

# **RESOLUTION OF THE BOARD OF DIRECTORS**

OF WESTERN SOLIDARITY WITH UKRAINE ALLIANCE ESTABLISHING FOUNDER RESERVED POWERS\*\*

**WHEREAS**, Western Solidarity with Ukraine Alliance (“WSUA”) was founded by **Dominic Scarangelli** (the “Founder-Director”) to advance the corporation’s charitable mission; and

**WHEREAS**, the Board recognizes the importance of preserving mission continuity, organizational stability, and founder intent during the corporation’s development;

**NOW, THEREFORE, BE IT RESOLVED**, that the following **Reserved Powers** are vested exclusively in the Founder-Director and may not be exercised by the Board without the Founder-Director’s written approval:

## **1. Appointment and Removal of Directors**

The Founder-Director retains exclusive authority to appoint, remove, or replace members of the Board of Directors.

## **2. Amendments to the Bylaws**

No amendment to the bylaws shall be effective without the written approval of the Founder-Director.

## **3. Amendments to the Articles of Incorporation**

Any amendment to the Articles requires the written approval of the Founder-Director.

## **4. Changes to the Mission or Purpose**

The corporation’s mission, purpose, or charitable objectives may not be altered without the Founder-Director’s written approval.

## **5. Dissolution**

The corporation may not be dissolved without the Founder-Director’s written approval.

## **6. Succession of Reserved Powers**

The Founder-Director may designate a successor to these Reserved Powers or may voluntarily relinquish them at any time.

**RESOLVED FURTHER**, that all other governance matters shall be decided by the Board of Directors in accordance with the bylaws.

**RESOLVED FURTHER**, that this Resolution shall remain in effect unless amended or revoked by the Founder-Director.