ROOTLINE COMMUNITY INITIATIVE, INC.

Organizational Bylaws

Version 2.2026-06-25

ARTICLE I. ORGANIZATION NAME AND PURPOSE

Section 1. Name and Governing Documents

The name of this Corporation is Rootline Community Initiative, Inc. (hereinafter "Rootline" or "the Corporation"). These Bylaws govern the internal operations of Rootline and all of its Branches. In all matters of organizational identity, mission, vision, values, and foundational structure, the Articles of Incorporation (hereinafter "the Articles") shall govern. In the event of any conflict between these Bylaws and the Articles, the Articles shall prevail.

Section 2. Registered Agent and Office

The registered agent and office of Rootline are as stated in the Articles of Incorporation. Changes to the registered agent or office shall be made by resolution of the Board of Directors in accordance with Hawaii law and reflected in an update to both the Articles and these Bylaws.

Section 3. Mission, Vision, and Values

The mission, vision, geographic scope, and values of Rootline are defined in Article I of the Articles of Incorporation and are incorporated here by reference. These Bylaws do not restate the mission or vision in full. Any amendment to the mission requires compliance with the Reserved Powers clause of the Articles, including the three-quarters Board vote for Articles amendment and the two-thirds Board vote for material mission alteration.

Section 4. Fiscal Year

The fiscal year of Rootline shall begin on July 1 and end on June 30 of each year, unless changed by resolution of the Board of Directors.

Section 5. Definitions

As used in these Bylaws, the following terms have the meaning set forth below:

- "Board" or "Board of Directors" means the governing body of Rootline, composed of voting Directors as defined in Article II.
- "Director" means a voting member of the Board of Directors, including officer positions and non-officer directors.
- "Branch" means a locally operating unit of Rootline authorized by the Board, operating under a Board-approved Branch Charter and the legal authority of the parent Corporation.
- "Executive" or "Executive Team" means the operational leadership team of Rootline, serving under the direction of the President/CEO and subject to Board oversight.

- "Member" means any individual registered through Rootline's official registration process. Members are not "members" within the meaning of Hawaii Revised Statutes Chapter 414D and do not hold statutory voting rights.
- "Founding Officer" means an individual designated as such in the Articles of Incorporation.
- "Board Advisor" means a non-voting advisor appointed by the Board to provide subject matter expertise.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Authority and Responsibilities

The Board of Directors (hereinafter "the Board") is the governing body of Rootline, holding ultimate legal, financial, and strategic authority over the Corporation and all of its Branches. The Board is responsible for:

- Setting organizational strategy, policy, and long-term direction;
- Ensuring financial integrity, legal compliance, and mission alignment;
- Hiring, evaluating, compensating, and when necessary, removing any Executive, staff member, or other personnel not upholding their duties;
- Approving annual budgets, major expenditures, and audit or review engagements;
- Authorizing new Branches, partnerships, and major program changes;
- Upholding and enforcing these Bylaws, the Articles, and Rootline's governance standards;
- Monitoring and documenting director independence on an annual basis.

The Board shall act as a governing body and shall not engage in direct operational management, except during the founding phase and through the authority delegated to the President/CEO.

Section 2. Composition

The Board shall consist of no fewer than seven (7) and no more than eleven (11) voting directors as established in the Articles. A majority of directors must be independent at all times. The required officer positions are defined in the Articles. The Board may seat additional non-officer directors up to the maximum of eleven (11). No single individual may hold more than one voting Board position simultaneously. The Board may also include non-voting Board Advisors as defined in these Bylaws.

If the number of voting Directors fall below five (5), the Board must initiate emergency recruitment procedures within thirty (30) days. Until the minimum of seven (7) is restored, the remaining Directors may conduct essential business only, including filling vacancies, approving emergency expenditures, and maintaining compliance obligations. The Board shall report to members on recruitment progress at each regular meeting until minimum composition is restored.

Section 3. Required Officer Positions and Duties

The Articles establish the following required officer positions.

Section 3-1. President/CEO

The President serves simultaneously as the Chief Executive Officer of the Corporation, holding a governance seat on the Board as an ex officio voting member and leading operations through the Executive Team. Duties include:

- Serving as the primary public representative and spokesperson of Rootline;
- Executing contracts, agreements, and instruments authorized by the Board;

- Ensuring the Articles and Bylaws are upheld across all operations and Branches;
- Coordinating the annual planning calendar and overseeing major initiative alignment;
- Liaising with external stakeholders including installation authorities, donors, and partners;
- Directing the Executive Team and ensuring organizational objectives are met;
- Serving as the primary point of contact for emergency or rapid-response decisions within limits set by the Board. Emergency decisions made by the President/CEO must be reported to the Board within seventy-two (72) hours and are subject to Board review and ratification;
- Recusing from all Board deliberations and votes concerning their own compensation, evaluation, or removal.

Section 3-2. Board Chair

The Board Chair presides over all Board meetings and serves as the primary steward of Board governance, independent of the operational functions of the President/CEO. The Board Chair may not simultaneously serve as President/CEO. Duties include:

- Presiding over all regular, special, and executive session Board meetings;
- Providing independent oversight of the President/CEO on behalf of the Board;
- Leading the annual CEO evaluation process in consultation with independent directors;
- Leading the Board-led succession process for all vacating Board seats;
- Facilitating annual Board performance reviews and independence monitoring;
- Serving as the liaison for advisory input from Founding Officers, where applicable;
- Ensuring proper notice, agenda preparation, and documentation for all Board meetings;
- Coordinating with the Legal Director to ensure governance compliance.

In the event the Board Chair position is vacant, the Board shall elect an interim Chair from among the remaining independent voting directors by majority vote.

Section 3-3. Legal Director (Secretary)

The Legal Director serves as Secretary of the Corporation and is responsible for governance documentation, legal compliance, and records integrity. Duties include:

- Certifying and maintaining official copies of the Articles, Bylaws, and all amendments;
- Keeping accurate minutes of all Board meetings and maintaining official corporate records;
- Maintaining the official membership register;
- Giving proper notice of all meetings in accordance with these Bylaws;
- Serving as custodian of corporate records;
- Coordinating with external legal counsel when required;
- Tracking and maintaining the amendment log for all changes to the Articles and Bylaws;
- Ensuring governance documents are accessible to members as required by these Bylaws;
- Maintaining official records of grievance processes, investigations, and Board decisions in accordance with organizational policies;
- Ensuring organizational compliance with applicable IRS filing requirements, Hawaii state nonprofit regulations, federal laws, and grant reporting obligations.

Section 3-4. Financial Director (Treasurer)

The Financial Director serves as Treasurer of the Corporation and holds Board-level financial governance authority. The Financial Director provides Board-level financial oversight, chairs the Finance and Audit Committee, and is responsible for ensuing appropriate segregation of duties in all financial operations. The Financial Director reviews financial reports, presents financial status to the Board, and ensures appropriate

financial controls are maintained, including auditing and fraud prevention measures. Where a CFO exists in the Executive Team, the CFO manages operational finance under the Financial Director's oversight.

