

**IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS  
COUNTY DEPARTMENT, CHANCERY DIVISION**

E. Kwan Choi,  
*individually and on behalf of*  
Urantia Foundation,  
Urantia Corporation,  
Urantia Brotherhood Association,  
Andite Corporation, *and*  
Amadon Corporation,  
*plaintiff,*

*v.*

K. Richard Keeler,  
Georges Michelson-Dupont,  
Mo Siegel,  
Gard Jameson,  
*and*  
James Ryan,  
*not individually but as*  
Illinois Attorney General,  
*defendants.*

**No. 02 CH 4053**

**Hon. Sophia H. Hall**

**Suit for Injunction and  
Declaratory Judgment**

**MOTION FOR DECLARATORY JUDGMENT AND  
PRELIMINARY INJUNCTION**

Now comes the plaintiff, Dr. E. Kwan Choi, by his attorneys, Michael D. Poulos, P.C., and, moves for the entry of a declaratory judgment and preliminary injunction against the defendants, K. Richard Keeler, Georges Michelson-Dupont, Mo Siegel, and Gard Jameson ("the defendant trustees"). In support of his motion Dr. Choi states as follows:

**SUMMARY**

1. Dr. Choi is a trustee of the Urantia Foundation, a charitable trust, and a director of various subsidiary corporations (collectively referred to as "the Urantia organizations"). Dr. Choi and the defendant trustees constitute the Board of Trustees

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of the foundation and the Board of Directors of the subsidiary corporations (“the Board”).

2. Over time Dr. Choi became suspicious that one or more of the defendant trustees were not conducting the business of the Urantia organizations in accordance with the Declaration of Trust and By-Laws which govern them, were mismanaging the finances of the Urantia organizations, and were engaged in self-dealing.

3. Over a substantial period of time the defendant trustees denied Dr. Choi's verbal requests that he be provided various records of the Urantia organizations and that the Board conduct its affairs in accordance with the Declaration of Trust and By-Laws.

4. On September 1, 2001, Dr. Choi served a written request on the defendant trustees for financial and other records which would permit him to investigate his concerns about mismanagement and self dealing.

5. On September 5, 2001, the executive director of the Urantia organizations, acting on instructions of one or more of the defendant trustees, denied Dr. Choi's request, accused him of trying to hurt the Urantia organizations, suggested that he quit the Urantia organizations, and implied that he should return to Korea for the good of the Urantia organizations. (Dr. Choi is a naturalized American citizen and a distinguished economist.)

6. On September 7, 2001, the defendant trustees met by telephone and voted to initiate the removal of Dr. Choi as a trustee and director. Dr. Choi, having expressly objected to improper notice of this meeting, did not participate.

7. The purpose of undertaking to remove Dr. Choi is to prevent his obtaining proof of financial mismanagement and self dealing.

8. The By-laws permit a trustee and director to be removed only for specified reasons, none of which exist in this case.

9. The By-laws require a majority vote for removal at three successive quarterly meetings before the removal is effective.

10. Although Dr. Choi has not yet been removed as a trustee, he has been excluded from participation in the meetings of the Board and in carrying out his duties, and he has been prevented from access to documents to investigate his concerns about mismanagement and self-dealing.

11. Dr. Choi further contends the defendant trustees failed to hold the first quarterly meeting as required by the By-laws, and thus rendered the attempt to remove him null and void.

12. Dr. Choi is seeking declaratory and injunctive relief declaring the attempts to remove him as null and void, restoring him to his duties, and permitting him to investigate his concerns about financial mismanagement and self dealing. In the event a preliminary hearing cannot be held before April 20, 2002, to maintain the *status quo*, he asks for a temporary restraining order preventing his removal from the Board and ordering the defendant trustees to permit him to fully participate as a director and trustee including doing so at the April 20, 2002 board meeting.

### STATEMENT OF FACTS

13. On or about January 11, 1950, the Urantia Foundation was established by a Declaration of Trust recorded on January 26, 1950 in the office of the Cook County

Recorder of Deeds. A true and accurate copy of the Declaration of Trust as downloaded from the Urantia web site is attached as Exhibit A.

14. The primary purpose of the foundation is to disseminate and promote the concepts and teachings set forth in *The Urantia Book*, a lengthy and comprehensive religious work containing revelatory information about the relationship between God and creation and the organization and history of the universe.

