

BYLAWS OF

WESTERN SOLIDARITY WITH UKRAINE ALLIANCE

A Washington Nonprofit Corporation

Article I – Name & Purpose

Section 1 – Name The name of the corporation is **Western Solidarity with Ukraine Alliance** (“WSUA”).

Section 2 – Purpose The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Its mission is to provide humanitarian aid, educational outreach, and solidarity initiatives in support of Ukraine.

Section 3 – Compliance All activities shall comply with the Washington Nonprofit Corporation Act (RCW 24.03A) and applicable federal law.

Article II – Membership

The corporation shall have **no members**, as permitted under RCW 24.03A.115. All governance authority is vested solely in the Board of Directors.

Article III – Board of Directors

Section 1 – Authority

The Board of Directors is the governing body of the corporation and holds fiduciary authority under RCW 24.03A.200.

Section 2 – Founder-Director (Initial Phase)

1. At formation, the corporation shall have **one (1) director**, who shall serve as the **Founder-Director**.
2. The Founder-Director shall serve indefinitely and **may not be removed except by their own voluntary resignation**.
3. During the Founder-Director phase, the Founder-Director shall have exclusive authority to:
 - o Appoint additional directors
 - o Remove directors
 - o Fill vacancies

This ensures continuity and stability during the organization's early development.

Section 3 – Expansion to Multi-Director Board (501(c)(3) Phase)

1. As the corporation grows and prepares for federal tax-exempt status, the Board shall expand to **not fewer than three (3) directors**.
2. Upon expansion, the Board shall elect the following fiduciary officers:
 - **Chair**
 - **Vice Chair**
 - **Treasurer**
 - **Secretary**
3. After expansion, the Founder-Director retains their seat permanently unless they voluntarily resign.

Section 4 – Founder Reserved Powers

The Founder-Director retains the following **reserved powers**, which may not be exercised by the Board without the Founder's written approval:

1. Amendments to the bylaws
2. Amendments to the Articles of Incorporation
3. Changes to the corporation's mission or purpose
4. Dissolution of the corporation
5. Appointment and removal of directors

These reserved powers ensure long-term mission fidelity while allowing the Board to function independently in day-to-day governance.

Section 5 – Duties of Directors

Directors shall:

- Provide fiduciary oversight
- Approve budgets, policies, and major initiatives
- Ensure compliance with state and federal law
- Supervise the Executive Officer
- Conduct annual self-evaluation

Section 6 – Meetings

- During the Founder-Director phase, the Board shall meet at least annually.
- After expansion, the Board shall meet at least quarterly.
- Meetings may be held in person or electronically.

- The Board may act without a meeting by unanimous written consent, including electronic signatures.
- Minutes shall be recorded and maintained.

Section 7 – Quorum & Voting

- During the Founder-Director phase, the sole director constitutes quorum.
- After expansion, a majority of directors constitutes quorum.
- **Each director has one vote.**
- **Decisions are made by majority vote.**
- The Founder-Director does **not** have veto power over Board decisions, except where reserved powers apply.

This ensures shared governance while maintaining founder protection.

Section 8 – Conflict of Interest

Directors shall disclose conflicts and abstain from voting on related matters. The Board shall maintain written minutes documenting conflict-related decisions. Directors shall annually sign a conflict of interest policy.

Section 9 – Compensation

Directors shall not receive compensation for Board service, except reimbursement for reasonable expenses.

Section 10 – Committees

Upon expansion, the Board may establish committees, including non-directors, to support governance, finance, programs, or social enterprise oversight.

Article IV – Board Officers (Fiduciary)

Upon expansion to a multi-director board, the following officers shall be elected:

Chair

Presides over the Board, ensures effective governance, and supervises the Executive Officer.

Vice Chair

Supports the Chair and assumes duties in their absence.

Treasurer

Oversees financial stewardship, budgeting, and compliance.