Where a CFO exists in the Executive Team, the CFO is responsible for day-to-day financial execution: maintaining books of account, processing transactions, managing reconciliations, preparing financial reports for Financial Director review, managing cash flow, and maintaining vendor relationships. The CFO drafts the proposed annual budget. The Financial Director reviews and recommends the budget to the Board. The Board approves the final budget. The CFO reports to the President/CEO for operational matters and to the Financial Director for all financial governance matters.

The Financial Director retains final authority on financial governance matters, subject to Board approval where required. Financial Director approval is required for all budgets, contracts above authorization thresholds defined in these Articles, and financial policies.

Section 3-5. Governance Director

The Governance Director is responsible for protecting the integrity and independence of the Board. Where the President/CEO serves as a voting Board member, the Governance Director serves as the primary defender of Board independence. Duties include:

- Chairing the Governance Committee as defined in these Bylaws;
- Overseeing board recruitment, vetting, and the formal director appointment process;
- Conducting annual board performance evaluations and presenting findings to the Board;
- Monitoring and enforcing Bylaws compliance across all Board activities;
- Managing the conflict-of-interest disclosure and recusal process;
- Leading Board succession planning in coordination with the Board Chair;
- Maintaining the annual director independence certification process.

When the Governance Director has a personal conflict of interest in a matter before the Board, the Governance Director shall recuse, and the Board Chair shall assume responsibility for managing that specific conflict-of-interest process.

Section 3-6. Program Director

The Program Director is responsible for Board-level evaluation of program outcomes, impact metrics, mission alignment, and ethical program practices. The Program Director reviews and recommends programs for Board approval or sunset based on performance data, community feedback, and mission alignment. Duties include:

- Reviewing program performance data, Impact Reports, and community feedback prior to Board presentation;
- Asking critical questions about whether programs are producing intended outcomes, using measurable indicators that distinguish outputs from impact;
- Evaluating alignment between program activities and the Corporation's charitable mission;
- Flagging ethical concerns in program design or delivery, and ensuring data integrity, to the full Board;
- Serving as the Board's primary liaison to the President/CEO on program strategy, reputational risk, and programmatic risk review;
- Coordinating with the Program Director equivalent in the Executive Team where that role exists;
- Recommending program improvement, continuation, or sunset to the Board based on defined performance criteria.

Section 3-7. Stakeholder Director

The Stakeholder Director represents the perspective of the communities Rootline serves and serves as the external accountability voice on the Board. Duties include:

- Advising the Board on community impact, external partnerships, and reputational considerations;
- Representing the perspectives of military family advocacy, installation community organizations, veteran services, and spouse workforce development;
- Flagging community-level concerns or reputational risks to the full Board;
- Supporting the evaluation of external partnership proposals and MOUs;
- Maintaining relationships with peer organizations and community stakeholders to inform Board decision-making.

Section 3-8. Military Branch Representatives

The Board shall seek to appoint Military Branch Representatives to serve as subject matter experts representing the distinct cultures, policies, family support structures, and operational realities of each military community.

The following Military Branch Representative seats are established:

- United States Army
- United States Navy
- United State Marine Corps
- United States Air Force
- United States Space Force
- United States Coast Guard
- National Guard and Reserve Components
- DoD Civilians and Contractor Community

Each Military Branch Representative should have direct personal or professional affiliation with the branch or community they represent. Military Branch Representatives shall advise the Board on branch-specific policies, family readiness infrastructure, installation culture, and community needs relevant to Rootline's programs and Branch operations. Where a Rootline Branch operates on an installation affiliated with a specific military service, the corresponding Military Branch Representative shall be consulted during Branch authorization, charter development, and program adaptation.

Unfilled Military Branch Representative seats do not affect quorum or Board operations. The Board shall prioritize filling these seats as qualified candidates are identified through the appointment process.

Section 4. Qualifications

All voting Board members must:

- Be of the legal age of majority under Hawaii law;
- Be affiliated with the military-connected community or demonstrate experience or expertise relevant to Rootline's mission;
- Demonstrate alignment with Rootline's mission and values;
- Have no outstanding unresolved conflicts of interest or active misconduct investigations at the time of appointment;
- Be an active member in good standing of a Rootline Branch.

Section 5. Independence

A majority of the Board must at all times be independent directors. An independent director is one who is not an employee of the Corporation, does not receive direct compensation from the Corporation in any capacity other than expense reimbursement, and has no material financial relationship with the Corporation beyond their role as a director. Each director shall annually complete an independence certification form reviewed by the Governance Director. The Governance Director shall report independence status to the full Board at the first regular meeting of each calendar year. Any change in a director's independence status must be disclosed to the Governance Director within thirty (30) days of the change.

Section 6. Compensation

All voting Board members serve in a volunteer capacity. No Director may receive compensation, honoraria, stipends, or paid contracts from Rootline in their capacity as a Board member, regardless of the number of roles they hold. Directors may be reimbursed for reasonable, pre-approved, itemized out-of-pocket expenses incurred while performing official Board duties. All reimbursements must be documented in meeting minutes.

The President/CEO holds two distinct roles: a governance seat on the Board as President, and an operational leadership role as CEO. The Board seat carries no compensation under any circumstance. The CEO role is an Executive position governed by the Board with the President/CEO fully recused from all deliberation and voting and must be documented in Board minutes and reported in annual financial statements.

A Board member other than the President/CEO who wishes to be considered for a compensated Executive role must first resign from their Board seat and may not be reappointed to the Board until at least one full year has passed from the conclusion of the paid engagement.

Section 7. Confidentiality

The following are confidential and may not be shared outside the Board or authorized Rootline personnel without explicit Board authorization:

- Personal data of members, volunteers, or donors;
- Internal financial records prior to public reporting;
- Unreleased Board meeting minutes and disciplinary documentation;
- Sensitive partnership or grant negotiations not yet finalized;
- Unpublished strategic plans or decisions;
- Grievance investigation and formal complaint records.

Confidential material does not include approved financial summaries, public-facing materials, Board decisions affecting public programming, information required by law, or information required to be disclosed to installation authorities. Good faith dissent, whistleblower concerns, and questions about governance practices are not breaches of confidentiality and may not be penalized.

Section 8. Conduct Expectations

All Directors shall adhere to Rootline's Code of Conduct and governance policies, which outline expected standards of behavior and accountability. Conduct expectations include, but are not limited to, the prohibition of:

- Retaliation, group pressure tactics, or suppression of dissent;
- Misuse of Rootline platforms, resources, or influence for personal agendas;
- Failure to disclose potential conflicts of interest in a timely manner;

- Breach of confidentiality obligations as defined in this Articles.

Detailed conduct standards, investigation procedures, and disciplinary processes shall be defined in the Code of Conduct and Board Handbook.

Section 9. Vacancies and Emergency Governance

A Board vacancy exists upon the death, resignation, or removal of any Director, or when authorized Board size increases. Vacancies shall be filled through the Board-led succession process. If the number of Directors falls below a quorum, the remaining Directors may act only to fill vacancies or call a special meeting for that purpose.

If the number of active directors falls below quorum due to resignation, incapacity, or emergency, the remaining directors may temporarily appoint interim directors until the next regular Board meeting.