15. Paragraph 3.3 of the Declaration of Trust imposes upon the trustees the duty to "retain absolute and unconditional control of all plates and other media for the printing and reproduction of *The Urantia Book* and any translation thereof...."

16. Since its organization, The Urantia Foundation has established not-for-profit corporations to assist in carrying out the purposes of the Urantia Foundation including the Urantia Corporation (on information and belief, formerly known as Amadon Corporation), the Urantia Brotherhood Association, and Andite Corporation ("the corporations"). The Urantia Foundation and its corporations are collectively referred to in this complaint as "Urantia."

17. Pursuant to paragraph 7.6 of the Declaration of Trust, the Trustees adopted By-Laws on or about February 11, 1950, further specifying how the Urantia Foundation is to operate.

18. A true and accurate copy of the By-Laws, including amendments thereto, as furnished by counsel for the Urantia organizations is attached as Exhibit B.

19. The corporations operate under the same by-laws as the foundation.

20. In March 1997 the plaintiff, Dr. E. Kwan Choi, was elected a trustee of the Urantia Foundation and a director of the corporations and has served as a trustee and director since that date.

21. Dr. Choi is a professor of economics at Iowa State University. He is the editor of the *Review of International Economics*, contributors to which include Nobel laureates. Subscribers to this journal include the International Monetary Fund, the World Bank, the World Trade Organization, the Federal Reserve Banks of the United States, and important central banks of many industrial countries in Europe and Asia. In 2001 Dr. Choi organized an international conference on “North Korea in the World Economy” in Washington, DC. which included participation by several ambassadors and was covered by C-Span and three foreign television stations.

22. The defendant trustees are all of the remaining trustees of the foundation and all of the remaining directors of the subsidiary corporations.

23. The defendant trustees, except for Gard Jameson, hold all the elected offices of Urantia.

24. During his tenure as a trustee of the Urantia organizations, Dr. Choi has not been provided with regular, detailed, and complete information regarding the financial affairs of Urantia, including annual accountings, statements of donations received, budgets, detailed expenditures. etc.

25. At all times during his tenure as trustee, defendant trustee K. Richard Keeler has had control of all of the financial and business records of the Urantia organizations.

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26. During his tenure as trustee, Dr. Choi has gained information leading him to suspect that the Urantia organizations has been financially mismanaged and has been operated in violation of the declaration, the bylaws, and the laws of Illinois governing charitable trusts. Further, Dr. Choi has received information that restrictions placed on donations have not been respected and that segregated funds of the Urantia organizations have been spent on ordinary operating expenses, all without approval of the trustees. Finally, Dr. Choi has formed the opinion that the defendant trustees have informally agreed among themselves to commit waste of the primary estate of the foundation, namely The Urantia Book, by licensing its text to be published in competition with the Urantia organizations by the Jesusonian Foundation, an organization controlled by the defendant trustee Mo Siegel's wife.

27. As a result of his suspicions, on September 1, 2001, Dr. Choi requested, in writing, copies of certain books of records of the Urantia organizations from the executive director of and the attorney for the Urantia organizations. (See, 9/1/2001 Letter to Tonia Baney, attached as Exhibit C, and 9/1/2001 letter to Quin R. Frazer, attached as Exhibit D.)

28. On information and belief, after receiving Dr. Choi's written request, Mrs. Baney conferred with K. Richard Keeler (the President of the Urantia organizations), and was instructed by K. Richard Keeler not to allow Dr. Choi access to the requested documents.

29. On September 5, 2001, Mrs. Baney denied Dr. Choi's request in writing. She further accused Dr. Choi of trying to harm the Urantia organizations by requesting the documentation, she urged him to resign as a trustee, and she urged him to return to his native South Korea for the benefit of the Urantia organizations. (Dr.

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Choi is a naturalized U.S. citizen and a resident of Ames, Iowa.) (See letter dated 9/5/2001 attached as Exhibit E.)

30. Subsequent to his request to review this documentation, the defendant trustees conspired amongst themselves to remove Dr. Choi as a trustee, to deprive him of information regarding the Urantia organizations, to exclude him from participation in board meetings, and to deny him from his lawful participation in the affairs of the Urantia organizations.

