



Rootline Community Initiative, Inc. Bylaws

ARTICLE I. ORGANIZATION NAME AND PURPOSE

1. **Organization Name.** The name of this corporation is Rootline Community Initiative, Inc. (hereinafter “Rootline”). Rootline may use the public-facing name “Rootline” or “RCI.”
2. **Registered Agent and Office.** The name and address of the registered agent of Rootline is: Naomi Suguitan, 94-1046 Kaiamu Street, Waipahu, Hawaii, 96797.
3. **Statement of Purpose.** Rootline is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue code, or the corresponding section of any future federal tax code. Rootline shall only engage in acts or activities that further its exempt purpose.

The specific purposes for which Rootline is organized are to fill gaps regarding:

- Community continuity due to frequent locations;
 - Access to inclusive, responsive, peer-led support networks;
 - Volunteer burnout, limited career opportunities, and lack of leadership development pathways, especially for military spouses;
 - Feelings of isolation, lack of trust in local programs, and difficulty navigating toxic or cliquish environments within installation-based organizations.
4. **Mission.** Rootline Community Initiative creates sustainable, peer-led support systems that ensure connection, leadership, and continuity for all individuals navigating military-affiliated life by addressing long-documented gaps in community stability, volunteer support, and inclusive engagement.
 5. **Vision.** Rootline envisions a future where every person connected to military life, regardless of location, status, or identity, can access consistent, inclusive, and community-driven systems of support, leadership, and connection that do not disappear with each move.
 6. **Values.** Rootline’s values shape how we lead, support, and grow together. They protect our culture, guide how we treat people, and ground every decision.
 - a. **People First.** We treat every individual with care, respect, and dignity. Relationships come before roles.
 - b. **Access with Purpose.** We create clear, equitable pathways to leadership and contribution grounded in mission and merit.
 - c. **Integrity in Action.** We follow defined processes, communicate openly, and take responsibility for our decisions.



- d. **Community-Centered Design.** We build programs that respond to lived experiences and strengthen connection, trust, and visibility.
- e. **Continuity That Lasts.** We design systems built for stability and transfer, so support continues no matter who moves or leads next.

ARTICLE II. OFFICERS AND GOVERNING BODY

1. **Board of Directors.** The Board of Directors is the governing body of Rootline, responsible for strategic direction, financial oversight, policy creation, program oversight, and organizational accountability. Directors shall act in the best interest of the organization and its mission, upholding the values of integrity, equity, and inclusion.
2. **Number of Directors.** Rootline shall consist of no fewer than three (3) and no more than fourteen (14) directors, and collectively they shall be known as the board of directors. The required Directors of Rootline shall be the President, Secretary, and Treasurer. These roles may not be held by the same individual simultaneously. Rootline may appoint a Vice President or other Directors as needed. These roles shall support the work of the board but are not required for compliance.
3. **Qualifications.** Directors shall be the age of majority in this state. Other qualifications for directors of Rootline shall be as follows:
 - a. Must be affiliated with the military-connected community (including service members, dependents, DoD civilians, or immediate family members) and demonstrate alignment with Rootline's mission and values. Candidates must not have outstanding conflicts of interest or active misconduct investigations.
 - b. **Powers.** Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of Rootline, the activities and affairs of Rootline shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.
4. **Terms of Office.** Directors serve one-year terms. All Directors except the President may serve up to two consecutive terms in the same role, if selected.
 - a. The President may serve only one term, with a mandatory one-year break before being eligible again unless no eligible or willing successor is identified. In such a case, the Succession Panel may vote to extend the incumbent's term by one year.
 - b. After two terms in any position, a one-year break is required unless no eligible successor is identified. In such a case, the Succession Panel may vote to extend the incumbent's term by one year.