Secretary

Maintains corporate records, minutes, and required filings.

Officers serve at the pleasure of the Board and may be removed by majority vote.

Article V – Board of Advisors

Section 1 – Purpose The Board of Advisors provides expertise, guidance, and advocacy support. Advisors have no fiduciary authority.

Section 2 – Appointment Advisors are appointed by the Founder-Director initially, and by the Board after expansion.

Section 3 – Duties Advisors may:

- Offer recommendations
- Assist with fundraising and outreach
- Serve as ambassadors for the mission

Advisors serve at the pleasure of the appointing authority.

Article VI – Executive Leadership & Operational Officers (Non-Fiduciary)

Section 1 – Purpose Executive Leadership roles support day-to-day management and strategic execution. These roles are **non-fiduciary** and do not serve as directors unless separately elected.

Section 2 – Executive Officer The Executive Officer is the chief executive of the organization and shall:

- Manage daily operations
- Implement Board policies
- Oversee staff, volunteers, and programs
- Report to the Founder-Director initially, and later to the Board

Section 3 – Deputy Chair (Non-Fiduciary) Serves as a strategic partner to the Executive Officer and Chair, coordinates leadership activities, and supports cross-organizational initiatives.

Section 4 – Chief Operating Officer (COO) Oversees internal operations, logistics, and organizational systems.

Section 5 – Chief of Community & Partnerships Officer Leads community engagement, partnerships, and programmatic outreach.

Section 6 – Appointment & Removal Operational officers are appointed by the Founder-Director initially, and by the Board after expansion.

Article VII – Fiscal Year

The fiscal year is January 1 to December 31.

Article VIII – Indemnification

Directors and officers shall be indemnified to the fullest extent permitted by RCW 24.03A.150.

Article IX – Records & Transparency

The corporation shall maintain accurate books, minutes, and records. Annual financial statements shall be prepared and reviewed. The corporation shall comply with Washington public disclosure requirements.

Article X – Non-Discrimination

The corporation shall not discriminate on any legally protected basis.

Article XI – Restrictions on Activities

No earnings shall inure to private individuals. No substantial part of activities shall involve lobbying. No political campaign activity is permitted. The corporation shall not engage in activities inconsistent with 501(c)(3) status.

Article XII – Whistleblower Protection

The corporation shall not retaliate against individuals who report violations in good faith. Reports may be submitted anonymously. Procedures shall ensure confidentiality and proper investigation.

Article XIII – Document Retention & Destruction

The corporation shall maintain a document retention policy consistent with law and best practices.

Article XIV – Dissolution

Upon dissolution, assets shall be distributed for 501(c)(3) purposes or to government entities for public use.

Article XV – Social Enterprise & Earned-Income Activities

Section 1 – Authority The corporation may operate mission-aligned social enterprises and earned-income programs.

Section 2 – Compliance All activities must be substantially related to exempt purposes and comply with IRS rules, including UBIT where applicable.

Section 3 – Oversight

- Founder-Director oversees social enterprises during the initial phase.
- After expansion, the Board assumes oversight responsibility.

Section 4 – Management Social enterprises are managed by the Executive Officer or designated operational officers.

Section 5 – Use of Revenue All net revenue shall be reinvested into the corporation's charitable mission.

Section 6 – Reporting The Executive Officer shall provide periodic reports on performance and compliance.

Article XVI – Investment Policy

The Board shall adopt and maintain a written Investment Policy consistent with RCW 24.03A and IRS requirements. The policy may be amended by a two-thirds vote of the Board.

Article XVII – Amendments

These bylaws may be amended by:

- The Founder-Director during the initial phase
- A two-thirds vote of the Board after expansion

Reserved powers apply to all amendments.

Article XVIII – Governing Laws

- RCW 24.03A – Washington Nonprofit Corporation Act
- RCW 19.09 – Charitable Solicitations Act
- IRC § 501(c)(3)