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Partner, Business Litigation  
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August 8, 2023

Keana Taylor  
Upshaw PLLC  
914 E. 25th Street  
Houston, TX 77009

via email to: keanataylor@upshawpllc.com

Re: CEASE AND DESIST; regarding recent defamatory statements by Megumi Hada/Stas Venglevski/Stas Venglevski Music Foundation against Innovative Accordion Music Productions

Dear Ms. Taylor:

Your clients recently sent the enclosed message to members of the accordion community. This message contains multiple false statements intended to intimidate and discredit Innovative Accordion Music Productions and its Directors, and constitutes defamation per se.

Innovative Accordion Music Productions (IAMP) is a Texas Non-Profit Corporation and 501(c)(3) Charity. According to IAMP's Certificate of Formation, its charitable purpose is "to create, promote, and support educational activities and entertainment programs for accordion players and enthusiasts of all ages." Stas Venglevski and Megumi Hada are private individuals who are affiliated with a group called the Houston Accordion Orchestra. The Houston Accordion Orchestra (HAO) is not currently a Texas Non-Profit Corporation, nor is it a 501(c)(3) Charity, though Mr. Venglevski and Ms. Hada have recently formed the Stas Venglevski Music Foundation. In the past, IAMP sponsored the Houston Accordion Orchestra by providing financial and logistical support for HAO's annual retreat, which includes accepting donations to provide youth scholarships to participants.

IAMP and the Houston Accordion Orchestra concluded the 2023 retreat on January 16, 2023. Three days later, Mr. Venglevski sent a text message stating that he wanted to separate from the IAMP on January 19, 2023. A copy of his text message is attached. Between the end of the retreat and the IAMP board meeting in February, Ms. Hada expressed her desire to terminate the relationship between IAMP and the Houston Accordion Orchestra after the 2023 HAO Retreat on January 19, 2023.

Ms. Hada was removed from her position as Vice President of the IAMP Board of Directors at the February 12, 2023, board meeting due to a conflict of interest. At that meeting, she made clear that her goal was to obtain some or all of IAMP's funds to start a competing organization with Mr. Venglevski, then to resign from the board of IAMP. This goal put the personal interests of Ms. Hada and Mr. Venglevski above the interests of IAMP and its charitable mission. IAMP's board had no choice but to remove Ms. Hada from her position due to this conflict of interest and told her so at the time.

On March 1, 2023, after both Mr. Venglevski and Ms. Hada separated from IAMP and after Ms. Hada was voted off the IAMP Board for a conflict of interest, Ms. Hada applied to IAMP for \$3,000 to compensate Stas Venglevski for his time on arranging music for an accordion and brass orchestra. A copy of Ms. Hada's request is attached. IAMP denied this request because Mr. Venglevski had previously insisted on separating from IAMP and the request was inconsistent with IAMP's charitable purpose, "to create, promote, and support educational activities and entertainment programs for accordion players and enthusiasts of all ages."

On March 6, after learning that IAMP denied the request, Ms. Hada demanded that IAMP turn over \$14,000 and warned that "the accordion world is a small world, and it would be best to resolve this amicably." Ms. Hada's email is attached.

Ms. Hada's recent missive contained numerous falsehoods and attached a "statement of facts" that reiterated the points below with more detail. Again, these "facts" are demonstrably false. Some, but not all, of the false statements Ms. Hada published include:

- Ms. Hada states: "After the January 2023 retreat, all of our profit, including your generous donations and book/CD sales, totaled roughly \$14,000." This is incorrect. First, there was no profit as IAMP is a nonprofit organization. \$5,900 was donated specifically for youth scholarships to the retreat and those funds were used solely for that purpose. Mr. Venglevski donated \$7,086.94 to IAMP in March of 2022 for the support of the 2023 Houston Accordion Orchestra Retreat. (Donation receipt attached). Those funds were used to support the 2023 retreat. Book/CD sales were the personal business of Mr. Venglevski and Ms. Hada and were not handled by IAMP. Any accounting for book/CD sales is the sole responsibility of Mr. Venglevski and Ms. Hada.
- Ms. Hada further states: "After the last event, Shirley Johnson and Laura Niland voted me (Megumi) out from my position on the Board, without explanation." At the February board meeting, Ms. Hada was told explicitly that she was voted out

for her conflict of interest in attempting to obtain IAMP funds for non-IAMP projects.

