

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF QUEENS

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FEDERATION OF HELLENIC SOCIETIES OF
GREATER NEW YORK, INC.,

Plaintiff,

VERIFIED COMPLAINT

- against -

Index No. _____

GEORGE GEORGOPOULOS, APOSTOLOS
TOMOPOULOS, NICHOLAS VELLIOS,
TIMOLEON KAKOUROS and IOANNIS KOUTALIS

Defendants.

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Plaintiff, Federation of Greater Hellenic Societies of Greater New York, Inc., by its attorney Murtha & Bird, P.C. as and for its verified complaint alleges upon information and belief as follows:

1. Plaintiff Federation of Hellenic Societies of Greater New York, Inc., (hereinafter the "Federation") is a New York Domestic Not-for Profit Corporation with offices at 22-51 29th Street, Astoria, NY.

2. Upon information and belief, Defendant, George Georgopoulos (hereinafter "Georgopoulos") is an individual residing at 26-16 Ditmars Blvd., Astoria, New York 11105.

3. Upon information and belief, Defendant, Apostolos Tomopoulos (hereinafter "Tomopoulos") an individual residing at 21-40 45th Street, Astoria, New York 11105.

4. Upon information and belief, Defendant, Nicholas Vellios (hereinafter "Vellios") is an individual residing at 1744 64th Street, Brooklyn, NY 11204.

5. Upon information and belief, Defendant, Timoleon Kakouros (hereinafter "Kakouros") is an individual residing at 6821 Ft. Hamilton Parkway, Brooklyn, NY 11219.

6. Upon information and belief, Defendant, Ioannis Koutalis (hereinafter "Koutalis") is an

individual residing at 3719 59th Street, Woodside, New York 11377.

FACTS/BACKGROUND

7. The Federation was formed in 1938 and is also a tax exempt organization under § 501(c)(3) of the Internal Revenue Code.

8. The Federation was founded by members of the organized Greek/Hellenic Communities in the Greater New York Region and is the largest of such organizations that exist nationwide.

9. The Federation conducts and holds various social, cultural, philanthropic and educational events and has organized and hosted the Annual Greek Independence Day Parade on NYC's Fifth Avenue, the largest such Parade outside of Greece for over 75 years.

10. The Federation is normally governed by a Board of Directors which consists of twenty-one (21) members.

11. The procedure to elect the Federation Board of Director's is set forth in the Federation's Articles of Association (hereinafter "Federation Articles") which are written in Greek. Inasmuch as there has never been a formal translation of same into English, as this Complaint is time sensitive, only the relevant sections of same have been formally translated and will be annexed hereto as Exhibit "A".

12. Per the Federation Articles, the election of the Board of Directors occurs during the Federation's General Elections which are conducted every two years and are to be held on the first Sunday of June but no later than June 30 within the election year.

13. The Board of Directors are elected by the approved representatives of the qualified Member Societies of the Federation.

14. The Federation's Member Societies consist of other non-profit organizations, unions and associations.

15. Upon information and belief, since its founding there have been over 200 such organizations that have been formal Members of the Federation.

16. Upon information and belief, the Federation's active Memberships has averaged over 100 Members at any given time over the last few decades.

17. In order to vote in the General Election's, a Member Society must be in good standing as determined by the Federation's Membership Committee consistent with the governing Articles.

18. If approved by the Federation's Membership Committee, each Member Society sends two (2) Representatives and two (2) alternates on its behalf to make up the General Assembly of the Federation where each representative votes in the General Elections.¹

19. The Pre-Election Special General Assembly is a "Two Day Convention" that occurs approximately a month before the General Elections.

20. On the first day of this Special General Assembly, the outgoing Board's Executive Board publicly reviews its actions during its term and answers any questions from the General Assembly.

21. At the Special General Assembly, all financial and administrative/membership audits, which have been earlier approved by the Board of Directors, are presented to the General Assembly by the Chairpersons of the respective committees for review and approval by the General Assembly.