Emergency Board Reformation: In the extraordinary event that all current Board members resign or become unable to serve simultaneously, the President/CEO or, if unavailable, the most recently serving Founding Officer, shall be authorized to convene an Emergency Reformation Meeting and appoint an interim panel of three (3) individuals to restore governance capacity until a full Board is properly constituted.

Section 10. Resignations

Any Director may resign by providing written notice to the Board Chair and Legal Director. Resignations take effect on the date specified or, if no date is specified, upon receipt. Directors are strongly encouraged to provide sufficient notice to prevent disruption to Board composition and governance continuity. If a resignation would leave Rootline without the minimum required Board composition, the resigning Director shall provide notice to the appropriate state authority. All resignations shall be formally acknowledged and recorded in meeting minutes.

Section 11. Removal

A Director may be removed from office prior to the end of their term only for cause, including habitual neglect or repeated unexcused absences; breach of confidentiality or fiduciary duty; violation of behavioral ethics; demonstrated conflict of interest materially affecting Board decisions; or misuse of organizational funds, assets, or influence.

Section 11-1. Removal Process

Any Board member or Rootline member may submit a written Notice of Concern to the Board Chair or Legal Director citing specific conduct and the applicable Bylaw provision. The Governance Director (or Board Chair if the Governance Director is implicated) will initiate a private review with one additional uninvolved Board member. If the concern warrants further action, a confidential inquiry will be conducted with the option to include an external advisor. In cases involving alleged misconduct, conflict of interest, or organizational risk, the Board may initiate a formal review process prior to removal, consistent with governance procedures. The Director under review shall have the opportunity to respond in writing and appear before the Board. Removal requires a two-thirds (2/3) vote of disinterested voting Directors, consistent with Article III, Section 15 Reserved Powers of the Articles. All findings and decisions must be documented and retained in Board records.

Section 11-2. Suspension

The Board may, by majority vote, temporarily suspend a Director's voting privileges or system access while a formal investigation is conducted, only where there is credible evidence of misuse of funds, harassment, breach of confidentiality, deliberate bypassing of governance procedures, or actions exposing Rootline to

significant harm. Suspension shall not be used to silence dissent or retaliate against whistleblowing. All suspension decisions must be recorded in Board minutes. A suspended Director shall not be counted toward quorum for matters related to the investigation.

Section 12. Executive Sessions

The Board shall meet in executive session, without the President/CEO or any non-director participants present, at least twice per calendar year. Executive sessions shall be called by the Board Chair or by a majority of independent directors. Topics addressed in executive session shall include, at minimum: President/CEO performance; President/CEO compensation; and any Board concerns regarding organizational direction or leadership not appropriate for open session.

Executive sessions may be called at any time by the Board Chair or by a majority of independent directors. A summary of executive session topics (without confidential deliberation detail) shall be recorded in Board minutes by the Legal Director. Any action taken during an executive session requires a formal vote, which shall be recorded in the minutes.

Section 13. CEO Evaluation

The Board shall conduct a formal annual evaluation of the President/CEO, led by the Board Chair in consultation with independent directors. The evaluation framework shall be defined in a Board-approved CEO Evaluation Policy, which shall address performance against established organizational goals; leadership effectiveness and organizational culture; financial stewardship and mission alignment; and stakeholder and community relationships. The evaluation shall be conducted in executive session. Results shall be documented and used to inform compensation decisions and goal setting for the following year. The President/CEO shall be recused from all deliberations and votes related to their own evaluation.

Section 14. Attendance and Excused Absences

To ensure consistent governance and mission alignment, Directors are expected to attend all scheduled meetings. An absence shall only be considered “excused” if the following procedures are met:

- **Leave Form Requirement:** Any Director needing to be excused from a meeting or requesting a temporary leave of absence must submit a formal Leave Form to the Legal Director (Secretary).
- **Notice Period:** For all planned absences (e.g., vacations, scheduled procedures, or known professional conflicts), the Leave Form must be submitted at least thirty (30) calendar days prior to the requested leave date.
- **Emergency Situations:** The thirty-day notice requirement is waived for emergency situations. In such cases, the Director must notify the Board Chair and Legal Director as soon as reasonably possible. Emergency situations include:
    - **Medical Emergencies:** Sudden, serious illness or injury to the Director or a member of their immediate family;
    - **Bereavement:** Death or end-of-life care for a family member;
    - **Military Orders:** Short-notice deployments, activations, or mandatory duty assignments affecting the Director or their immediate household;
    - **Unforeseen Crises:** Major, unavoidable professional or legal emergencies that require the Director’s immediate and physical presence.

An excused absence or approved leave of absence does not change the requirement for a quorum to conduct binding Board business.

PCS Furlough and Military Leave: Recognizing the unique nature of military service, a "PCS Furlough" (leave granted for Permanent Change of Station relocation) or other service-connected administrative leave shall be considered a valid reason for an excused absence or temporary leave of absence.

Section 15. Military Leave of Absence

A voting Director may request a temporary Military Leave of Absence (LOA) for a period not to exceed six (6) months due to deployment, Temporary Duty (TDY), or Permanent Change of Station (PCS). During an approved LOA:

- The Director remains on the Board but does not count toward quorum;
- The Director's voting rights are suspended for the duration of the LOA;
- The LOA must be requested in writing and approved by the Legal Director (Secretary);
- An LOA does not extend the Director's total term limit.

ARTICLE III. BOARD ADVISORS

Section 1. Purpose

The Board may appoint non-voting Board Advisors to provide subject matter expertise in areas relevant to Rootline's mission and operations. Areas may include military affairs, nonprofit law, technology, workforce development, public health, community organizing, and fundraising. Board Advisors enrich Board deliberation by providing expertise and perspective but do not participate in decision-making authority and do not hold governance authority or fiduciary responsibility.

Section 2. Terms and Eligibility

Board Advisors serve a maximum term of three (3) years, renewable by majority Board vote. Board Advisors must demonstrate relevant professional experience or expertise in a field that supports Rootline's mission and operations. Board Advisors may be invited to support committees in an advisory capacity but shall not serve as voting members of any committee. Failure to fulfill participation requirements may result in non-renewal or early removal. Board Advisors must meet the same conduct and confidentiality standards as voting Board members. Board Advisors shall commit to attending Board meetings relevant to their area of expertise, as determined by the Board Chair.

Section 3. Appointment and Removal

Board Advisors are nominated by any Board member and appointed by majority vote of the Board. Board Advisors may be removed by majority vote for cause, including failure to meet participation requirements, conduct violations, or conflict of interest. Removal shall follow a documented process and provide the Advisor an opportunity to respond when appropriate. Board Advisors may resign at any time by written notice to the Board Chair.

Section 4. Rights and Limitations

Board Advisors may attend Board meetings relevant to their expertise, participate in discussion as appropriate, and provide recommendations. Board Advisors do not hold voting rights, do not count toward quorum, and do not hold fiduciary duties. Board Advisors may not represent Rootline in an official governance capacity without explicit Board authorization.

Section 5. Founding Officer and Initial Director Advisory Role

Founding Officers and initial Directors may serve as honorary advisors to the Board. When serving in this advisory capacity, they may be invited to attend Board meetings in a non-voting capacity and may provide written or verbal advisory input. Founding Officers and initial Directors serving in an advisory capacity do not hold voting authority, fiduciary duties, or governance authority unless separately appointed as directors.

