

BYLAWS
OF
MT. COMFORT CHURCH, INC.

ARTICLE I
General

Section 1. Name. The name of the corporation is Mt. Comfort Church, Inc. (the “Corporation”).

Section 2. Principal Address. The address of the Corporation’s principal office is 3179 North 600 West, Greenfield, IN 46140, and the name and address of its registered agent and registered office is 2700 Market, LLC, 2700 Market Tower, 10 W. Market St., Indianapolis, Indiana 46204. The location of its principal office, or the designation of its registered agent or registered office, or both, may be changed at any time, or from time to time when authorized by the Board of Directors.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December next succeeding.

ARTICLE II
Membership

Section 1. General. The Corporation shall have one (1) class of members (the “Members”). The admission and removal of Members shall be determined in accordance with the Membership Policy adopted and administered by the Board of Directors from time to time.

Section 2. Annual Meeting. There shall be an annual meeting of the Members of the Corporation. The annual meeting of the Members shall be held at such place and time as determined by the Board of Directors. At the annual meeting, the President and Treasurer of the Corporation, or their designees, shall report on the activities and financial condition of the Corporation. In addition, the Members shall consider and act upon such other matters as may be raised consistent with the notice requirements of Section 5 of this Article II.

Section 3. Regular Meetings. The Corporation may hold regular meetings of the Members, as fixed by these Bylaws for the purpose of considering and acting upon such matters as may be raised consistent with the notice requirements of Section 5 of this Article II.

Section 4. Special Meetings. Special meetings of the Members of the Corporation may be called at any time by the Board of Directors or by a written demand to the Secretary of at least ten percent (10%) of the Members. A special meeting shall be held at a time and place specified by the caller or callers of the special meeting. Notice of such special meeting and the purposes of such special meeting shall be given in accordance with the requirements of Section 5 of this Article II. No business other than that specified in the notice shall be transacted at any special meeting.

Section 5. Notice of Meetings. The Corporation shall give oral or written notice of meetings of Members in a fair and reasonable manner. Notice is deemed fair and reasonable if the following occur:

(a) The Corporation notifies the Corporation's Members of the place, date, and time of each annual, regular, and special meeting of Members not less than ten (10) days before the meeting date, if the notice is mailed by first class or registered mail, or, if notice is mailed by other than first class or registered mail, thirty (30) days to sixty (60) days before the meeting date;

(b) Notice of an annual or a regular meeting includes a description of any matter or matters to be considered at the meeting that must be approved by the Members;

(c) Notice of a special meeting includes a description of the purpose for which the meeting is called; and

(d) If the Corporation's membership consists of more than one thousand (1,000) Members, notice of the place, date, and time of an annual, a regular, or a special meeting, and in the case of a special meeting, the purpose of the special meeting, may be given by one (1) publication in a newspaper of general circulation, printed in English, in the county in which the Corporation has the Corporation's principal office if the publication is made not less than ten (10) days and not more than thirty (30) days before the meeting date.

A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to Members constitutes a written notice or report if addressed or delivered to the Member's address shown in the Corporation's current official registry of Members, or if Members are residents of the same household and have the same address in the Corporation's current official registry of Members, if addressed or delivered to one (1) of the Members at the address appearing on the current official registry of Members.

Written notice by the Corporation to a Member is effective when mailed, if correctly addressed to the Member's address shown in the Corporation's current record of Members. A written notice transmitted by facsimile or electronic mail is effective when received. Oral notice is effective when communicated.

Except as provided by statute, if an annual, a regular, or a special meeting of Members is adjourned to a different date, time, or place, it is not required that notice be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment.

Section 6. Waiver of Notice. Notice may be waived in a writing, signed by the Member entitled to notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting (a) waives objection to lack of notice or defective notice unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and (b) waives objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the Member objects to considering the matter when the matter is presented.

Section 7. Quorum. The Members present and voting at any duly announced meeting shall constitute a quorum at all meetings of the Members. After a vote is represented for any purpose at a meeting, the vote is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting. Any meeting of the Members, including annual and special meetings or any adjournments thereof, may be adjourned to a later date although less than a quorum is present. Unless at least one-third (1/3) of the membership is present, the only matters that may be voted upon at an annual or a regular meeting of the Members are those matters that are described in the meeting notice.

Section 8. Vote of Members. Unless otherwise provided in the Articles of Incorporation or these Bylaws, each Member of the Corporation shall be entitled to one (1) vote on each matter properly to come before the Members.