22. On the 2nd day of the General Assembly, the Election Committee is nominated and elected by the Assembly, who in turn opens up nominations for candidates to the new Board of Directors.

23. Any representative or alternate of a Member Society can be nominated for the Board of Directors by a representative in good standing.

¹ While typically each Member Society is afforded 2 votes (one per representative, with the alternates only voting in the event of the absence of his/her society's representative), there are a few Member Societies that are given a third representative and third vote due to their large membership numbers, as detailed in our by-laws.

24. At least 21 candidates must be nominated and the nominated candidates must formally accept their nomination.

25. Beyond the Membership Committee's earlier review and approval of each Member Society and their Representatives as presented to the General Assembly, the Electoral Committee reviews all the nominated candidates to determine if they are valid representatives or alternates of a Member Society in good standing.

26. The Electoral Committee also is responsible for reviewing any claims of Membership/Nominee irregularities and financial irregularities if a written complaint is presented even after the nominations take place.

27. After approval of the nominated candidates, the General Elections are formally called in a timely order and take place and of all the lawful nominees, the twenty-one (21) candidates that receive the most votes are elected to the Board of Directors.

28. The remaining candidates are kept in order of votes received so that in the event of any resignations or removals of any new Board Member during the two year term, the next candidate will replace the vacating or removed Board Member.

29. The votes are tabulated by the Federation's Electoral Committee, which generally takes a few days in order to review and address any potential complaints of voting irregularities.

30. Once tabulated, the Electoral Committee posts the results, in order of total votes received by all the candidates.

31. The candidates that receive the top 21 votes are invited to form the new Board of Directors.

32. Once formed, the Board holds internal elections for the Federation's officers from the 21 newly elected Board Members.

33. The last General Election held in accordance with the regular Federation Articles occurred in June 2018, where approximately 90 Member Societies were cleared to vote.

34. At the June 2018 General Elections, Mr. Cleanthis Meimaroglou was elected President.

**THE DECEPTIVE COMMUNICATIONS FROM THE INDIVIDUAL DEFENDANTS
RESULTING IN IMPROPER ELECTIONS**

35. The Federation's next General Election was scheduled for June 2020.

36. Due to the COVID-19 pandemic, effective in the Spring of 2020, the Federation could no longer hold Board Meetings in-person and would also be unable to hold any General Assemblies in-person.

37. As many of the time-sensitive prerequisites for the upcoming June 2020 General Elections could not be met, a preliminary notice was sent to all Members delaying many of the pre-election deadlines for a month, or, as long as may be necessary due to COVID-19 Restrictions.

38. Given then Governor Cuomo's earlier COVID-19 based Executive Order that allowed for Not-For-Profit organizations, such as the Federation, to hold non-in-person Assemblies for voting and administrative purposes, on or about December 15, 2020, the then Board of Directors, under President Cleanthis Meimaroglou, passed a Motion to present to a Constitutional General Assembly whereby the Governance of the Federation would be turned over to the Federation's Past-Presidents in order to move the Federation forward towards clearing up many Financial and Administrative issues and only thereafter call for General Elections assuming COVID safety guidelines could be assured.

39. A Constitutional General Assembly has a higher authority than a regular General Assembly and requires greater notice and a super-majority to enact any Constitutional change.

40. It was agreed and made part of the proposed Amendment that sitting President Meimaroglou and Past-President Petros Galatoulas be excluded from this new Governing Board.

41. The Proposed Constitutional Amendment ballots, with stamped return envelopes, were mailed out in December 2020 and after the appropriate and specified time to return the ballots had passed, the votes were tallied in February 2021.

42. The Constitutional Amendment passed with, 69 votes in favor and 3 against, with 7 envelopes being returned as undeliverable.

43. The Constitutional Amendment appointed the Select Past-Presidents as the Governing Body of the Federation.

44. Based upon the approved Special Constitutional Amendment there were ten (10) past-presidents who had the right to sit on the Governing Board: Kostas Mavrikis, Anastasios Manesis, Bill Stathakos, Demos Siokis, Nicholas Diamantidis, Demetrius Kalamaras, Elias Tsekeridis, Defendant George Georgopoulos, Defendant Apostolos Tomopoulos, and Defendant Nicholas Vellios.