- c. All term extensions must be confirmed by a majority vote of the Succession Panel, a majority vote of the current active Board, and documented in the meeting minutes.
5. **Compensation.** All members of the Board of Directors shall serve in a strictly volunteer capacity. No Director may receive compensation, honoraria, stipends, or paid contracts of any kind from Rootline Community Initiative, Inc.
- a. Directors may be reimbursed for reasonable, pre-approved out-of-pocket expenses incurred while performing official duties on behalf of Rootline. All reimbursements must follow Rootline's financial policies, require itemized receipts, and be documented in meeting minutes.
 - b. Board members may not serve simultaneously as paid contractors, employees, or facilitators for Rootline. Any Director wishing to be considered for a paid role must first resign from the Board, and may not be reappointed until at least one full year has passed from the end of the paid contract.
6. **Confidentiality.** The following categories are considered confidential and may not be shared outside the Board or authorized Rootline personnel unless explicitly authorized by the Board:
- Personal data of members, volunteers, or donors (e.g., full names, addresses, phone numbers, financial details, identifying demographic info)
 - Internal financial records prior to public reporting (e.g., pending budgets, grant applications, draft IRS filings)
 - Unreleased board meeting minutes or documentation of disciplinary matters
 - Sensitive partnership or sponsorship negotiations not yet finalized
 - Unpublished strategic plans or decisions not yet communicated to the public or general membership
 - Investigation records related to formal grievances or complaints
 - Member registration data will be maintained securely in compliance with U.S. privacy laws and DoD policy. Access is restricted to authorized Board members and is not to be used for personal or external outreach.
- a. Confidential material does not include:
- General concerns or dissent about governance practices
 - Public-facing materials or events



- General financial summaries once approved
 - Board decisions that affect public programming or member experience
 - Any information required to be disclosed by law or IRS guidelines
 - Any information required to be disclosed to FMWR
- b. Good faith dissent, questions, or whistleblower concerns—especially regarding misuse of power, funds, or process—are not breaches of confidentiality and may not be penalized.
7. **Conduct Expectations.** All Board members and program leaders shall uphold Rootline’s values and operate with professionalism, integrity, and accountability. The following behaviors are strictly prohibited and may result in formal disciplinary action or removal:
- Gossip, backchanneling, or exclusionary behavior
 - Group pressure tactics or retaliation
 - Discrediting fellow leaders or members in public or private
 - Manipulation of procedures to maintain personal control or suppress dissent
 - Use of Rootline resources (e.g., platforms, graphics, events) to advance personal agendas or cause harm
 - Failure to disclose potential conflicts of interest
8. **Vacancies.** Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any directors and (2) whenever the number of authorized directors is increased.
- Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors and by meeting the necessary qualifications. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.
- a. **Emergency Board Reformation Protocol.** In the event that all current Board members resign or are unable to serve, the Founder or last-seated President shall be authorized to convene an Emergency Reformation Meeting and appoint an interim panel of three members to restore governance capacity until elections can be held.
9. **Resignations.** Any director may resign effective upon giving written notice to the President of the board, the secretary, or the board of directors, unless the notice specifies a later time for the



effectiveness of such resignation. No director may resign if Rootline would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the state. The resignation shall become effective on the date specified in the notice, or if no date is specified, upon receipt. The Board shall formally acknowledge the resignation in the meeting minutes.

10. **Removal.** A Director may be removed from office prior to the end of their term only for cause, including but not limited to:

- Failure to fulfill duties, including habitual neglect or repeated unexcused absences from Board meetings.
- Breach of confidentiality or fiduciary duty.
- Violation of behavioral ethics as defined in these Bylaws, including conduct contributing to power imbalances, harassment, retaliation, gossip, or disruption of organizational culture.
- Demonstrated conflict of interest that materially affects board decisions or reputation.
- Misuse of organizational funds, assets, or influence.

a. **Removal Process.** Removal Procedure involves the execution of the following process:

- i. Notice of Concern: Any Board member or Rootline member may submit a formal Notice of Concern, detailing the behavior and citing this Bylaws section.
- ii. Initial Review: The President (or Vice-President, if the concern is about the President) will initiate a private review with one additional uninvolved Board member.
- iii. Investigation: If the concern warrants further action, the Board will initiate a confidential inquiry with the option to include an external advisor or ethics consultant.
- iv. Right to Respond: The Director under review shall have the opportunity to respond in writing and/or appear before the Board.
- v. Board Vote: A vote for removal requires a supermajority (80% of active Board members).
- vi. Documentation: All findings and decisions must be documented and retained in Board records.



b. **Suspension.** The Board may, by majority vote, suspend a Director's access to systems, voting privileges, or representative duties only while a formal investigation is conducted and only in cases where there is credible evidence of one or more of the following:

- Misuse or unauthorized use of Rootline funds, assets, or privileges
 - Harassment, threats, or abuse toward a member, volunteer, or partner
 - Breach of confidentiality that jeopardizes member privacy or organizational integrity
 - Deliberate bypassing of governance procedures to override Board decisions
 - Clear actions that expose Rootline to significant legal, financial, or reputational harm
- i. Suspension shall not be used to silence dissent, prevent the airing of concerns, or retaliate against whistleblowing or protected opinions. Holding leadership accountable or raising structural concerns—when done in good faith—shall never be grounds for suspension.
- ii. If a Director believes their suspension was retaliatory or in bad faith, they may immediately request a third-party review or peer hearing to be convened within 7 business days. This review may include a neutral party from outside the current Board (e.g., a former board member, partner organization, or advisory circle member) to preserve impartiality.
- iii. All suspension decisions and justifications must be recorded in the board minutes, with appropriate redactions, and made available to members upon request. If the investigation results in no formal removal, all access and responsibilities must be fully restored.

ARTICLE III. ELECTIONS AND VOTING

1. **Nominations.** Nominations for board roles may be submitted by current Board Members, active Circle Leads, current Rootline contributors, or Rootline members via digital ballot no later than the last day of April.
2. **Qualification.** The Succession Panel will conduct a qualification review based on pre-established criteria. Only candidates deemed qualified will move forward to an anonymized scoring round.



3. **Scoring.** In this scoring phase, the Board (excluding any candidates) rates each candidate on skill, contribution, availability, and mission alignment.
4. **Selection.** The candidate with the highest composite score will be offered the position no later than the last day of May.

ARTICLE IV. BOARD MEETINGS

1. **Place of Meetings.** Meetings shall be held at the principal office of Rootline unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.
 - a. Board meetings are expected to be held in person whenever possible to foster accountability, engagement, and shared leadership. Directors may attend virtually only if they are out of town, dealing with illness, or facing an unforeseen circumstance.
 - b. Remote participants must notify the Chair in advance and will still count toward quorum and retain full voting and discussion rights. Routine remote attendance without a valid reason may be addressed during board performance reviews or Chair check-ins.
2. **Regular Meetings.** The Board of Directors shall meet at least once per month. Regular meetings of directors shall be held on the second Tuesday of each month at 11:00 a.m., unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.
3. **Special Meetings.** Special meetings of the board of directors may be called by the chairperson, the president, the vice president, the secretary, or by any two directors. Such meetings shall be held at the principal office of Rootline or, if different, at the place designated by the person or persons calling the special meeting.
4. **Notice of Meetings.** Unless otherwise provided by the articles of incorporation, by these bylaws, or by provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:
 - a. **Regular Meetings.** No notice need be given of any regular meeting of the board of directors unless a rescheduling takes place. A rescheduled meeting requires at least 7 days' written notice to all Directors. The agenda must be distributed no fewer than 72 hours prior to the meeting.
 - b. **Special Meetings.** At least 48 hours' prior notice shall be given by the secretary of Rootline to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by telephone, or by email, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.



Special emergency meetings are received for time-sensitive legal, financial, or safety-related matters.

5. **Quorum for Meetings.** A simple majority of currently serving Directors constitutes a quorum. No board business may be conducted without a quorum.
6. **Majority Action as Board Action.** Motions pass by majority vote of Directors present, unless otherwise specified in these Bylaws. The President or Chair may not override any board decision. Tie votes must be tabled to the next meeting unless a neutral advisory vote is approved. Abstentions must be clearly stated and recorded in the minutes. An abstention does not count toward the vote total.
7. **Conduct of Meetings.** Rootline meeting procedures shall reflect the organization's core values. All Directors must have a fair opportunity to participate, propose, and vote without needing expert knowledge of formal rules.
 - a. **Presiding of Meetings.** Board meetings shall be chaired by the President. If unavailable, the Vice President shall preside. If neither are available, the Directors present may choose a Chair by majority vote.
 - b. **Behavioral Expectations.** All Directors must maintain professional conduct during meetings. Side conversations, gossip, repeated interruptions, group intimidation tactics, and retaliation against dissenting voices are strictly prohibited. Violations may be addressed through the conduct review process outlined in this Bylaws.
 - c. **Meeting Format.** Meetings shall follow a simple, consistent agenda format that includes:
 1. Call to Order
 2. Attendance and Quorum Verification
 3. Approval of Agenda and Prior Minutes
 4. Reports
 5. Discussion Items
 6. Action Items (Voting)
 7. Open Forum
 8. Adjournment

This format is loosely based on Robert's Rules of Order, but Rootline does not adopt Robert's Rules or any external parliamentary authority.