Section 9. Action by Written Consent. Any action required or permitted to be approved by the Members may be taken without a meeting of the Members if the action is approved by Members holding at least eighty percent (80%) of the votes entitled to be cast on the action. The action must be evidenced by at least one (1) written consent describing the action taken that meets the following conditions:

(a) is signed by the Members representing at least eighty percent (80%) of the votes entitled to be cast on the action; and

(b) is included in the minutes or filed with the Corporation's records reflecting the action taken.

Requests for written consents must be delivered to all Members.

Section 10. Action by Written Ballot. Any action that may be taken at an annual, regular, or special meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the action. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes casts was the same as the number of votes cast by ballot. A solicitation for votes by written ballot must (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each matter, and (c) specify the time by which a ballot must be received by the Corporation to be counted. A written ballot may not be revoked.

Section 11. Means of Communication. The Corporation and the Board of Directors may (a) permit a Member to participate in an annual, a regular, or a special meeting, or (b) conduct an annual, a regular, or a special meeting, through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by such means shall be considered present in person at the meeting.

Section 12. Voting by Proxy. No Member of the Corporation may vote by proxy.

ARTICLE III
Board of Directors

Section 1. Directors. The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles of Incorporation and these Bylaws. Notwithstanding the foregoing statement, neither the Corporation nor any of its officers, directors, employees or other representatives shall have the power or authority to do any act that will prevent the Corporation from being an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent federal tax laws, (the “Code”). The directors and each of them shall have no authority to bind the Corporation except when acting as a Board of Directors, or as a duly authorized committee thereof.

Section 2. Classes of Directors. The Board of Directors shall be and is divided into three classes, as nearly equal in number as possible, designated: Class I, Class II and Class III. In case of any increase or decrease, from time to time, in the number of directors, the number of directors in each class shall be apportioned as nearly equal as possible. No decrease in the number of directors shall shorten the term of any incumbent director.

Section 3. Election and Qualification; Term.

(a) Number. The Board of Directors shall consist of fifteen (15) directors.

(b) Ex Officio Directors. Three (3) directors shall be fixed as the staff members elected by Elected Directors (defined below) as Lead Pastor, the Director of Joyful Days, and the Discipleship Director (each an “Ex Officio Director”) whose membership on the Board of Directors shall be coterminous with such person’s staff membership with the Corporation under such title. No further action by the Corporation shall be required to remove Ex Officio Directors from the Board of Directors upon termination from employment or their resignation or removal from such office, and the status of Ex Officio Director shall not be construed as granting any rights to continued employment with the Corporation and each such person shall be deemed terminable “at will” unless otherwise agreed between the Corporation and such person in writing. Ex Officio Directors need not be Members.

(c) Elected Directors. The remaining twelve (12) members of the Board of Directors (each an “Elected Director”) shall serve for a term of three (3) years or until their successors are chosen and qualified; provided, however, that each director initially appointed to Class I shall serve for an initial term expiring at the Corporation’s first (1st) annual meeting of the Members following the effectiveness of this provision; each director initially appointed to Class II shall serve for an initial term expiring at the Corporation’s second (2nd) annual meeting of the Members following the effectiveness of this provision; and each director initially appointed to Class III shall serve for an initial term expiring at the Corporation’s third (3rd) annual meeting of the Members following the effectiveness of this provision. Thereafter Elected Directors shall be elected at the applicable annual meetings of the Members. Elected Directors must be Members. Any Member may nominate a Member (including him or herself) to be considered by the Members for

election to the Board of Directors by delivering written notice of such nomination to the Secretary in a manner prescribed by the Board of Directors. No Elected Director shall serve for more than two (2) consecutive terms. The number of Elected Directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall reduce the number of Elected Directors to less than seven (7), and no increase shall increase the number of all directors to more than fifteen (15), or have the effect of shortening the term of any incumbent Elected Director.

(d) Limitation of Household Membership. In no event shall more than one (1) member of any household (whether a spouse or otherwise) serve as a member of the Board of Directors. For purposes of clarity and avoidance of doubt, if a person is elected as an Ex Officio Director whose spouse is then currently an Elected Director, such Elected Director shall be deemed to have resigned his or her seat on the Board of Directors upon his or her spouse's acceptance of the title qualifying him or her as an Ex Officio Director. An Ex Officio Director shall not be permitted to resign his or her seat on the Board of Directors while still qualified as an Ex Officio Director.

Section 4. Quorum and Voting. A majority of directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5. Removal.