45. Past-Presidents Kostas Mavrikis and Anastasios Manesis formally declined to be a part of the Governing Board.

46. For purposes of coordinating the Governing Board Meetings, Mr. Timoleon Kakouros was elected as Coordinator.

47. The position of Coordinator was created in the Amendment, but had no voting authority nor any other non-delegated authority.

48. In February 2021, the newly appointed Governing Board of Past-Presidents' initial focus was organizing certain limited events within the COVID restrictions, in light of the Bicentennial

of Greece's Independence of March 25, 1821, and as the related Parade on 5th Avenue, as all other Parades, had been previously cancelled due to COVID.

49. Before the new Governing Board could formally take authority over the Federation, it had to review all the existing assets and liabilities of the Federation by requesting that the Executive Board of the previous Board of Directors give a formal accounting of the then Finances and Administrative Status of the Federation.

50. Following this presentation (the Minutes of which Meeting are annexed hereto as Exhibit "B"), and also as part of the Special Constitutional Amendment, the last elected President (Mr. Cleanthis Meimaroglou and Treasurer, Mr. Dimitrios Paliouras, could continue in their roles for Administrative purposes).

51. In or about February 2021, the members of the Governing Board were made aware that the Federation Membership Rolls were incomplete and contained numerous inaccuracies.

52. Upon information and belief, twenty-five (25) recent Members inexplicably fell off the Membership Rolls and many of the Member Societies' most recent information sheets were either missing or contained unauthorized or outdated information.

53. One longstanding Member Society had "Representatives" listed on the Federation Membership Rolls that were deceased for over ten years despite being designated as the current representatives.

54. As Governing Board meetings moved forward, a schism developed between the Majority of the new Governing Board, who sought a thorough and detailed review of the finances and membership rolls of the Federation before any elections were to be conducted, as mandated by the Federation Articles, and Defendants Georgopoulos, Tomopoulos, and Vellios.

55. Defendants Georgopoulos, Tomopoulos, and Vellios sought the immediate intervention of the unvetted and so called “General Assembly” in order to call General Elections as soon as possible without any review of the serious complaints of financial and administrative corruption, and the incomplete Membership/Voting Rolls which had been removed from the Federation offices for months.

56. In early March of 2021, Governing Board Member Kalamaras submitted a list of over twenty (20) fact-based accusations against Mr. Petros Galatoulas, a Past-President, Board of Director and Chairman of the 2019 Federation Parade Committee, in the form of a Motion, that detailed numerous administrative and financial improprieties and sought to place the issue before the Governing Board for discussion and to call the Federation’s “Disciplinary Committee”, as attached hereto as Exhibit “C”.

57. As combined with the accusations noted in the Kalamaras Motion, Defendant Tomopoulos, only after an apparent, yet temporary, falling out with Mr. Galatoulas, later submitted additional and much more serious complaints against the Mr. Galatoulas with regard to his unreported acceptance of perhaps over \$100,000.00 in cash donations during Galatoulas’ Presidency that ended in 2018.

58. Defendant Kakouros stalled Mr. Kalamaras’ Motion from early March until late April 2021.

59. Upon information and belief, Mr. Galatoulas was made aware of the accusations before the matter was formally brought before the Governing Board for an initial review.

60. Mr. Galatoulas submitted a number of baseless counter-accusations against Mr. Kalamaras and several Past-Presidents, which Defendant Kakouros immediately presented to the Governing Board.

61. While all meetings of the Governing Board were to be in held private unless otherwise agreed to by all Board Members per the Federation Articles, Defendants Georgopoulos and Kakouros began routinely inviting Mr. Galatoulas and other non-board members to Governing Board meetings where these uninvited persons were threatening, disruptive and caused significant dysfunction.