- d. **Board Reports.** All program or committee reports are due no fewer than 96 hours before a scheduled board meeting and must be reviewed by the Secretary for inclusion.
- e. **Debate Process.** Each Director may speak once per motion or agenda item during the initial round of discussion. A second speaking opportunity (rebuttal) is allowed only after all others have spoken. Rebuttals must offer new insight or direct clarification, not personal disagreement or repetition. The Chair may deny rebuttals or interrupt any speaker who:
- Goes off-topic
 - Repeats earlier points
 - Engages in disrespectful conduct

A motion to close discussion may be made by any Director and requires a majority vote to pass.

- f. **Minutes and Records.** Minutes shall include the meeting date and time, attendees, agenda items, a summary of discussion, motions made, voting outcomes (including abstentions), and any assigned action items. Minutes must be approved at the next regular meeting and, once approved, are locked from editing. Approved minutes are made accessible to members via Rootline website or upon written request, with confidential content redacted when appropriate.

ARTICLE V. OFFICERS AUTHORITY AND DUTIES

1. **Responsibilities of Directors.** General responsibilities of Directors include:

- Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of Rootline;
- Supervise all officers, agents, and employees of Rootline to assure that their duties are performed properly;
- Meet at such times and places as required by these bylaws;
- Register their email and addresses with the secretary of Rootline, and notices of meetings mailed, emailed, or faxed to them at such addresses shall be valid notices thereof.



2. Duties of the President. The president shall be the chairperson and chief executive officer of Rootline and shall, subject to the control of the board of directors, supervise and control the affairs of Rootline and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. They shall, including but not limited to:

- a. Preside at all meetings of the board of directors and at all meetings of the members, ensuring that they are conducted according to the Bylaws;
- b. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of Rootline, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the board of directors;
- c. Ensure that the Constitution and Bylaws are upheld;
- d. Coordinate the annual planning calendar and oversee major initiative alignment;
- e. Liaise with external stakeholders (e.g., MWR, Garrison, donors, advisors) on behalf of Rootline;
- f. Ensure board actions are followed up and that deadlines are tracked and met;
- g. Serve as the main point of contact for emergency or rapid-response decisions (within limits set by the bylaws);
- h. Convene the Succession Panel and ensure term transitions are on track;
- i. Delegate responsibly and communicate leadership expectations to Directors;
- j. Represent Rootline in joint ventures, public platforms, or press as needed.

3. Duties of the Vice President. In the absence of the president or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions on the president. The vice president shall have other powers and perform such other duties as may be prescribed by the board of directors, to include, but not be limited to, the duties as follows:

- a. Act as Chair in the President's absence or if the seat is temporarily vacant;
- b. Monitor internal team dynamics and act as a bridge between directors when disputes arise;
- c. Manage onboarding and engagement of new directors, volunteers, or partner leaders;



- d. Serve on or coordinate the Succession Panel, ensuring term limits and role pipelines are upheld;
- e. Coordinate inter-program alignment and ensure shared resources are equitably accessible;
- f. Support project management across initiatives that do not fall under a specific officer.

4. Duties of Secretary. The secretary shall:

- a. Certify and keep at the principal office of Rootline the original, or a copy, of these bylaws as amended or otherwise altered to date;
- b. Keep at the principal office of Rootline or at such other place as the board may determine a book of minutes of all meetings of the directors and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- c. Ensure that the minutes of meetings of Rootline, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of Rootline;
- d. Such documents shall be recorded in the records of Rootline no later than five (5) business days after the date of the meeting;
- e. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- f. Be custodian of the records and of the seal of Rootline and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of Rootline;
- g. Keep at the principal office of Rootline a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased;
- h. Exhibit at all reasonable times to any director of Rootline, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of Rootline;
- i. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