ARTICLE IV. ELECTIONS, TERMS, AND SUCCESSION

Section 1. Terms of Office

Voting Board members serve terms of up to five (5) years as defined in the Articles. Terms shall be staggered so that approximately one-third (1/3) of the Board rotates each year. No individual may serve more than two consecutive full terms in any Board seat without a minimum one-year break from all Board service. The staggered rotation schedule shall be established by the Board at adoption of these Bylaws and updated whenever a new Director is seated. The Legal Director shall maintain a current term schedule for all Board seats. The Governance Director, or a designated committee, shall monitor term limits and ensure compliance prior to any reappointment.

The President/CEO is exempt from Board term limits. The President/CEO hold their Board seat ex officio by virtue of the CEO role as defined and serves at the pleasure of the Board subject to annual evaluation and the removal process. The President/CEO's tenure is governed by performance, not term duration.

Section 2. Staggered Rotation

To implement the one-third annual rotation, Board seats shall be assigned to one of three cohort groups (Cohort A, Cohort B, and Cohort C) at the time of adoption of these Bylaws. Cohort A seats rotate in Year 1, Cohort B in Year 2, and Cohort C in Year 3, cycling forward. When a new director is seated to fill a vacancy, they are assigned to the cohort of the seat they are filling. The Board shall monitor cohort balance and may adjust assignments as needed to maintain equitable distribution of terms. No single cohort shall hold a majority of the Board.

Section 3. Board-Led Succession Process

Board succession shall be conducted in a manner that prioritizes organizational needs over personal relationships or convenience. Vacancies on the Board shall be filled by majority vote of the remaining Directors following a structured vetting process administered by the Governance Committee. The process shall include candidate sourcing, evaluation against Board needs, conflict-of-interest review, and formal recommendation to the Board.

Section 4. Holdover Provision

If a Board seat remains unfilled at the conclusion of a Director's term, the sitting Director shall not automatically continue in that seat. The Board shall vote by majority to extend the incumbent's service in one-year increments until a qualified successor is identified, confirmed, and seated. Each extension must be documented in meeting minutes and must be accompanied by a documented record of active succession efforts. The holdover provision shall not be used to circumvent term limits or indefinitely delay succession.

Section 5. President/CEO Transition

The President/CEO serves without term limit and at the pleasure of the Board. Transition of the President/CEO role occurs upon resignation, removal, incapacity, or retirement, not upon expiration of a fixed term.

Should a vacancy or upcoming transition occur, the Board Chair, in coordination with independent Directors, shall lead the President/CEO selection and transition process. Succession to the President/CEO role follows the same Board-led process, with the additional requirement that any candidate must demonstrate prior senior leadership experience in a nonprofit, military, community, or equivalent organizational context. The outgoing President/CEO shall participate in a structured transition period of no less than thirty (30) days, during which knowledge transfer, platform access, and stakeholder introductions are completed and documented.

In the event of an unplanned vacancy, the Board may appoint an interim President/CEO until a permanent successor is selected through the Board-led process.

Section 6. Director Vetting and Appointment

All new directors must complete the following formal vetting process before being seated:

- Submission of a completed director application including professional background, relevant expertise, and affiliation with Rootline's mission;
- Completion of a conflict-of-interest disclosure form reviewed by the Governance Director;
- A qualification review by the Governance Committee against the qualifications criteria;
- An interview with the Board Chair and at least one additional Board member;
- A majority vote of the full Board to confirm appointment;
- Completion of Board onboarding including review of the Articles, Bylaws, conflict-of-interest policy, and code of conduct, and signing of all required acknowledgment forms.

No director may be seated without completion of this full vetting process. The Governance Committee shall present qualified candidates to the full Board with a written recommendation. The Governance Director shall maintain a record of all vetting documentation.

ARTICLE V. EXECUTIVE LEADERSHIP

Section 1. Purpose and Structure

Executive Leadership constitutes the operational leadership of Rootline, serving under the direction of the President/CEO and subject to Board oversight. Board oversight of Executive Leadership shall occur through the President/CEO and through formal reporting, evaluation, and approval processes as defined in these Bylaws and Board policies. Executive Leadership is responsible for day-to-day management of programs, operations, communications, and other organizational functions as assigned. The specific Executive Leadership roles, titles, and reporting relationships shall be defined in an organizational chart or operational policy document approved by the Board, allowing the structure to evolve without requiring a Bylaw amendment.

Section 2. Authority and Limitations

Executive Leaders operate within the scope of authority delegated by the President/CEO and the Board. Executive Leaders may not make commitments, enter contracts, or take actions that bind the Corporation without appropriate Board or President/CEO authorization. Financial and contractual authority thresholds shall be defined in Board-approved financial policies. Any obligation exceeding those thresholds requires Board approval. Executive Leaders report to the President/CEO for day-to-day operations. Matters within the Board's authority, including Executive Leadership compensation and removal, report to the Board.

Section 3. Appointment and Removal

Executive Leaders are appointed by the President/CEO subject to Board ratification. Removal of an Executive Leader may be initiated by the President/CEO and requires Board approval by majority vote. The Board may independently initiate removal of an Executive Leader by majority vote, following notice and an opportunity to respond. In cases involving alleged misconduct, conflict of interest, or organizational risk, the Board may initiate a formal review process prior to removal, consistent with governance procedures. The President/CEO shall be recused from any vote concerning their own evaluation, compensation, or removal as CEO.

Section 4. Compensation

Executive Leadership positions are currently volunteer roles. Conversion of any Executive Leadership role to a compensated staff position requires Board approval by majority vote and must be consistent with Rootline's financial capacity. Compensation shall be set at fair market value based on documented comparable compensation data, approved by the Board with the President/CEO recused from deliberations concerning their own compensation. All Executive Leadership compensation shall be documented in Board minutes and reported in annual financial statements.

Section 5. Dual-Role Restriction

While serving in a volunteer C-Suite capacity, an individual may simultaneously hold a voting Board position, with the exception of the President/CEO whose Board seat is held in their CEO capacity. To preserve independent governance and accountability, any Board member holding a dual volunteer role in the Executive Leadership must recuse themselves from all Board deliberations and votes that specifically evaluate, audit, or govern their designated operational department or programs.

During the founding phase, the Board acknowledges that dual Board and Executive Leadership roles may be necessary to establish operations. No more than three (3) individuals may simultaneously hold dual Board and Executive Leadership roles. The Board shall review all dual roles annually and establish a plan to reduce and eliminate dual roles as organizational capacity and personnel grow. This review shall be documented in Board minutes.

If an Executive Leadership position becomes a compensated staff position, the Board shall review any dual role for conflict of interest and determine whether the individual must resign from the Board to preserve Board independence. This transition shall be initiated by the Board Chair, documented in Board meeting minutes, and treated as a voluntary resignation from the Board seat. The vacated Board seat shall be filled through the succession process.

Section 6. Conflict of Interest

Executive Leaders are subject to the same conflict of interest standards as Board members. Executive Leaders must disclose any financial interest, personal relationship, or outside engagement that could influence their decisions. Failure to disclose or appropriately manage a conflict of interest may result in disciplinary action, including removal from the Executive Leadership or Board. Undisclosed conflicts of interest are grounds for removal.