- Ms. Hada further states: “Therefore, we lost access to the money that you so generously donated. In fact, the entire budget for next year remains at IAMP.” As discussed above, this is demonstrably false. The donated funds were applied to the Houston Accordion Orchestra 2023 retreat in strict compliance with donor restrictions. The remaining funds in IAMP’s possession belong to IAMP.
- Ms. Hada further states: “When we resorted to communicating through our respective lawyers, IAMP remained unwilling to return the money.” This is also demonstrably false. IAMP explained clearly, with citations to the governing law, why they were unable to comply with Ms. Hada’s improper demands. IAMP made two proposals that would have transferred \$7,000 to the newly formed nonprofit organization. Ms. Hada and Mr. Venglevski did not accept these proposals.
- Ms. Hada alleges that IAMP improperly rejected a proposal for \$3,000 without any explanation. As discussed above, the request was for \$3,000 to compensate Stas Venglevski for his time arranging music for an accordion and brass orchestra. IAMP denied this request because Mr. Venglevski had previously insisted on separating from IAMP and the request was inconsistent with IAMP’s charitable purpose, “to create, promote, and support educational activities and entertainment programs for accordion players and enthusiasts of all ages.”

Under Texas law, defamation is the publication of a false statement about another person or entity. Defamation per se means that the statement itself is defamatory without reference to the surrounding circumstances. The law presumes that certain categories of statements are defamatory per se, including statements that (1) unambiguously charge a crime, dishonesty, fraud, or general depravity or (2) are falsehoods that injure one in her office, business, profession, or occupation. *Main v. Royall*, 348 S.W.3d 318, 390 (Tex. App.—Dallas 2011, no pet.). Defamation per se requires a lower burden of proof because the injured party does not have to establish that they suffered any damage to reputation or any monetary loss, though IAMP can prove both in this instance.

Ms. Hada’s statements constitute defamation per se because they are untrue written statements about IAMP and its individual board members. Her statements unambiguously accuse IAMP and its board members of improperly handling donor funds, harming IAMP in its office as a nonprofit organization that regularly handles donor funds.

In addition, Ms. Hada’s statements may constitute business disparagement and tortious interference with current and prospective business relations.

August 9, 2023

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It is unclear how many people received Ms. Hada's defamatory message, but my clients have heard from people across the United States, including people with whom my clients had no previous contact. All have raised the issue of Ms. Hada's communication as the reason for their contact. While Ms. Hada's false statements have undoubtedly harmed IAMP, they have also significantly compromised Ms. Hada's and Mr. Venglevski's credibility in the accordion and nonprofit communities.

IAMP has no desire to continue fighting about the mutual decision to part ways, nor does it desire to involve the courts in bringing this matter to resolution. IAMP expects your clients to issue a retraction to all recipients **before 5:00 pm on Thursday, August 10** and to refrain from making further defamatory statements.

Ms. Hada's continued defamatory statements are counter-productive and harmful. IAMP sincerely hopes that Ms. Hada and Mr. Venglevski have success with their new organization. The Stas Venglevski Music Foundation will succeed or fail on its own merits, not on further defamation of IAMP and its decisions.

I look forward to your positive response.

Very truly yours,  
/s/ Jenny Settle Jackson

Enclosures as stated



Jenny Jackson &lt;jenny@rslawtx.com&gt;

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**Fwd: Stas Venglevski Music Foundation-New NPO**

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Begin forwarded message:

**From:** Megumi Hada <meghada33@gmail.com>  
**Subject:** Stas Venglevski Music Foundation-New NPO  
**Date:** August 3, 2023 at 10:17:05 AM CDT  
**To:** Megumi Hada [meghada33@gmail.com](mailto:meghada33@gmail.com)  
**Cc:** Laura Jean Niland <laurajniland@outlook.com>, Shirley Johnson <ShirleyJ@vjeverica.com>

Dear Houston Accordion Orchestra Participants and Supporters:

We are looking forward to seeing you in January 2024 at the annual Houston Accordion Retreat.

We would like to announce that we have a newly formed non-profit music foundation named Stas Venglevski Music Foundation. Please direct all future gifts and donations to this nonprofit 501(c)(3) charity organization.  
<https://www.stasvmusicfoundation.org>

We also would like to let you know about our unpleasant experience with IAMP, which many of you generously donated to in support of our endeavors. Because your contributions are so important to us, we want to share with you the facts surrounding our dispute with IAMP that arose immediately after the January event. After the January 2023 retreat, all of our profit, including your generous donations and book/CD sales, totaled roughly \$14,000. We used IAMP's bank account, with their agreement, for your donations. After the last event, Shirley Johnson and Laura Niland voted me (Megumi) out from my position on the Board, without explanation. Therefore, we lost access to the money that you so generously donated. In fact, the entire budget for next year remains at IAMP. This is very frustrating because the two individuals remaining at IAMP erroneously believe that the money belongs to them. All common-sense communication failed with IAMP. When we resorted to communicating through our respective lawyers, IAMP remained unwilling to return the money.