5. Duties of Treasurer. The treasurer shall:



- a. Have charge and custody of, and be responsible for, all funds and securities of Rootline in such banks, trust companies, or other depositories as shall be selected by the board of directors;
- b. Receive, and give receipt for, monies due and payable to Rootline from any source whatsoever;
- c. Disburse, or cause to be disbursed, the funds of Rootline as may be directed by the board of directors, taking proper vouchers for such disbursements; Keep and maintain adequate and correct accounts of Rootline's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- d. Exhibit at all reasonable times the books of account and financial records to any director of Rootline, or to his or her agent or attorney, on request therefor;
- e. Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of Rootline;
- f. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
- g. The Treasurer shall maintain detailed and accurate records of all income and expenses. Board approval is required for any expense exceeding \$250. Any disbursement over \$500 must receive dual authorization from the Treasurer and one other officer.
- h. Ensure that the Board shall review financials monthly and publish an annual report summarizing finances, major initiatives, and fundraising outcomes;
- i. Determine an annual operating budget that must be approved by the Board before the start of the fiscal year. Any mid-year adjustment over \$1,000 requires a Board vote. A minimum reserve equal to one month of operating expenses must be maintained unless otherwise voted on by the Board;
- j. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of Rootline, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Article VI. COMMITTEES

- 1. Standing Committees.** Standing Committees may be created by the Board of Directors to fulfill long-term organizational functions that support Rootline's mission. These committees operate under board oversight and must adhere to the same code of conduct and transparency principles.

The creation of a Standing Committee must be approved by a majority vote of the Board and include a written charge defining its purpose, authority, composition, and reporting schedule.



2. **Temporary Panels or Task Teams.** Temporary Panels (e.g., Succession Panel, Program Review Panel) may be established to address specific needs, decisions, or issues. These bodies are temporary, with a defined end date or task completion milestone.

3. **Composition and Selection.** Committees must consist of at least three individuals, including at least one board member and one non-board member where applicable. The Board may designate a Chair or require the committee to self-organize. All committee appointments are subject to board confirmation and review. No committee may act independently on matters that bind the organization without prior board approval

4. **Authority and Limits.** Committees and Panels may recommend, implement delegated tasks, or manage specific events or programs. They may not make final decisions regarding governance, finances, or policy unless explicitly authorized by the Board. All major decisions, especially those involving funding, must return to the Board for a vote. The Board retains the authority to override, modify, or dissolve any committee at any time.

5. **Reporting Requirements.** 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 records are considered Rootline property and must be handed over at the conclusion of service.

6. **Active Standing Committees**

- a. **Succession Panel Committee.** If a role is scheduled to be vacated due to term limits or resignation, a Succession Panel shall be formed no later than 60 days before the term ends. The panel shall consist of the Vice-President (or another board member if no Vice-President exists or the Vice-President would like to return for another term), one non-returning Board Member, and one active Circle Lead or contributor not seeking board election. Panel members shall have no conflict of interest with any nominees or candidates.

If no eligible or willing successor is identified by 30 days before the term ends, the Succession Panel and the Board may vote to extend the incumbent's term for one year through a majority vote.

Succession Panel selections are binding unless overruled by a $\frac{2}{3}$ vote of the full Board. Panel extensions of term limits require a simple majority vote from both the Panel and the Board.

ARTICLE VI. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

1. **Execution of Instruments.** The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of Rootline to enter into any contract or execute and deliver any instrument in the name of and on behalf of Rootline, and such authority



may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind Rootline by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

2. **Checks and Notes.** Except as otherwise specifically determined by resolution of the board of directors or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of Rootline shall be signed by the treasurer and countersigned by the president of Rootline.
3. **Deposits.** All funds of Rootline shall be deposited on a weekly basis to the credit of Rootline in such banks, trust companies, or other depositories as the board of directors may select.
4. **Gifts.** The board of directors may accept on behalf of Rootline any contribution, gift, bequest, or devise for the nonprofit purposes of Rootline.
5. **Fundraising Practices.** All fundraising conducted in the name of Rootline shall:
 - a. Be approved in advance by the Board.
 - b. Comply with all applicable base regulations, nonprofit law, and donor transparency standards.
 - c. Be used solely for the mission-aligned purposes outlined in the approved budget or Board resolution.
 - d. Not be used to directly benefit any one member, business, or Board member unless through a clearly established and publicly posted grant or sponsorship process.
 - e. Donor contributions may be unrestricted or restricted. Restricted funds must be used in accordance with donor intent.
 - f. Fundraising events must include budget tracking, donation logging, and reconciliation with Rootline's primary financial system within 10 business days.

