene, Defendants and each of
20 them have engaged in a course of conduct, including intimidation and oppression directed at
21 Plaintiffs. Specifically, Plaintiff Phom has been the subject of direct physical attack by having
22 objects thrown through his windows at night, and Plaintiffs have been the subject of anonymous
23 calls, and anonymous letters and postings, which directly attack their character and good name.

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15.

On or about September 16, 2009 counsel for Defendants was contacted in writing and asked to provide access to the corporate and financial documents, to allow Plaintiffs and each of them to inspect the corporate and financial documents. Further, the letter cited ORS 65.774, which specifically entitles members to inspect the books and financial records of the Company.

16.

There is no adequate or speedy remedy of law available to Plaintiffs. Plaintiffs have been informed that Defendants, as unauthorized management of BAI, have access to the corporate accounts, as well as the operating accounts. Plaintiffs have been informed that Defendants are accessing these accounts, even though they do not have the legal right to do so. There is a present and serious risk that Defendants are dissipating, and will continue to dissipate or otherwise dispose of BAI assets. Further, pending the resolution of the rights of BAI and its members, it is critical that the affairs of BAI be attended to in a transparent manner, as set forth in the Bylaws of 2008.

FIRST CLAIM FOR RELIEF

**TEMPORARY RESTRAINING ORDER
(All Defendants)**

17.

Plaintiffs repeat and reallege paragraphs 1 through 16 as if set forth fully herein.

18.

Plaintiffs seek a temporary restraining order against the Defendants and each of them to refrain from dissipating or otherwise encumbering, sequestering or transferring any interests, funds or properties belonging to BAI.

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19.

Pursuant to ORCP 83 and 84, Plaintiffs move the court for entry of an order granting immediate issuance of a restraining order, restraining Defendants and each of them and its respective officers, agents, servants, employees and attorneys and any other persons in active concert or in participation with them, who receive actual notice of the order by personal service or otherwise, are restrained from injuring, destroying, sequestering, encumbering, transferring, conveying, removing or otherwise disposing of any of the following:

1. All records, e-mails, writings, correspondence, and information maintained by BAI.

20.

Plaintiffs further seek a restraining order against Defendants and each of them and its respective officers, agents, servants, employees and any other persons in active concert or in participation with them, who receive actual notice of the order by personal service or otherwise, from physical or verbal harassment, intimidation or abuse.

SECOND CLAIM FOR RELIEF

**PETITION FOR INSPECTION PURSUANT TO ORS 65.774
(All Defendants)**

21.

Plaintiffs repeat and reallege paragraphs 1 through 16 as if set forth fully herein.

22.

Plaintiffs petition this court pursuant to ORS 65.774 requiring the Defendants, and each of them, to immediately release all records, accounts, deeds, notes, and operating documents that are in the possession of BAI for inspection by Plaintiffs.

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1 **THIRD CLAIM FOR RELIEF**
2 **ACTION FOR ACCOUNTING**
3 **(All Defendants)**

4 **23.**

5 Plaintiffs repeat and reallege paragraphs 1 through 16 as if set forth fully herein.

6 **24.**

7 Under the terms of the Bylaws and ORS 65.774, Defendant BAI by and through its
8 officers and directors, is obligated to provide accountings relating to property, profits or benefits
9 held by BAI for the benefits of the members.

10 **24.**

11 Plaintiffs petition this court for an order requiring Defendant BAI, by and through its
12 members KHAMSENE, VANH LANG, THENG KHAMPHALAVONG and HONGSA
13 CHANTHAVONG to submit to an accounting for any and all property, profits, encumbrances,
14 notes and obligations held by the BAI, or on behalf of BAI since 2003, including donation
15 sheets, reconciliations sheet, bank deposits slips and balance sheets and profit and loss
16 statements relating to the operation of BAI.

17 **FOURTH CLAIM FOR RELIEF**

18 **CLAIM FOR DECLARATORY RELIEF - ORS 65.551**
19 **(Khamsene, Vanh Lang Snd Theng)**

20 **25.**

21 Plaintiffs repeat and reallege paragraphs 1 through 16 as if set forth fully herein.

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1 (COUNT ONE)

2 26.

3 As is set forth above, upon information and belief, since 2003, Defendants and each of
4 them, have transferred funds, donations and assets of BAI, in violation of the Bylaws and ORS
5 65.551.

6 27.

7 There is a clear and present controversy, as to the transfers by KHAMSENE, HONGSA,
8 VANH LANG AND THENG.

9 28.

10 Plaintiffs request a declaration by the court that the transfer of the donations and assets
11 was wrongful pursuant to ORS 65.551, and for an order that the donations be returned to BAI.

12 (COUNT TWO)

13 29.

14 Plaintiffs repeat and reallege paragraphs 1 through 15 as if set forth fully herein.

15 30.

16 Plaintiffs seek a Declaration of the Bylaws, lawfully enacted and adopted in 2008, are the
17 Bylaws of BAI, and that Plaintiffs and each of them are the dutifully and rightfully empowered
18 Officers of BAI.

19 FIFTH CLAIM FOR RELIEF

20 ATTORNEY FEES
21 (ORS 65.781(3))

22 31.

23 Pursuant to ORS 65.781(3), Plaintiffs request the court to award attorney fees and costs
24 to Plaintiffs.

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**11 – COMPLAINT FOR PROVISIONAL PROCESS;
TEMPORARY RESTRAINING ORDER; PRELIMINARY
INJUNCTION; PERMANENT INJUNCTION; ACTION TO
ACCOUNT**

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