

# Articles of Incorporation

## Western Solidarity with Ukraine Alliance

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#### Article I – Name

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The name of this Corporation shall be Western Solidarity with Ukraine Alliance. The Corporation may also be referred to by its acronym, WSUA, for all lawful purposes.

#### Article II – Purpose

The purpose of this corporation is to provide humanitarian aid, support, and advocacy for the people of Ukraine. Western Solidarity with Ukraine Alliance (WSUA) is organized exclusively for charitable, educational, and humanitarian purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation will undertake activities including, but not limited to, raising funds, organizing events, and collaborating with other organizations to advance its mission.

#### Article III – Conflict of Interest Policy

To protect the integrity and reputation of Western Solidarity with Ukraine Alliance as a nonprofit organization, the corporation adopts the following Conflict of Interest Policy, which applies to all directors, officers, committee members, and key employees (“Interested Persons”).

- **Duty to Disclose:** Interested Persons must promptly disclose any actual or potential conflicts of interest to the Board of Directors. A conflict of interest exists whenever an Interested Person has a financial, personal, or professional interest that could influence—or appear to influence—their judgment or actions on behalf of the corporation.

- **Determining Whether a Conflict Exists:** After disclosure of the actual or potential conflict, the Board (or committee without the conflicted individual) shall determine whether a conflict of interest exists.
- **Procedures for Addressing the Conflict:** An Interested Person with a conflict must recuse themselves from discussion and vote on any matter giving rise to the conflict. The Board or committee may ask the individual to provide relevant information before recusal.
- **Documentation:** The existence and resolution of any conflict shall be documented in the minutes of the meeting at which the issue was discussed.
- **Annual Statements:** Each director, officer, and key employee shall annually sign a statement affirming that they have received, read, and understood this policy and agree to comply with it, and that the organization operates for charitable purposes and will not benefit private interests.
- **Violations:** If the Board determines an individual has failed to disclose an actual or potential conflict, it shall take appropriate disciplinary and corrective action, up to and including removal from the Board or committee.

This policy is intended to supplement but not replace any applicable state and federal laws governing nonprofit and charitable organizations.

## Article IV – Registered Agent

The name and address of the registered agent in Washington State shall be: Dominic Scarangelli, 11492 Elder Ave Sw Port Orchard WA (RCW 24.03A.110).

## Article V – Incorporator

The name and address of the incorporator shall be: [Insert Name & Address] (RCW 24.03A.115).

## Article VI – Directors

- **Section 1. Initial Director.** In accordance with the Washington Nonprofit Corporation Act, including RCW 24.03A.120, the Corporation shall initially be organized with **one (1) director**.
- The sole initial director of the Corporation shall be: **Dominic Scarangelli**, 11492 Elder Ave SW, Port Orchard, WA 98367.
- Washington law permits a nonprofit corporation to be formed with a single director, and additional directors may be appointed after incorporation pursuant to RCW 24.03A.120.

- **Section 2. Transition to Multi-Director Board.** The Corporation shall appoint two additional directors—**Director of Governance** and **Director of Finance**—prior to submitting its application for federal tax-exempt status under Internal Revenue Code § 501(c)(3).
- Upon appointment of these directors, the Board of Directors shall transition from a sole directorship to a multi-director board as required by the Corporation’s Bylaws and applicable Washington law.

## Article VII – Dissolution

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal, state, or local government for public purpose (RCW 24.03A.225; IRS dissolution clause requirement).

## Article VIII – Limitation of Liability

No director or officer of the corporation shall be personally liable to the corporation or its members for monetary damages for conduct as a director or officer, except for acts or omissions that involve intentional misconduct or a knowing violation of law, or for any transaction from which the director or officer will personally receive a benefit in money, property, or services to which they are not legally entitled, to the fullest extent permitted by Washington law.

## Article IX – Indemnification

The corporation shall indemnify any director or officer, or former director or officer, to the fullest extent permitted by the laws of the State of Washington, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the corporation.

## Article X – Restrictions on Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered

and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

## Article XI – Distribution of Assets Upon Dissolution

Upon the dissolution of the corporation, assets shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes.

Including these articles helps ensure strong compliance with Washington State and federal nonprofit requirements and provides additional legal protection for your organization and its leadership.

### Governing Laws Referenced

- RCW 24.03A – Washington Nonprofit Corporation Act
- RCW 19.09 – Charitable Solicitations Act
- IRC § 501(c)(3) – Federal tax-exempt status requirements