ARTICLE VII. CORPORATE RECORDS AND REPORTS

1. Rootline shall keep it in both digital and physical form at its principal office according to the minimum timelines:
 - a. A copy of Rootline's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of Rootline at all reasonable times during office hours: Permanent
 - b. Minutes of all meetings of directors, committees of the board, and, if Rootline has members, of all meetings of members, indicating the time and place of holding such



- meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof: Permanent
- c. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses: 7 years
 - d. A record of its members and volunteers, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership: 3 years
 - e. Grant Applications, Reports, and Awards: 7 years
 - f. Program Reports and Evaluations: 5 years
 - g. Contracts and MOUs: 7 years after expiration or termination
 - h. Personnel or Confidential Complaints (if applicable): 7 years or as required by law
2. All documents must be stored in a secure, organized system accessible to the Board and made available to authorized individuals as needed.
3. **Access and Availability of Corporate Records.** To ensure transparency and trust:
- a. Approved Board Meeting Minutes shall be posted on Rootline's official website or made available upon request within 14 days of approval.
 - b. Annual Financial Reports shall be published online or shared upon request by any member of the military community.
 - c. Constitution and Bylaws shall be publicly accessible and include version history and amendment dates.
 - d. Program Reports and Grant Awards shall be summarized in the annual report and shared with stakeholders and donors.
 - e. Any policy change or organizational restructuring that materially affects services or access shall be announced publicly within 14 days of board approval.
4. **Amendment Tracking.** Each amendment to Rootline's governing documents must include:
- a. A unique amendment number and effective date
 - b. The article or section affected
 - c. A brief description of the change



- d. The voting outcome and meeting date
- e. A digital record stored in Rootline's official amendment ledger

All amendments must be presented clearly in updated documents using brackets or tracked changes until formally compiled in the next official edition.

5. Inspection Rights.

- a. **Director Rights.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of Rootline and shall have such other rights to inspect the books, records, and properties of Rootline as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.
- b. **Registered Members and Donors' Inspection Rights.** Each and every member or donor shall have the rights to inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of Rootline by the member, for a purpose reasonably related to such person's interests as a member or donor.
- c. **Right to Copy and Make Extracts.** Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

ARTICLE VIII. CONFLICT OF INTEREST AND COMPENSATION APPROVAL

- 1. **Purpose of Conflict of Interest Policy.** The purpose of this conflict of interest policy is to protect this tax-exempt Rootline's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Rootline or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
- 2. **Definitions**
 - a. **Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.



- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
- An ownership or investment interest in any entity with which Rootline has a transaction or arrangement,
 - A compensation arrangement with Rootline or with any entity or individual with which Rootline has a transaction or arrangement, or
 - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Rootline is negotiating a transaction or arrangement.
- c. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.
3. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
4. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
5. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- a. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - b. After exercising due diligence, the governing board or committee shall determine whether Rootline can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.



c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Rootline's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

6. **Violations of the Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - a. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
7. **Annual Statements.** Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement that affirms such person:
 - has received a copy of the conflicts of interest policy;
 - has read and understands the policy;
 - has agreed to comply with the policy; and
 - understands Rootline is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.
8. **Periodic Reviews.** To ensure Rootline operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to Rootline's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.
 - c. **Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 7, Rootline may, but need not, use outside advisers. If outside experts are used, their use



shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX. AMENDMENT OF BYLAWS

1. **Amendment of Bylaws.** These Bylaws may be amended by a $\frac{2}{3}$ vote of the full Board of Directors, provided that notice of the proposed amendment(s) has been distributed to all Directors at least 14 calendar days in advance of the vote.
2. **Amendment Submission Process.** Proposed amendments must be submitted in writing and include the exact language being changed or added. The reason for the amendment and any supporting rationale or impact statement must be provided with the proposal. Amendments may be proposed by any current Board member.
3. **Amendment Recording.** Approved amendments shall be incorporated into the official Bylaws and marked with the date of adoption. The most recent version of the Bylaws, including tracked amendments, shall be published to Rootline's internal records and made available to members upon request. Outdated versions must be archived, clearly marked as superseded, and not used in decision-making.
4. **Construction and Terms.** If there is any conflict between these Bylaws and the Constitution or Articles of Incorporation, the Constitution or Articles of Incorporation shall govern.
 - a. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.
 - b. All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of Rootline filed with an office of this state and used to establish the legal existence of Rootline.
 - c. All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE X. MEMBERSHIP