31. The defendant trustees have entered into this conspiracy with malice against Dr. Choi, to conceal their own financial mismanagement and conflicts of interests, and in response to Dr. Choi's insistence that Urantia be operated properly and in accordance with the Declaration of Trust and the Bylaws.

32. In furtherance of their conspiracy, on September 7, 2001, the defendant trustees held a special meeting amongst themselves and, despite the lack of any just cause enumerated in the Bylaws, voted that removal proceedings should be commenced against Dr. Choi. The defendant trustees then ordered the executive director of the Urantia organizations not to communicate with Dr. Choi any further. (See, fax dated September 7, 2001, attached as Exhibit F.) They have further barred Dr. Choi from participation in board meetings and denied him copies of the agendas for those meetings, minutes of those meetings, and financial reports addressed at these meetings.

33. Removal of a trustee is governed by the By-laws. The By-laws specify that before removal there must be three successive unanimous votes in favor of removal, and that these votes must be taken at each of the three regular quarterly meetings following the initial resolution for removal. Paragraph 2.4 of the bylaws states in this regard as follows:

2.4. Removal of Trustees: When, in the opinion of a majority of the Trustees, any trustee has failed or refused to assume and perform his duties and responsibilities, or has done or permitted any act or thing which is inconsistent with or in derogation of the teaching of THE URANTIA BOOK, or by his acts or omissions has brought disrepute upon himself or URANTIA FOUNDATION, then, the Trustees shall cast a ballot on the question of whether or not such Trustee should be removed. Such ballot shall be cast at the first regular quarterly meeting at which the determination aforesaid shall have been made. A ballot on the question of whether or not such Trustee shall be removed shall be cast again at each of the next two regular quarterly meetings at which all of the other Trustees shall be present. If all of the Trustees other than the Trustee whose removal is being considered shall cast a ballot at each successive meeting as aforesaid for the removal of such Trustee, then said other trustees shall execute a Certificate of Removal certifying to the removal of such Trustee, which certificate shall be in the following form:

[FORM OMITTED, see pp. 5-6 of Exhibit B.]

The certificate of Removal of Trustee shall be recorded [with the Cook County recorder of Deeds] in the manner prescribed under section 9.1 of the Declaration of Trust and an executed copy thereof inserted in the Record of Proceedings of URANTIA FOUNDATION. No part of the deliberation of the Trustees respecting this question shall be included or recorded in the minutes of the meetings of the Board of Trustees but the ballot cast at each meeting on the question of whether or not such Trustee is to be removed shall be recorded.

34. At all times while serving as a Trustee, Dr. Choi has never failed or refused to assume and perform his duties and responsibilities, nor has he done or permitted any act or thing which is inconsistent with or in derogation of the teaching of *The Urantia Book*, nor by his acts or omissions has he brought disrepute of any kind upon himself or the Urantia organizations. Any claims to the contrary are a pretext to prevent Dr. Choi from inquiring into his suspicions of mismanagement and self-dealing.

35. Under the bylaws, the first regular quarterly meeting after September 7, 2001, was scheduled to occur on October 20, 2001, but the defendant trustees did not



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hold such a meeting, and the question of the removal of Dr. Choi as a trustee was therefore *not* raised as required by Section 2.4 of the Bylaws.

36. The Bylaws state that the time and place of the quarterly meeting shall not be changed unless all trustees agree thereto. (See, Section 3.1, Exhibit B.)

37. Contrary to the provisions of Section 3.1 of the Bylaws, on November 10, 2001, the defendant trustees purported to hold the next regular quarterly meeting, and they purported to cast the first of the three required successive votes to remove Dr. Choi as a trustee.

38. Dr. Choi never agreed to the change of the time or place of the next quarterly meeting. In fact, he specifically objected to the meeting and dissented from the actions taken at the meeting.

39. On January 19, 2002, the defendant trustees held the first quarterly meeting for 2002, and they purported to cast the second of the three required successive votes to remove Dr. Choi as trustee.

40. Under the Bylaws, the next scheduled quarterly meeting is April 20, 2002. The defendant trustees contend that should another unanimous vote for removal be cast, they will have complied with the requirements of the Bylaws, and Dr. Choi will no longer occupy the office of trustee.