We have decided to move along and leave the unresolved matter behind us. The nonsense and unfairness remain on IAMP's shoulders and we are hopeful that, with our new nonprofit foundation, we can provide even better future events and promote ideas for even more youth activities.

Because we value your support of the accordion community, we wanted you to be aware of this unresolved dispute between Stas and Megumi and IAMP. For more detailed facts regarding the specifics, please refer to the fact statements that we have attached. We are happy to answer questions and welcome your thoughts.

Heartfully yours,  
Megumi

[meghada33@gmail.com](mailto:meghada33@gmail.com)

631-764-4958

Houston Accordion Orchestra Retreat Organizer  
Stas Venglevski Music Foundation-Secretary



**IAMP Fact Statement doc**

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## FACTS:

- Shirley Johnson, Laura Niland, and Megumi Hada established IAMP together in July 2021. Megumi contributed \$898 for attorney fees to establish the 501(c)(3) nonprofit organization. Megumi was selected to serve as a Vice President.
- Two independent events would be organized and conducted: (1) the Houston Accordion Retreat which would be organized by Megumi Hada and Stas Venglevski and held January 2023; and (2) Not Just Oompa which would be organized by Laura Niland and Shirley Johnson. The two events were to be organized and marketed under the IAMP umbrella, but each group would perform their respective event independently.
- 10% of the profit from each of the two events would be deposited into the IAMP general fund. The remaining 90% was to be used for activities for each of the two groups.
- Just after the January 2023 Houston Accordion Retreat event, Laura Niland canceled Megumi Hada's debit card for IAMP without any discussion or notice. Megumi did not realize until January 31, 2023, that she had been removed from the IAMP bank account after spending several hours attempting to deposit donors' checks.
- During the Board Meeting on February 12, 2023, Megumi was voted out by Laura Niland and Shirley Johnson.
- During the February 12th meeting, Laura and Shirley repeatedly explained that money raised by the Houston Accordion Orchestra Retreat would not be used for any activities other than for future Houston Accordion Orchestra Retreats.
- During the meeting, Laura and Shirley assured Megumi that, as long as she prepared proposals describing the accordion events that needed funding, IAMP would provide disperse the funds from the IAMP account to Megumi and Stas for those activities.
- In order to comply with the requirements discussed during the Board Meeting, Megumi prepared and sent a proposal to Shirley Johnson requesting \$3,000 for the preparation of the 2024 music event. Shirley rejected the proposal without any explanation.
- Megumi made several attempts to communicate with IAMP through Shirley Johnson and Laura Niland. She was unsuccessful.
- Megumi and Stas cannot reach any money that they specifically raised through the Houston retreat and from donations made specifically for the Houston Youth program.

- Megumi and Stas retained an attorney to attempt a resolution of the dispute regarding the funds. Despite communications between IAMP's attorney and counsel for Megumi and Stas, including the exchange of multiple settlement offers, a resolution was not reached. IAMP refuses to return any of the funds that Megumi and Stas worked very hard to raise in order to fund future educational events.
- Megumi and Stas, in connection with their Houston Accordion Retreat, raised thousands of dollars for future Houston Accordion Retreats. Megumi and Stas deposited those funds into the IAMP account.
- Megumi and Stas also raised approximately \$7,000 from prior event donations and sales of Stas' book/CD. Stas sent those funds to IAMP specifically use for the 2023 Houston Accordion Event and to fund a visit by guest Artist Professor Fredrich Lips. Stas and Megumi do not have access to these funds.
- Megumi and Stas have authored multiple books and recorded multiple compositions. The funds from sales of those works were deposited into IAMP's bank account. Because of IAMP's wrongdoing, Stas and Megumi no longer have access to those funds to use for future educational projects.
- While IAMP denies any wrongdoing, Megumi and Stas strongly believe that it is inappropriate and unethical for IAMP to deny Megumi and Stas access to the funds that they raised specifically for future events as the parties agreed when IAMP was created.
- In order to continue their desire to teach accordion, Megumi and Stas created a new 501(c)(3) nonprofit named the Stas Venglevski Music Foundation. This nonprofit organization will be used to continue the Houston Accordion Retreat and to teach students.
- Megumi and Stas recommend that their donors contribute to their new Foundation and discontinue any affiliation with IAMP and discontinue any future donations to that organization.



11:05



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2 People >

iMessage  
Today 9:46 PM

Stas Venglevski

It disappointing to see that we have no coming sense communication between Houston Accordion Event and IAMP. All Megumi's efforts to explain you that we are working independently from IAMP never was taking seriously. That bring us to conclusion to go separate directions from now on. Unfortunately to see that but it will best for both organizations. We've already notified all sponsors and donors from now on their contributions will be deposited to our bank account.