1. **Members.** Rootline shall have only one class of members. No member shall hold more than one membership in Rootline. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of Rootline, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.
2. **Qualifications of Members** The qualifications for membership in Rootline are as follows:



- a. Membership in Rootline is open to all individuals affiliated with the military community, including active-duty service members, dependents, veterans, retirees, DoD civilians, and their families.
 - b. Participants must be based in or connected to the installation or local community where Rootline operates.
3. **Admission of Members.** All members must register with Rootline through the official registration process to gain access to programs, volunteer opportunities, and Circle participation.
4. **Fees and Dues.** Rootline operates on a donation-based model, not a dues-based one. Membership is never conditional on financial contribution. However, Rootline encourages voluntary, recurring donations from members who wish to support its mission.
 - a. Rootline may publish a Supporter Tiers Policy, outlining suggested monthly and annual giving levels and associated appreciation benefits (such as badges, recognition, early access, etc.).
 - b. These benefits are intended as mission-aligned thank-yous and are not considered payment for goods or services.
 - c. Donation tiers are updated periodically and do not confer governance rights or voting privileges beyond what is already afforded to members or board members under these bylaws. Contributions are tax-deductible donations (pending IRS approval) and not payments for goods or services.
5. **Number of Members.** There is no limit on the number of members Rootline may admit.
6. **Membership Book.** Rootline shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. This record shall be maintained securely in Rootline's digital system or principle office.
7. **Nonliability of Members.** A member of Rootline is not, as such, personally liable for the debts, liabilities, or obligations of Rootline.
8. **Nontransferability of Memberships.** No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.
9. **Termination of Membership.** The membership of a member shall terminate upon the occurrence of any of the following events:
 - a. Upon his or her notice of such termination delivered to the president or secretary of Rootline personally or by mail, such membership shall terminate upon the date of delivery of the notice or date of deposit in the mail.



- b. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of Rootline. Any person expelled from Rootline shall receive a refund of dues already paid for the current dues period.
- c. All rights of a member in Rootline shall cease on termination of membership as herein provided.

10. Meetings of Members. Place of Meetings Meetings of members shall be held at the principal office of Rootline or at such other place or places as may be designated from time to time by resolution of the board of directors.

- a. **Regular Meetings.** Rootline shall hold two (2) public Town Halls each calendar year—one in the first half of the year (January–June) and one in the second half of the year (July–December). These Town Halls shall include updates on programming, leadership development, finances, partnerships, and membership engagement.
- b. **Special Meetings of Members.** Special meetings of the members shall be called by the board of directors, the chairperson of the board, or the president of Rootline, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.
- c. **Notice of Meetings.** Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by email, or by phone, by or at the direction of the president, or the secretary, or the persons calling the meeting, to each member registered with Rootline through the official process.
- d. **Conduct of Meetings.** Meetings of members shall be presided over by the chairperson of the board, or, if there is no chairperson, or in his or her absence, by the president of Rootline, or, in his or her absence, by the vice president of Rootline, or, in the absence of all of these persons, by a chairperson chosen by the Board present at the meeting. The secretary of Rootline shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.
- e. **Records and Follow-Up.** A written summary or recording of each Town Hall shall be made available within 10 business days. Any common questions or concerns raised by members will be acknowledged and responded to in writing or in the next public meeting.



Recordings or summaries will be stored in the member-access section of the Rootline website or archives.

11. **Member Participation and Voting Rights.** Members do not have the authority to vote on organizational matters or decisions. All feedback is collected, reviewed, and used to guide programming and governance discussions.

Members who wish to speak, ask questions, or share comments at a Town Hall must:

- Submit their topic or question in writing via the designated online form
- At least 5 calendar days before the scheduled meeting
- Submissions must include the member's name, affiliation (e.g., Circle, HBB, PO), and a brief summary of their input or inquiry

This process allows for thoughtful responses, agenda preparation, and a respectful meeting environment.