Section 7. CEO Compensation Review

Compensation for the President/CEO shall be reviewed and approved by the independent directors of the Board using appropriate comparability data. The President/CEO shall not participate in discussion or voting on their own compensation.

Section 8. Delegation of Operational Authority

The Board delegates to the President/CEO and the Executive Leadership team operational authority over the day-to-day management of the Corporation, including but not limited to: program implementation and delivery within Board-approved frameworks; vendor procurement and contract execution within approved authorization thresholds; facility management, maintenance, and installation compliance coordination; volunteer and staff management; Branch operational oversight and compliance monitoring; and communications, marketing, and community engagement. The President/CEO shall establish internal procedures for the exercise of delegated authority and shall report to the Board on operational matters at each regular meeting. Delegation of operational authority does not reduce the Board's ultimate governance responsibility or its right to review, modify, or revoke any delegated authority at any time.

ARTICLE VI. BRANCHES

Section 1. Branch Authorization

A Branch is a locally operating unit of Rootline authorized by the Board of Directors by majority vote upon receipt of a completed Branch Application demonstrating community need, operational readiness, leadership capacity, and compliance with applicable installation or regulatory requirements. The application and readiness assessment process shall be administered by a Board-designated function or committee, which shall provide a recommendation to the Board prior to authorization. Each authorized Branch shall receive a Branch Charter defining its scope, leadership structure, compliance obligations, and relationship to the parent organization. All Branch activity is conducted under the legal authority of the parent Corporation. Branch authorization may be revoked in accordance with this Article.

Section 2. Minimum Standards for All Branches

All Branches must meet the following minimum standards:

- **Financial:** All Branch funds are funds of the parent Corporation. Branches may not hold independent bank accounts, enter independent financial obligations, or conduct fundraising without parent Corporation approval. All Branch financial activity must be reported to the Financial Director on a schedule defined in the Branch Charter.
- **Programs:** All Branches must deliver programs consistent with program standards established by the parent Corporation. Local adaptations are permitted within parent program standards. No Branch may introduce programs conflicting with Rootline's mission, values, or applicable regulations.
- **Installation Compliance:** Each Branch is responsible for maintaining compliance with all applicable installation regulations and must provide documentation of such compliance upon request by the parent Corporation.
- **Legal Authority:** No Branch, Branch Director, or Branch volunteer may enter into any contract, memorandum of understanding, facility use agreement, license, lease, or other binding agreement on behalf of Rootline without the express written authorization of the President/CEO or the Board of Directors. Any agreement entered without proper authorization is not binding on the Corporation. All contracts involving Branch operations must be executed by an authorized officer of the parent Corporation.

Section 3. Branch Charters

Each Branch shall operate under a Board-approved Branch Charter defining the Branch's name and geographic scope, leadership structure and selection process, compliance obligations, financial reporting

schedule, program delivery standards, and conditions for Branch suspension or dissolution. Branch Charters may be updated with Board approval as operational needs evolve. Branch Charters are subordinate to these Bylaws and the Articles.

Section 4. Branch Suspension and Dissolution

The Board may, by majority vote, suspend or dissolve a Branch that fails to meet minimum standards, loses installation authorization, ceases operations without communication, or creates legal, financial, or reputational harm to the Corporation. In cases involving immediate legal, financial, or safety risk, the Board may enact temporary suspension of Branch operations pending review, with notice provided as soon as practicable. Prior to permanent suspension or dissolution, the Branch Director shall receive written notice and thirty (30) days to respond. The Board may appoint interim leadership or assume temporary operational control of a Branch during suspension or transition. Upon dissolution of a Branch, all Branch assets, records, and platform access shall be returned to the parent Corporation.

Section 5. Physical Facilities

Where a Branch occupies physical space on a military installation or other location, the following requirements apply:

a. **Facility Authorization.** The President/CEO shall negotiate all facility use agreements, leases, memoranda of agreement, and licenses. The Legal Director shall review all proposed agreements for legal and compliance risk. All facility agreements must be approved by the Board prior to execution and executed by the President/CEO or another officer authorized by the Board. No Branch Director or volunteer may independently enter into any facility agreement.

b. **Insurance.** The Corporation shall maintain general liability insurance coverage as required by the installation or facility owner. The Board shall establish minimum coverage thresholds in a Board-approved insurance policy. The President/CEO or designee shall procure and maintain insurance policies meeting or exceeding Board-established minimums and installation requirements. The Financial Director shall review insurance coverage annually and present findings to the Board. Proof of insurance shall be maintained by the Legal Director and provided to installation authorities upon request. Insurance costs shall be included in the annual operating budget.

c. **Installation Compliance and Private Organization Requirements.** Any Branch occupying space on a military installation shall comply with all applicable Private Organization regulations. Compliance responsibilities are distributed as follows:

   The Branch Director shall: maintain day-to-day compliance with installation requirements; submit to installation inspections of facilities and financial records; comply with installation security, access control, fire safety, and building use requirements; adhere to installation signage, branding, and solicitation policies; and complete all installation-required registration and renewal paperwork as directed by National Headquarters.

   The President/CEO and Executive Leadership shall: coordinate directly with installation authorities on compliance matters including the Directorate of Public Works, DFMWR, and the Garrison Commander's office; oversee the Private Organization registration and renewal process; monitor Branch compliance through regular review; escalate compliance issues to the Board as warranted; and maintain relationships with installation leadership.

The Board shall: receive and review compliance summaries in the regular Board report; approve any changes to installation agreements; and act on escalated compliance matters that involve legal risk, potential revocation of facility use, or material organizational liability.

d. **Property Accountability.** All furniture, fixtures, equipment, supplies, and improvements acquired for use in any Corporation or Branch facility are property of the parent Corporation. The Branch Director shall maintain a current inventory of all property at the Branch location and submit an updated inventory to National Headquarters quarterly. The President/CEO or designee shall audit Branch property inventories at least annually. The Financial Director shall include property assets in the Corporation's financial records. Upon termination of a facility agreement, dissolution of a Branch, or relocation, all Corporation property shall be returned to the parent Corporation or disposed of as directed by the President/CEO with Board approval for dispositions exceeding authorization thresholds.
e. **Key Control and Access.** The Branch Director shall maintain a key control log documenting all individuals with physical or electronic access to the facility. Key control procedures shall comply with installation security requirements and any procedures established by the President/CEO. The Branch Director shall report access changes to National Headquarters within five (5) business days. The President/CEO may revoke facility access for any individual at any time.
f. **Facility-Related Communications and Escalation.** Any communication from installation authorities regarding compliance concerns, inspections, potential violations, or potential revocation of facility use shall be reported by the Branch Director to the President/CEO and Legal Director within forty-eight (48) hours. The President/CEO shall assess the communication and, where it involves legal risk, compliance failure, or potential loss of facility use, notify the Board Chair within twenty-four (24) hours. Routine installation communications shall be included in the Branch Director's regular report to National Headquarters.
g. **Termination and Vacating.** Upon termination of a facility use agreement, whether voluntary, by expiration, or by installation directive, the President/CEO shall coordinate the transition with installation authorities. The Branch Director shall vacate and restore the space in accordance with the terms of the agreement and as directed by the President/CEO. All records, property, and financial accounts associated with the facility shall be secured and transferred to the parent Corporation. The Board shall be notified of any facility termination at the next regular meeting or sooner if the termination is involuntary.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees

Standing Committees fulfill ongoing organizational functions under Board oversight. Each Standing Committee must have a written charge defining its purpose, authority, composition, and reporting schedule. The following Standing Committees are required:

a. **Governance Committee.** Chaired by the Governance Director. The Governance Committee must include at least one additional independent director *who* is not the Board Chair or President/CEO. Responsibilities include: board recruitment and candidate vetting; director onboarding; annual board evaluations; bylaws compliance monitoring; conflict-of-interest process oversight; succession planning; and annual independence certification review. The Governance Committee shall present

qualified board candidates to the full Board with a written recommendation. The Governance Committee shall report to the full Board at each regular meeting.

b. **Finance and Audit Committee.** Chaired by the Financial Director (Treasurer). The Finance and Audit Committee must include at least one additional independent director who is not the President/CEO. No single individual may hold both financial control (operational) and financial oversight (governance) authority simultaneously. Responsibilities include: oversight of financial statements and reporting; selection and oversight of the independent auditor or CPA reviewer; review of internal financial controls; budget integrity monitoring; tiered financial oversight compliance as defined in Article X; and compliance with financial policies. The Finance and Audit Committee shall report to the full Board at each regular meeting.

Section 2. Executive Committee

The Board may establish an Executive Committee composed solely of voting directors. The Executive Committee may meet between regular Board meetings to address urgent matters and make recommendations to the full Board but may not exercise reserved powers of the Board.

Section 3. Additional Standing Committees

The Board may create additional Standing Committees by majority vote. Each must have a written charge, consist of at least three (3) members including at least one Board member, and adhere to Rootline's conduct and confidentiality standards.

Section 4. Temporary Panels and Task Teams

Temporary Panels or Task Teams may be established by the Board to address specific decisions, issues, or time-limited projects. Temporary bodies have a defined end date or task completion milestone. All records of Temporary Panels are organizational property and must be submitted to the Legal Director upon dissolution.

Section 5. Authority and Limits

Committees may recommend, implement delegated tasks, and manage specific programs or events. No Committee may make final decisions on governance, finances, or policy without prior Board authorization. All major decisions, especially those involving funding commitments, must return to the Board for a vote. The Board retains authority to override, modify, or dissolve any Committee at any time.

Section 6. Reporting Requirements

All Committees must submit progress updates to the Board at least once per month following the same deadline as Board reports. Final recommendations must be delivered in writing and archived. Committee Chairs shall present updates at regular Board meetings as requested by the Board Chair.

ARTICLE VIII. CONFLICT OF INTEREST

Section 1. Purpose

This conflict-of-interest policy protects Rootline's interests when contemplating transactions or arrangements that might benefit the private interests of a Board member, C-Suite officer, or other disqualified person as defined under Section 4958(f)(1) of the Internal Revenue Code. This policy supplements but does not replace applicable state and federal laws. The Governance Director is responsible for administering this policy. When the Governance Director has a conflict, the Board Chair assumes administration of that specific matter.

Section 2. Definitions

An Interested Person is any voting Board member, C-Suite officer, Board Advisor, or committee member who has a direct or indirect financial interest in a matter before the Board. A Financial Interest exists when a person has, directly or indirectly, an ownership or investment interest in any entity with which Rootline has or is negotiating a transaction; a compensation arrangement with Rootline or any entity with which Rootline has a transaction; or a potential ownership or compensation interest in any entity with which Rootline is negotiating. A financial interest is not automatically a conflict of interest; the Board determines whether a conflict exists after disclosure.

Section 3. Duty to Disclose

Any Interested Person must promptly disclose the existence and nature of their financial interest to the Governance Director (or Board Chair if the Governance Director is implicated) upon becoming aware of any actual or potential conflict. Disclosure must occur before any discussion or vote on the matter. Disclosure shall be recorded in meeting minutes.

Section 4. Recusal Process

After disclosure, the Interested Person shall leave the meeting during discussion and voting on the conflicted matter. An Interested Person who has recused themselves and left the meeting shall continue to be counted for the purpose of establishing a quorum for that meeting. The remaining Board or committee members shall determine whether a conflict exists and, if so, whether to proceed. All conflict-of-interest determinations must be documented in meeting minutes.

Section 5. Executive Leadership Conflict of Interest

Executive Leaders must disclose any financial interest, outside employment, business relationship, or personal connection that could influence their decisions in their organizational role. Executive Leadership disclosures shall be submitted to the President/CEO and, where the President/CEO is the Interested Person, to the Board Chair. Undisclosed conflicts of interest are grounds for removal. Executive Leaders may not conduct business on behalf of Rootline with any entity in which they or an immediate family member holds a financial interest without prior Board approval.

Section 5-1. Records of Proceedings

The minutes of any Board or committee meeting at which a conflict of interest is disclosed or a related transaction is considered shall include: the name of the Interested Person; the nature of the financial interest; the Board's determination as to whether a conflict of interest existed; the names of persons present for discussion and voting; any alternatives to the proposed transaction or arrangement; and the result of the vote, including any abstentions or recusals. This documentation shall be maintained as a permanent corporate record.

Section 6. Annual Statements

Each voting Board member, Executive Leader, and committee member with delegated Board authority shall annually sign a conflict-of-interest statement affirming that they have received, read, and agreed to comply with this policy; have disclosed all known financial interests; and understand that Rootline must engage primarily in activities that accomplish its tax-exempt purposes.

Section 7. Violations

If the Board has reasonable cause to believe a Board member or Executive Leader has failed to disclose a conflict, the Board shall inform the individual and provide an opportunity to explain. If, after review, the Board

determines the individual failed to disclose a conflict, appropriate disciplinary action shall be taken, up to and including removal.

Section 8. Periodic Reviews

The Board shall conduct an annual review to ensure that compensation arrangements are reasonable and the result of arm's-length bargaining; that partnerships and arrangements conform to Rootline's written policies and further charitable purposes; and that no arrangements result in inurement or excess benefit transactions under applicable IRS regulations. The Board or a designated compensation committee shall review all compensation arrangements using comparability data and shall contemporaneously document the basis for its determinations, consistent with the rebuttable presumption procedures under Treasury Regulation Section 53.4958-6.

ARTICLE IX. FINANCES

Section 1. Financial Oversight

All funds of Rootline, including funds raised or held at the Branch level, are funds of the parent Corporation managed under the governance authority of the Board through the Financial Director (Treasurer). The Treasurer holds Board-level financial oversight: authorizing expenditures above threshold, approving budgets, signing off on audits and reviews, and reporting to the Board. Where a CFO exists in the Executive Leadership, the CFO manages day-to-day financial execution under the Treasurer's oversight. The Treasurer's governance authority may not be delegated to or bypassed by the CFO. No Branch, program, Circle, or committee may hold independent accounts, incur independent obligations, or disburse funds without authorization from the Financial Director or the Board.