41. Despite his continuing status as trustee and contrary to the Declaration and By-Laws calling for the governance of the Urantia organizations by all the trustees as a group, the defendant trustees have, since September 7, 2001, excluded Dr. Choi from any meaningful participation in the affairs of the Urantia organizations, they have held private meetings to conduct the business of the Urantia organizations to Dr. Choi's exclusion, they have excluded him entirely from

information regarding the Urantia organizations, and they have prevented him from communication with the employees of the Urantia organizations.

42. The defendant trustees' continuing intentional and unauthorized interference with Dr. Choi's exercise of his rights and duties as a trustee constitute transgressions of an ongoing nature which are harmful to Dr. Choi, the public, and to the Urantia organizations, and for which neither Dr. Choi nor the Urantia organizations has any adequate remedy at law.

### ARGUMENT

43. Under the Declaratory Judgment Act, the court may, "in cases of actual controversy make binding declarations of rights, having the force of final judgments, whether or not any consequential relief is or could be claimed, including...a declaration of the rights of the parties interested." 735 ILCS 5/2-701. The requirement of actual controversy exists, if there is a legitimate dispute admitting of an immediate and definite determination of the parties' rights, the resolution of which will terminate all or part of the dispute." *First of America Bank v. Netsch*, 166 Ill. 2d 165, 173, 651 N.E.2d 1105, 1109, 209 Ill. Dec. 657, 661 (1995). The purpose of declaratory judgments is to "settle and fix rights before there has been an irrevocable change in the position of the parties that will jeopardize their respective claims of right." *Id.*

44. In the case at bar, Dr. Choi is in need of declaratory relief setting forth that he is a present trustee and entitled to exercise all the rights and duties of a trustee, to the same extent as all trustees of the Urantia organizations, and that any interference with Dr. Choi's rights and duties is wrongful as to him, the Urantia organizations, and the People of Illinois. Further, Dr. Choi is in need of a declaration

that the meeting held on November 10, 2001 was not a regular quarterly meeting under the Bylaws and that no vote regarding removal taken at that meeting or subsequent thereto was valid in furtherance of the removal of Dr. Choi as a trustee, as having taken place contrary to the requirements of paragraph 2.4 of the Bylaws.

45. Dr. Choi is additionally in need of preliminary injunctive relief. A preliminary injunction should issue where a plaintiff establishes:

- (1) A certain and clearly ascertainable right which needs protection;
- (2) Irreparable harm will result without the protection of the injunction;
- (3) There is no adequate remedy at law for the injuries;
- (4) There is a substantial likelihood of success on the merits; and
- (5) In the absence of preliminary relief, plaintiff will suffer greater harm without the injunction that the defendant will suffer if it is issued.

*Schweickart v. Powers*, 245 Ill. App. 3d 281, 288, 613 N.E.2d 403, 409, 184 Ill. Dec. 376, 382 (2d Dist. 1993).

46. In the case at bar, all five of the requirements for a preliminary injunction exist. Dr. Choi is indeed a present trustee and no legitimate grounds exist to exclude him from the business or operation of the Urantia organizations. As a trustee he owes a fiduciary duty to the Urantia organizations and to the People of Illinois. In the exercise of his fiduciary duty, Dr. Choi plainly has the right to inspect all books and records pertaining to the business of the Urantia organizations, and irreparable harm will result if he is denied such access.

47. The Urantia organizations, as a charitable organization on a mission to disseminate and promote the concepts and teachings set forth in *The Urantia Book*, must be viewed as wholly trustworthy and legitimate by the public in general and by the readership of *The Urantia Book* in particular. The defendant trustees have operated Urantia in violation of the Declaration of Trust and Bylaws and are suspected of possible wrongdoing and conflicts of interests including the mishandling of donations. If they are permitted to remove a fellow trustee who becomes suspicious of these things, the Urantia organizations will lose legitimacy in the eyes of the public and the readership who will become reluctant to donate money to the Urantia organizations. Moreover, the defendant trustees will be able to continue any financial mismanagement and self dealing to the financial loss of the Urantia organizations, and they will place in jeopardy the Urantia organizations' rights and control "for the printing and reproduction of *The Urantia Book* and any translation thereof..." in violation of paragraph 3.3 of the Declaration of Trust.