Stas

SV



iMessage



March 1, 2023

Ms. Shirley Johnson  
President of Innovative Accordion Music Productions  
12907 Humphrey Drive  
Austin TX 78729

Megumi, Hada, Ph.D.  
Houston Accordion Orchestra Retreat Organizer  
2901 Watters Rd  
Pasadena TX 77502

**Re: Request for the financial support for Houston Accordion Orchestra Retreat**

1. Project title  
Arranging Orchestra Music for Houston Accordion Orchestra Retreat 2024
2. Funding deadline  
March 31, 2023
3. Total amount dollars requesting  
\$3,000.00
4. Project description and anticipate outcomes  
Stas Venglevski, Music director of Houston Accordion Orchestra Retreat will arrange 3 pieces of Game music medley (ca. 7 min long for each) for full accordion with brass orchestra for Houston Accordion Orchestra Retreat 2024. He has started this project early February 2023. It will take at least 3 months (over 200 hours) of his working time to complete these 3 pieces. To compensate his time, I am requesting the financial support of \$3,000.00.  
Completion of this project, the organizer of Houston Accordion Orchestra Retreat, Dr. Megumi Hada will receive full score and part scores of these 3 pieces by the end of May, and able to distribute part scores to the Retreat Participants by August 2023.  
IAMP will be acknowledged as a sponsor in 2024 Retreat (Concert program, flyers and in live streaming).

Best regards,

Megumi Had, Ph.D.





Jenny Jackson &lt;jenny@rsmbllaw.com&gt;

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**Fwd: Re: Request for the financial support for HAOR2024**

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----- Original Message -----

From: Megumi Hada &lt;meghada33@gmail.com&gt;

To: ShirleyJ@vjeverica.com

Cc: Stas Venglevski &lt;stasvenglevski@wi.rr.com&gt;, Jim Rice &lt;jimricevt@gmail.com&gt;

Date: 03/06/2023 10:28 AM EST

Subject: Re: Request for the financial support for HAOR2024

Dear Shirley,

Please contact me if you would like to resolve this short of becoming involved in a legal battle. I trusted you to honor the verbal agreement and that's why we gave you money. I'd like to remind you that the accordion world is a small world, and it would be best to resolve this amicably. \$14,000 the amount I believe is due to be paid. And we would like to have a written explanation of why you believe it is not due to us.

Megumi

On Mon, Mar 6, 2023 at 12:39 AM Megumi Hada &lt;meghada33@gmail.com&gt; wrote:

Dear Shirley,

I received your decision.

First of all, please take out all Houston Accordion Orchestra contents from the IAMP website immediately.

Our lawyer will contact you for the next step.

Megumi Hada

Megumi Hada

On Sun, Mar 5, 2023 at 9:23 AM &lt;ShirleyJ@vjeverica.com&gt; wrote:

Hello Meg,

Thank you for your proposal.

After much consideration, the IAMP Board of Directors has decided that this proposal is not accepted.

Sincerely,

Shirley Johnson  
IAMP President  
512-680-0422  
[ShirleyJ@Vjeverica.com](mailto:ShirleyJ@Vjeverica.com)  
[www.InnovativeAccordions.org](http://www.InnovativeAccordions.org)

On 03/01/2023 2:14 PM EST Megumi Hada  
<[meghada33@gmail.com](mailto:meghada33@gmail.com)> wrote:

Dear Shirley,  
Attached the request of \$3,000.00 for financial support for arranging orchestra music. Please let me know whether this is available.  
Best regards,  
Megumi



April 3, 2022

Innovative Accordion Music Productions, a 501(c) 3 Charity  
12907 Humphrey Dr.  
Austin, TX 78729-7339

Dear Mr. Venglevski,

On behalf of Innovative Accordion Music Productions, we would like to thank you for your generous donation of \$7086.94, gifted to IAMP on 3/2/2022. Under your direction, the Houston Accordion Orchestra has become a successful yearly event. We look forward to supporting this event again in 2023 when the Orchestra members participate in workshops, private lessons, and concert performances. We appreciate the time and energy that you bring to support each of the participants of the Houston Accordion Orchestra Camp. This donation will be used to support the Houston Accordion Orchestra, which will convene in Kemah, TX in January of 2023.

At this time, we have 15 youth scheduled to attend the 2023 event, as well as many other accordionists who are also members of the Orchestra. Your donations help IAMP make this event possible for these young artists and continues to generate a positive atmosphere for the appreciation of great accordion music.

Thank you for your support. Please note that your donation is tax deductible.

Sincerely,

Laura Jean Niland, Secretary IAMP