

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.