62. By May 2021, the Governing Board was deeply split into two factions, with Defendants Tomopoulos, Georgopoulos and Vellios (with Defendant Kakouros in support) seeking to call General Elections immediately without any Financial or Membership Review in-hand, in violation of the Federation Articles.

63. Without the knowledge of the full Governing Board and without ever placing the matter on a Board Agenda for review, Defendants Tomopoulos, Georgopoulos and Vellios, improperly used Federation letterhead, the corrupted and incomplete Membership roll, assets and postage, to mail letters to the unvetted Member Societies announcing a short dead-line for dues payments in advance of the unauthorized elections.

64. Upon discovery, Governing Board Members Stathakos, Tsekeridis, Diamantidis, Siokis and Kalamaras, representing the Majority of the Governing Board, voiced and wrote their displeasure and disagreement at the lawlessness and disrespectful actions taken by Defendants Tomopoulos, Georgopoulos and Vellios. In addition to their voiced objections and in support thereof, the written opinion of Board Legal Advisor, Taso Pardalis, was submitted to all Board Members that fully agreed with the Majority's position, See Exhibit "D", as annexed hereto.

65. On or about May 16, 2021 Defendants Tomopoulos, Georgopoulos and Vellios invited a so-called "General Assembly", without ever advising or obtaining the consent of the Governing

Board of the specific topics, or clearing a formal Agenda with the Full Governing Board, all of which are mandated by our Articles.

66. Upon information and belief, Defendants Tomopoulos, Georgopoulos and Vellios, allowed wholly unauthorized persons, including but not limited to Defendant, Ioannis Koutalis, to hack the Federation's computers and used the secreted and corrupted Membership Rolls that were never vetted for accuracy, to send Notices for their so-called "General Assembly", where we were advised that less than 30 very suspect and alleged "Representatives" appeared and made a host invalid decisions that directly violated the Federation's Articles. Attached are translated versions of the wholly unauthorized "General Assembly" notices sent by the Defendants as Exhibits "E".

67. Defendant Tomopoulos, admitted in writing, that he received the Federation Membership Rolls and Records from Mr. Galatoulas, who earlier removed and held such records outside of the Federation offices and also removed same out of the Federation offices.

68. Despite numerous written requests, Defendant Tomopoulos refused to return the Federation books, record and voting rolls to the Governing Board.

69. In July 2021, a Governing Board Meeting was duly called with a specific agenda item to replace Coordinator Kakouros, who had been acting well beyond his authority and among other issues, supported the improper "General Assemblies" and the planning for the unauthorized elections.

70. On or about July 2021, where all Eight (8) Governing Board Members were in attendance, a Motion was brought to replace Mr. Kakouros as Coordinator that passed 5-0 with a follow-up Motion to replace him with Past-Presidents and Board Members Mr. Diamantidis and Mr. Kalamaras as Co-Coordiators, which motion passed by a similar vote.

71. Defendants Tomopoulos, Georgopoulos and Vellios, while present and participating in the July 2021 meeting, refused to vote on either Motion.

72. Defendants Tomopoulos, Georgopoulos and Vellios, without any authority and improperly using Federation assets, called for yet another General Assembly, in the Summer Months of July and August. See a translation of such invitation annexed hereto as Exhibit "F".

73. The Federation's Articles specifically state that the Federation is closed for any such business.

74. A General Assembly called in July or August is a direct violation of the Federation Articles and any results would be facially null and void.

75. At the unauthorized "General Assembly", Defendants Tomopoulos, Georgopoulos and Vellios called for General Elections to take place before the end of August 2021, in complete violation of the Federation's Articles regarding "no General Assemblies in July or August" of any year and "no elections after June 30th of an election year.

76. On or about July 2021, Defendant Tomopoulos, improperly represented that he was "General Secretary of the Federation" and sent out another unauthorized mailing using Federation letter which was again sent to the unvetted "Members".

77. The unauthorized mailing called for another illegal "General Assembly" during the Summer months in violation of the Federation Articles.