Section 2. Authorization Thresholds

The following authorization thresholds apply to all expenditures:

- Expenditures up to $1,500: Authorized by the President/CEO or their designee;
- Expenditures of $1,501 to $7,500: Require approval from the Financial Director;
- Expenditures of $7,501 to $15,000: Require approval from the Financial Director and dual authorization from one additional officer;
- Expenditures exceeding $15,000: Require Board approval by majority vote;
- Any mid-year budget adjustment exceeding $15,000: Requires Board approval by majority vote.

Facility-related expenditures, including rent, utilities, insurance, maintenance, and improvements, are subject to the same authorization thresholds. Lease and facility use agreements exceeding one year in duration or fifteen thousand dollars ($15,000) in total value require Board approval regardless of monthly cost. The President/CEO may approve facility-related expenditures within authorization thresholds without additional Board action when such expenditures fall within the approved annual operating budget.

Section 3. Banking and Deposits

All funds shall be deposited promptly to accounts held in the name of Rootline Community Initiative, Inc. at financial institutions selected by the Board. Checks, drafts, and other instruments for payment shall be signed by the Financial Director and countersigned by the President/CEO or another authorized officer, except for routine operational disbursements within approved budget lines as defined by Board policy.

Section 4. Tiered Financial Oversight

Rootline shall maintain financial oversight proportionate to its annual gross revenue as follows:

- Annual gross revenue under $250,000: The Board shall conduct an internal financial review prepared by a qualified individual not serving as Financial Director, presented to the full Board annually;
- Annual gross revenue of $250,000 to $749,999: Rootline shall engage an independent CPA to conduct reviewed financial statements in accordance with applicable professional standards;
- Annual gross revenue of $750,000 or more: Rootline shall engage an independent CPA firm to conduct a full independent audit in accordance with generally accepted auditing standards.

The applicable tier shall be assessed at the close of each fiscal year based on that year's gross revenue. Results shall be presented to the Board and made available to members upon request. The Finance and Audit Committee shall oversee the engagement and review of all financial oversight activities. An additional audit or review shall be triggered upon any change in the President/CEO or Financial Director, regardless of revenue tier.

Section 5. Fundraising

All fundraising conducted in the name of Rootline or any Branch shall be approved in advance by the Board or, for routine fundraising within established programs, by the President/CEO within parameters set by the Board. All fundraising must comply with applicable installation regulations, nonprofit law, and donor transparency standards. Proceeds must be used solely for mission-aligned purposes. Donor contributions may be unrestricted or restricted; restricted funds must be used in accordance with donor intent and tracked separately. All fundraising events must include budget tracking, donation logging, and financial reconciliation within ten (10) business days.

Section 6. Gifts and Grants

The Board may accept on behalf of Rootline any contribution, gift, bequest, grant, or devise for the nonprofit purposes of the Corporation. Grants and major gifts exceeding $5,000 require Board approval and documentation of any donor restrictions. All grant awards must be reported in annual financial statements.

Section 7. Annual Budget

The Financial Director shall prepare a proposed annual operating budget for Board approval before the start of each fiscal year. The approved budget constitutes the Board's authorization for expenditures within each budget line. A minimum operating reserve equal to three (3) months of operating expenses must be maintained at all times unless otherwise voted on by the Board.

Section 8. Financial Reporting

The Financial Director shall present a financial report to the Board at each regular meeting. An annual financial report summarizing the fiscal year's finances, major initiatives, and fundraising outcomes shall be published and made available to registered members and the public no later than ninety (90) days after the close of each fiscal year.

Section 9. Document Retention

Rootline shall maintain corporate and financial records in both digital and physical form. Minimum retention periods:

- Articles of Incorporation, Bylaws, and amendments: Permanent;

- Board meeting minutes and written consents: Permanent;
- Books of account and financial records: Seven (7) years;
- Grant applications, reports, and award documentation: Seven (7) years;
- Contracts and MOUs: Seven (7) years after expiration or termination;
- Membership and volunteer records: Three (3) years;
- Program reports and evaluations: Five (5) years;
- Personnel and confidential complaint records: Seven (7) years or as required by applicable law.

A detailed Document Retention Policy approved by the Board shall provide additional guidance on storage, destruction, and exceptions to these minimum periods. In the event of pending litigation or government investigation, all potentially relevant records shall be preserved regardless of the normal retention schedule.

Section 10. Insurance

The Board shall establish minimum insurance coverage requirements appropriate for the Corporation's operations in a Board-approved insurance policy. At minimum, the Corporation shall maintain general liability insurance. Where the Corporation or any Branch occupies physical space, conducts in-person programming, or operates vehicles or equipment, coverage shall meet the requirements of the facility owner or installation authority. The President/CEO or designee shall procure and maintain insurance policies meeting Board-established minimums. The Financial Director shall review insurance coverage annually, verify compliance with installation and facility requirements, and present findings to the Board. Insurance costs shall be included in the annual operating budget.

ARTICLE X. PROGRAMS AND QUALITY OF LIFE DATA

Section 1. Programs

Rootline's programs are defined, operated, modified, and discontinued in furtherance of the Corporation's charitable and educational purposes as authorized. Program structures, frameworks, and operational procedures shall be defined in program manuals approved by the President/CEO and ratified by the Board. Program manuals are subordinate to these Bylaws and the Articles. The Board may expand, modify, or sunset programs by majority vote with appropriate notice to affected participants.

Section 2. Program Oversight

The Program Director shall serve as the Board's primary evaluator of program outcomes, impact metrics, and mission alignment. The Program Director shall review program performance data prior to each Board meeting and present findings to the full Board. The President/CEO and relevant Executive Leader shall provide the Program Director with all program data necessary to fulfill this oversight role.

Section 3. Data Governance

The Board shall adopt and maintain a Data Governance Policy defining data collection standards, privacy protections, retention periods for program data, and procedures for data sharing with installation authorities, funders, and the public. Data collection must comply not only with applicable privacy laws but also with Operational Security (OPSEC) and Personal Security (PERSEC) protocols to protect service members' locations, unit affiliations, and operational information. No personally identifiable information shall be included in public reporting. All data collected by Rootline is the property of the Corporation and may not be used for purposes outside Rootline's mission without Board authorization.

Section 4. Program Review and Accountability

The Board shall define program performance criteria, including measurable outcomes and review frequency, as part of each program's approval. Programs shall be reviewed at least annually against established criteria. Programs that consistently underperform shall be subject to improvement plans or sunset recommendations by the Program Director.

Section 5. Transparency and Public Accountability

Rootline is committed to organizational transparency. The following practices are required:

- Approved Board meeting minute summaries shall be made available to registered members within ten (10) business days following their formal approval at the subsequent regular Board meeting, via Rootline's website or upon written request, with confidential content appropriately redacted;
- Annual financial summaries shall be prepared and shared with both the Board and registered members;
- The Articles, Bylaws, and amendment logs shall be publicly accessible on Rootline's website;
- The annual Impact Report shall be made publicly accessible within thirty (30) days of the Annual Meeting;
- Any policy change or organizational restructuring that materially affects member services or access shall be announced publicly within fourteen (14) days of Board approval;
- Board decisions affecting membership, programs, or leadership shall be documented and communicated to appropriate parties.