ARTICLE XI. CODE OF CONDUCT AND BEHAVIORAL ETHICS

1. **Organizational Culture.** Rootline Community Initiative is committed to cultivating a culture of respect, collaboration, and psychological safety across all programs, Circles, and leadership spaces. All participants—including members, volunteers, Circle Leads, and Board Members—are expected to contribute to an environment free from gossip, hostility, exclusion, and retaliation.
2. **Core Expectations of Behavior.** All individuals affiliated with Rootline shall:
 - a. Treat others with respect, dignity, and fairness at all times;
 - b. Refrain from personal attacks, gossip, backchanneling, and divisive communication;
 - c. Use designated channels to voice concerns, file complaints, or seek mediation;
 - d. Respect boundaries in meetings by listening actively, not dominating discussions, and avoiding side conversations or digital distractions;
 - e. Follow the spirit and letter of Rootline's mission, values, and member agreements.
3. Failure to meet these expectations may result in coaching, mediation, suspension from events, or removal from roles or membership in accordance with due process.
4. **Anti-Harassment & Misconduct.** Harassment, discrimination, bullying, and abusive behavior are strictly prohibited. This includes:
 - a. Intimidation, belittling, or mobbing (in person or online);



- b. Manipulative or toxic leadership behaviors;
 - c. Retaliation against individuals who report concerns or participate in investigations.
5. Concerns should be reported through the grievance process. Grievances may be submitted anonymously and will be investigated confidentially by a designated ethics team or third-party panel if necessary.
 6. **Upholding Code of Conduct.** All members of Rootline—including Circle participants, donors, and affiliated volunteers—are expected to uphold the Code of Conduct outlined herein.
 7. If a member is alleged to have violated this Code through actions such as harassment, repeated disruption, retaliation, defamation, or undermining community values, the Due Process and Grievance Policy will be enacted.

ARTICLE XII. DUE PROCESS & GRIEVANCE POLICY.

1. Rootline is committed to maintaining an ethical, inclusive, and accountable environment. This policy ensures that concerns, conflicts, and formal grievances are addressed fairly and without retaliation.
2. **Who May File.** Any active member, Circle participant, program volunteer, or Board member may submit a grievance or conflict concern for review under this policy.
3. **Grounds for Grievance.** Grievances may be filed for issues including, but not limited to: Breach of Rootline's Code of Conduct or behavioral expectations; Retaliation, exclusion, or harassment; Misuse of position, power, or organizational resources; Unethical conduct or abuse of process; Conflicts of interest or decision-making bias; Failure of leadership to uphold community accountability values.
4. **Filing Process.** Grievances must be submitted in writing using the designated Grievance Form or by email to the Board. Anonymous reports will be reviewed but may limit the available actions. Grievances should include relevant dates, parties involved, and supporting evidence, if applicable.
5. **Review and Investigation.** Within 7 business days, the Board (or assigned Ethics Panel) will:
 - a. Acknowledge receipt of the grievance;
 - b. Determine whether the concern qualifies for formal investigation;
 - c. Appoint a neutral party or subcommittee to conduct a confidential review, including interviews, documentation collection, and clarification of facts;
 - d. Determine appropriate next steps (see Section 12.06).



6. **Resolution Pathways.** Depending on the findings, the following actions may be taken:

- a. Informal resolution through facilitated dialogue or coaching;
- b. Written warning or behavioral agreement;
- c. Suspension from participation in specific programs or events;
- d. Formal removal from Circle, leadership role, or membership;
- e. Referral to an outside advisory group for final determination of neutrality cannot be maintained.
- f. All outcomes will be documented in Rootline's administrative log, with affected parties notified in writing.

7. **Right to Appeal.** Individuals may submit a written appeal within 5 business days of outcome notification. Appeals must state the grounds for appeal and include any new relevant information. Appeals are reviewed by an alternate panel not involved in the initial decision.

8. **Protections and Safeguards.** Individuals filing grievances in good faith shall not face retaliation. Concerns raised through this process shall be treated with confidentiality to the fullest extent possible. Patterns of repeated grievance misuse or weaponization of the process will be addressed with appropriate accountability measures.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Rootline Bylaws are true. Upon approval of these Bylaws, all previously published articles are rescinded.

07/04/2025

Naomi Rose P. Suguitan, President

07/04/2025

Sherry Gordon, Secretary

07/09/2025

Tamara Beck, Treasurer