78. The second improperly called "General Assembly" was a follow-up the first unauthorized "General Assembly" where Defendants Tomopoulos, Georgopoulos and Vellios, formed a "Special Auditing Committee" to review the new accusations of even more serious financial corruption against Mr. Galatoulas, brought by Defendant Tomopoulos. A copy of which accusation of financial corruption is annexed hereto as Exhibit "G".

79. Within days of the “Special Audit Committee” announcing that it needed at least “3-6 months to complete their Audit of Defendant Tomopoulos’ new accusations”, another improper “General Assembly” was called by the Minority Members of the Board that called for General Elections on September 19, 2021 irrespective of their own “Special Audit Committee’s” advise that no audit could be completed by then.

80. Ironically and upon information and belief, Defendants Tomopoulos, Georgopoulos and Vellios and their selected “Election Committee Chairman”, Demetri Gonias, earlier agreed that Elections could not take place as these and other accusations of serious financial improprieties had not been properly reviewed as required.

81. Defendants Tomopoulos, Georgopoulos and Vellios, and their improperly called “General Assembly” subsequently removed “Election Chairman Gonias, whom they earlier elected at their so-called “Two Day General Assembly/Convention” in early June, because he refused to hold elections in light of the open serious financial and membership issues.

82. Defendants Tomopoulos, Georgopoulos and Vellios announced at their “General Assembly” that the admittedly incomplete “Special Committee Audit” would continue “after the September 19th Elections”, which is again contrary to the Articles and in defiance of the Board’s Majority.

83. As a result of Defendant’s Tomopoulos, Georgopoulos and Vellios continued improper actions, the lawful Governing Board, called a meeting where all Board Members were invited.

84. The Governing Board with a quorum present and acting throughout, that in the interest of securing the building and assets of the Federation, it was moved and favorably voted that no unauthorized meetings could take place at the Federation’s offices unless there was written approval by the Majority of the Board.

85. Upon information and belief, Defendant Tomopoulos, having earlier removed the relevant Federation Books, Rolls and Records from the Federation offices, together with the other named Defendants, after later hacking, changing and gaining access to the Federation's computer access codes, called for yet another "General Assembly" and ultimately "Elections" that were held on the sidewalk down from the Federation's offices

86. The NYPD caused the "elections" to be moved from the sidewalk in front of the Federation offices.

87. After the unauthorized "General Elections", the Defendants Tomopoulos, Georgopoulos and Vellios, new Election Committee Chairman, with less than 40 unvetted "Member Societies" "Voting" on the sidewalk, announced on improperly obtained Federation letter-head, that twenty-one (21) unvetted people were elected to serve on the new Board of Directors and that thereafter an Executive Board was elected.

88. The self-identified new "Board" elected former Coordinator, Defendant Kakouros as "President",

89. The actions of Defendants Tomopoulos, Georgopoulos, Vellios, Kakouros and Koutalis, were all a clear obstruction and invasion of the Federation, done in violation of the Law and the Federation's Articles and in an apparent effort to bury any and all existing accusations of serious Financial and Administrative corruption against Mr. Galatoulas and others in the Federation.

90. Defendants Tomopoulos, Georgopoulos and Vellios, improperly called the September 19, 2021 Elections, took it upon themselves to somehow allege legitimacy for their "General Assemblies" were notwithstanding the fact none of the "Members" present were ever properly accredited by the Membership Committee and had less than 30 Members present.

91. Upon information and belief, some of the “Representatives” present at the improperly called general elections were never formally authorized to attend by their respective Member Societies.

**AS AND FOR A FIRST CAUSE OF ACTION
(Injunctive Relief)**

92. Plaintiff repeats and realleges the allegations in paragraphs 1 through 91 as if fully set forth herein.

93. Defendants using improperly obtained Federation Letterhead created a false notice of a general assembly and purported general election and used it to make false representations of material facts with full knowledge of the falsities for the purpose of inducing third parties to rely on and act thereon.