48. In the absence of injunctive relief, there is no adequate remedy at law for the loss of trust that will occur, nor is the recovery of any misspent funds or lost intellectual property rights assured. The defendant trustees will suffer no harm whatsoever if injunctive relief is granted other than the possible revelation of their misconduct. In the absence of injunctive relief, Dr. Choi, the Urantia organizations, and the public will be severely harmed. Dr. Choi is likely to prevail on the merits.

### RELIEF REQUESTED

Wherefore, the plaintiff E. Kwan Choi, individually and on behalf of the Urantia Foundation, the Urantia Corporation, the Urantia Brotherhood Association, Andite Corporation, and Amadon Corporation prays for the entry of

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declaratory and injunctive relief against the defendants K. Richard Keeler, Georges Michelson-Dupont, Mo Siegel, and Gard Jameson as follows:

1. For a declaratory judgment that:
  - a. Dr. Choi is presently a trustee of the Urantia Foundation and a director of its subsidiary corporations and is entitled to exercise all the rights, duties, and privileges as a trustee, including the rights to fully participate in all board meetings and to have unrestricted access to all documents, books and records of the Urantia Foundation.
  - b. All past ballots cast by defendants K. Richard Keeler, Georges Michelson-Dupont, Mo Siegel, and Gard Jameson to effectuate the removal of Dr. Choi as a director and trustee are null and void, as having been taken place contrary to the provisions of the Bylaws of Urantia and as being contrary to public policy.
  - c. Due to the failure of the Board to conduct a regular quarterly meeting on October 20, 2001, all subsequent proceedings for Dr. Choi's removal are null and void as having taken place contrary to the provisions of the Bylaws.

2. For a preliminary and permanent injunction providing that defendants K. Richard Keeler, Georges Michelson-Dupont, Mo Siegel, and Gard Jameson:

- a. Be enjoined from interfering with Dr. Choi's right and duty to fully participate in all business of the Urantia organizations.

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- b. Be enjoined from conducting any meetings or discussions among themselves at which the business of the Urantia organizations is planned or discussed except at duly called meetings of the Board.
- c. Be required to provide proper notice to Dr. Choi of all board meetings.
- d. Be required to timely provide Dr. Choi with all minutes of meetings, agendas for meetings, and such other documentation that is regularly provided to the other trustees.
- e. Be enjoined from interfering with Dr. Choi's right and duty to access the books and records of the Urantia organizations or from directing any employee, attorney, or agent of the Urantia organizations to deny him such access.
- f. Be ordered to deliver all documents, books, and records of the Urantia organizations requested by Dr. Choi in his letter dated September 1, 2001 in their possession to the Urantia organization's home office in Chicago without delay, and be ordered to permit Dr. Choi to freely examine such records.
- g. Be ordered to rescind all instructions to employees of the Urantia organizations to decline to communicate or cooperate with Dr. Choi.
- h. Be enjoined from continuing the present removal proceedings or voting on such proceedings.
- i. Be enjoined from initiating any new proceedings for the removal of Dr. Choi as a trustee of the Urantia Foundation until such time as Dr.

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Choi has completed a full review of the records of the Urantia organization so as to settle the question of mismanagement and breach of fiduciary duty on the part of the defendant trustees.

- j. Be enjoined from initiating any new proceedings for the removal of Dr. Choi as a trustee of the Urantia Foundation until such time as Dr. Choi has completed a full review of the records of the Urantia organization so as to settle the question of mismanagement and breach of fiduciary duty on the part of the defendant trustees.

3. In the event a hearing on the matter of a preliminary injunction cannot be completed prior to April 20, 2002, and in order to maintain the *status quo*, for a temporary restraining order providing that defendants K. Richard Keeler, Georges Michelson-Dupont, Mo Siegel, and Gard Jameson:

- a. Be enjoined from continuing the present removal proceedings or voting on such proceedings.
- b. Be enjoined from initiating any new proceedings for the removal of Dr. Choi as a trustee of the Urantia Foundation.
- c. Ordering the defendant trustees to permit Dr. Choi to fully participate as a director and trustee, including doing so at the April 20, 2002 board meeting.

Respectfully Submitted:

*Attorney Code 26342*  
**MICHAEL D. POULOS, P.C.**  
*Attorneys for Dr. E. Kwan Choi*  
1724 Sherman Avenue  
Evanston, Illinois 60201  
Telephone 847-492-9800  
Fax 847-492-9801

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Michael D. Poulos  
*Attorney for Dr. E. Kwan Choi*