Section 6. Intellectual Property

The Board shall adopt an Intellectual Property Policy providing detailed guidance on ownership, contributor recognition, and unauthorized use protections.

Section 7. Operational and Personal Security

All data collection, storage, and sharing must prioritize Operational Security (OPSEC) and Personal Security (PERSEC). Rootline shall not store or transmit sensitive data regarding specific unit movements, future deployment dates, or precise mission locations of service members. All volunteers and staff must receive OPSEC awareness training annually. Violations of OPSEC or PERSEC protocols shall be treated as serious conduct violations subject to immediate remedial action.

ARTICLE XI. MEMBERSHIP

Section 1. Eligibility

Rootline membership is open to all individuals affiliated with the military-connected community as defined in the Articles, including active-duty service members, dependents, veterans, retirees, DoD civilians, contractors, and their immediate family members across all branches of service, components, and family structures. Membership is free and never conditional on financial contribution. Members shall not be "members" within the meaning of Hawaii Revised Statutes Chapter 414D and shall not have statutory voting rights.

Section 2. Registration

All members must register through the official registration process to access programs, volunteer opportunities, and participation. Registration requires a name, contact information, and affiliation. Registration shall verify military affiliation through self-certification or third-party verification services.

Rootline shall never photocopy or store images of government-issued military identification cards (CAC or Dependent IDs). Registration data shall be maintained securely in compliance with applicable privacy laws and Rootline's Data Governance Policy and may not be used for personal or external outreach by any Board member, staff, or volunteer.

Section 3. Membership Tiers and Giving

Rootline operates on a donation-based model. Membership is never conditional on financial contribution. Rootline may publish a Supporter Tiers Policy outlining suggested giving levels and associated appreciation benefits. These benefits are expressions of gratitude and are not payments for goods or services. Donation tiers do not confer governance rights. Contributions are intended as tax-deductible donations pending IRS approval.

Section 4. Rights of Members

Registered members may participate in Rootline programs, events, Circles, and volunteer opportunities in accordance with Rootline's mission and policies. Members do not hold voting rights on governance matters. Members may inspect approved Board meeting minute summaries, annual financial summaries, and governance documents upon written request to the Legal Director.

Section 5. Termination of Membership

Membership terminates upon written notice of resignation, or upon a Board determination that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of Rootline, following written notice and an opportunity to be heard. All rights of a member cease upon termination of membership.

ARTICLE XII. ANNUAL MEETING AND IMPACT REPORT

Section 1. Annual Meeting

Rootline shall hold one (1) Annual Meeting per calendar year, open to all registered members, within ninety (90) days of the close of the fiscal year. The Annual Meeting shall include: presentation of the annual Impact Report; a financial summary for the prior fiscal year; an update on programs, partnerships, and Branch activity; recognition of community leaders and volunteers; and an open Q&A session for registered members.

Section 2. Impact Report

The Annual Impact Report is Rootline's primary accountability document to its members, partners, and the military community it serves. The Board shall approve an annual Impact Report. The Impact Report shall be made publicly accessible within thirty (30) days of the Annual Meeting.

Section 3. Notice of Annual Meeting

Notice shall be delivered to all registered members no fewer than thirty (30) days before the meeting by email or other electronic communication. Notice shall state the date, time, place or platform, and agenda. Members who wish to submit questions in advance may do so via a designated form no fewer than seven (7) calendar days before the meeting.

Section 4. Special Member Meetings

Special meetings open to members may be called by the Board when circumstances require communication outside the regular Annual Meeting cycle. Notice of special member meetings shall be provided no fewer than ten (10) days in advance.

ARTICLE XIV. CODE OF CONDUCT AND GRIEVANCE

The Board shall adopt and maintain policies governing organizational conduct, grievance procedures, anti-harassment protections, and whistleblower safeguards applicable to all individuals affiliated with the organization.

ARTICLE XIII. RECORDS, TRANSPARENCY, AND AMENDMENTS

Section 1. Corporate Records

The Corporation shall maintain accurate corporate records including minutes, financial statements, governing documents, and amendment history. Records shall be maintained in accordance with policies adopted by the Board and applicable law.

Section 2. Access and Inspection Rights

Every voting Board member has the absolute right at any reasonable time to inspect and copy all books, records, and documents of Rootline. Registered members and donors may inspect approved Board meeting minute summaries, annual financial summaries, and the Articles and Bylaws upon written request to the Legal Director for purposes reasonably related to their membership. Inspection requests shall be fulfilled within fourteen (14) business days.

Section 3. Amendment of Bylaws

These Bylaws may be amended by a two-thirds (2/3) vote of the full voting Board of Directors, consistent with the Reserved Powers, provided that written notice of the proposed amendment has been distributed to all voting Directors at least fourteen (14) calendar days before the vote, including the exact proposed language and a written rationale. Amendments may be proposed by any current voting Board member or the President/CEO.

If any provision of these Bylaws is held unenforceable or invalid, the remaining provisions shall be unaffected. All references to the Articles refer to the Articles as amended from time to time.

ARTICLE XIV. DISSOLUTION

Section 1. Dissolution Process

Dissolution of Rootline Community Initiative, Inc. shall follow the process defined in Article IX of the Articles of Incorporation, which requires a minimum two-thirds (2/3) affirmative vote of the full voting Board. These Bylaws adopt a higher threshold of eighty percent (80%) affirmative vote of the full voting Board for dissolution, exceeding the minimum required by the Articles. Written notice of no less than thirty (30) days shall be provided to all active Branch directors, registered members, and applicable regulatory authorities before any dissolution vote.

Section 2. Branch Wind-Down

Prior to or concurrent with organizational dissolution, all active Branches must be formally closed. The President/CEO shall coordinate Branch wind-down, which includes returning all Branch assets and records to the parent Corporation, notifying Branch members and installation authorities, complying with all applicable installation regulations regarding Private Organization dissolution, and completing all outstanding financial obligations at the Branch level.

Section 3. Asset Distribution

Distribution of remaining assets upon dissolution shall follow the process defined in Article IX of the Articles. The Financial Director shall prepare a final financial accounting for Board approval before any distribution is made.

CERTIFICATION

The undersigned hereby declare under penalty of perjury that the statements made in the foregoing Bylaws of Rootline Community Initiative, Inc. are true. Upon approval of these Bylaws, all previously adopted versions are rescinded and superseded.

Naomi Suguitan (Jun 25, 2026 19:21:39 GMT+9) 06/2

Naomi Rose P. Suguitan, Incorporator and Board President/CEO

Joanna Marshallsay
Joanna Marshallsay (Jun 29, 2026 09:14:38 GMT+9) 06/2

Joanna Mae Marshallsay, Vice President/Board Chair

Sherry Gordon (Jun 25, 2026 09:42:56 CDT) 06/2

Sherry Gordon, Secretary/Board Legal Director

Tamara Beck (Jun 29, 2026 13:23:59 GMT+9) 06/2

Tamara Beck, Treasurer/Board Financial Director

Jennifer Wilson (Jun 27, 2026 18:46:55 GMT+9) 06/2

Jennifer Wilson, Board Programs Director