94. Third parties, including the Member Societies of the Federation, relied upon the Defendant's falsehoods in them.

95. As a direct and foreseeable result of the acts of Defendants, Plaintiff has suffered and will continue to suffer irreparable harm by virtue of Defendant's unauthorized use of Federation letterhead; their refusal to return the relevant Federation Books, Rolls and Records from the Federation offices and having later hacked and gained access to and changed the Federation's computer access codes.

96. Plaintiffs have suffered and will continue to suffer irreparable harm because Defendant's refusal is an impediment to Plaintiffs' continued operation of Plaintiffs as non-profit, charitable corporations.

97. Also as a direct and foreseeable result of the acts of Defendant, Plaintiffs have suffered and will continue to suffer irreparable harm by virtue of Defendant's refusal to return the relevant

Federation Books, Rolls and Records from the Federation offices and having later hacked and gained access to and changed the Federation's computer access codes. Defendant's refusal is an impediment to Plaintiffs' continued operation of Plaintiffs as non-profit, charitable corporation.

98. Plaintiffs are likely to succeed on the merits of their claims against Defendant that the Purported General Election, is void and of no force and effect, as further alleged herein.

99. Plaintiffs are likely to succeed on the merits of their claims against Defendant that Defendant is required to stop using the letterhead of the Federation; return the relevant Federation Books, Rolls and Records from the Federation offices and provide access to the Federation's changed computer access codes.

100. The balance of the equities are in Plaintiffs' favor, as Plaintiffs are non-profit, charitable organizations that seek the aid of the Court to continue their charitable mission of providing various social, cultural, philanthropic and educational events

101. Plaintiffs have no adequate remedy at law.

102. By virtue of the foregoing, Plaintiffs are entitled to preliminary and permanent injunctive relief against Defendant: (i) ordering Defendants to cease using the letterhead of the Federation to communicate with the Members of the Federation or any other parties of interest, or otherwise obstruct or interfere with the affairs or business of the Federation; (ii) interfering with the scheduling of duly authorized corporate meetings of the Federation; (iii) holding themselves out to any third party as having any position of authority whatsoever with respect to the Federation, its affairs or its business; (iv) return the relevant Federation Books, Rolls and Records to the Federation offices and (v) provide the Federation's with the changed computer access codes.

**AS AND FOR A SECOND CAUSE OF ACTION
(Declaratory Judgment As to the Invalidity of the Purported General Elections)**

103. Plaintiffs repeat and reallege the allegations in paragraphs 1 through 102 as if fully set forth herein.

104. At the time that the Purported General Elections were held, they were in violation of the Federations Articles.

105. At the time of the Purported General Election, as set forth no General Elections can be held after June 30 of the calendar year.

106. At no time were the Member Societies vetted prior to the Purported General Elections

107. As a non-profit, charitable corporation, Plaintiff is subject to the provisions of the N-PCL.

108. For the foregoing reasons, an actual and justiciable controversy exists among the parties concerning the validity of the Purported General Elections, which Plaintiffs contend is null, void and of no force and effect.

109. By virtue of the foregoing, Plaintiffs seek a declaration from the Court pursuant to CPLR 3001 that the Purported Option Agreement is null, void and of no force and effect.

WHEREFORE, Plaintiffs respectfully demand judgment as follows:

- (a) on their First Cause of Action, preliminary and permanent injunctive relief (i) ordering Defendants to cease using the letterhead of the Federation to communicate with the Members of the Federation or any other parties of interest, or otherwise obstruct or interfere with the affairs or business of the Federation; (ii) interfering with the scheduling of duly authorized corporate meetings of the Federation; (iii) holding themselves out to any third party as having any position of authority whatsoever with respect to the Federation, its affairs or its business; (iv) return the

relevant Federation Books, Rolls and Records to the Federation offices and (v) provide the Federation's with the changed computer access codes.


(b) on their Second Cause of Action, a declaration that the Purported General Elections held after June 30, 2021 is null, void and of no force and effect;

(c) granting Plaintiffs such other and further relief as the Court may deem just and proper.

Dated: Westbury, New York
October 6, 2021

Yours, etc.,

Murtha & Bird, P.C.

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