(a) Elected Directors. Elected Directors shall be removed from the Board of Directors upon the occurrence of the following:

- i. Such person is no longer qualified as an Elected Director according to the terms of Section 3 of this Article III;
- ii. The unanimous vote of the remaining members of the Board of Directors; or
- iii. Upon the affirmative vote of at least seventy-five percent (75%) of the remaining directors and confirmation by a majority vote of the Members present at a meeting of the Members.

(b) Ex Officio Directors. Except in the case of the Lead Pastor, Ex Officio Directors shall be removed from the Board of Directors upon their removal from office of Director of Joyful Days or Discipleship Director, as the case may be, following the affirmative vote of a majority of the Elected Directors.

(c) Lead Pastor. The Lead Pastor may only be removed from the office of Lead Pastor and Ex Officio Director under the following circumstances:

- i. Upon the unanimous written consent of the Elected Directors to remove the Lead Pastor from office; or

- ii. Upon the affirmative vote of at least seventy-five percent (75%) of the Elected Directors at two (2) consecutive meetings of the Board of Directors at which a quorum is present. For purposes of this Section 5(c), notice of the dates of such meetings shall be provided to all of the directors and the dates of such meetings shall not take place less than one (1) month or more than three (3) months apart. Such vote shall be taken by written ballot. Notwithstanding Section 4 of this Article III, Ex Officio Directors shall be disregarded for purposes of determining quorum at each such meeting.

Section 6. Vacancies. Vacancies on the Board of Directors by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, and newly created directorships resulting from any increase in the authorized number of directors may be solely filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director and shall not be filled by the Members. A director elected to fill a vacancy or a newly created directorship shall hold office until the next election of the class for which such director shall have been chosen, subject to the election and qualification of a successor and to such director's earlier death, resignation or removal.

Section 7. Annual Meetings. The Board of Directors shall meet annually for the purpose of organization, election of officers, and consideration of any other business that may be brought before the meeting. The Lead Pastor or the Lead Pastor's designee shall preside at annual meetings of the Board of Directors subject at all times to the Conflict of Interest Policy.

Section 8. Other Meetings. Other meetings of the Board of Directors may be held upon the call of the Lead Pastor, President, or of twenty percent (20%) of the members of the Board of Directors of the Corporation at such place, within the State of Indiana, upon two (2) days' notice, specifying the time, place and general purposes of the meeting, given to each director, either personally or by mail. At any meeting at which all Directors are present, notice of the time, place and purpose thereof shall be deemed waived; and similar notices may likewise be waived by absent Directors, by written instrument, executed either before or after such meeting. By a special resolution adopted by the Board, the Board may establish regular monthly meetings to be held without the requirement of notice of such meeting to the members of the Board. The Lead Pastor or the Lead Pastor's designee shall preside at all other meetings of the Board of Directors subject at all times to the Conflict of Interest Policy.

Section 9. Waiver of Notice. Notice may be waived in a writing signed by the director entitled to the notice and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Corporation's Board of Directors shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

Section 10. Means of Communication. The Board of Directors, or a committee thereof, may (a) permit a director or a committee member to participate in a meeting by or (b) conduct a meeting through the use of any means of communication by which all directors or committee members participating may simultaneously hear each other during the meeting. A director or

committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 11. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by the number of directors or committee members required to approve such action if all such directors or committee members were present at a meeting and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this section shall have the effect of a meeting vote and may be described as such in any document.

ARTICLE IV Officers

Section 1. Election. At its annual meeting of the Board of Directors, the Elected Directors shall elect a President, a Secretary and a Treasurer, and any other offices the Board desires to create, including but not limited to one or more Vice Presidents, for a period of one (1) year, or until their successors are elected and qualified. The President shall be chosen from the Board of Directors, but none of the other officers of the Corporation need be a director. All officers must be Members. Any two or more offices may be held by the same person. If an annual meeting is not held at the time designated by these Bylaws, such failure shall not cause any defect in the corporate existence of the Corporation, but the officers for the time being shall hold over until their successors are chosen and qualified.

Section 2. Removal. Any elected officer of the Corporation may be removed at any time by the Elected Directors.

Section 3. President. The President shall be chosen from among the directors. The President shall be the chief executive officer of the Corporation and as such shall have general supervision of the affairs of the Corporation, subject to the control of the Board of Directors. Subject to the control and direction of the Board of Directors, the President may enter into any agreement and may execute and deliver any agreement, instrument or document in the name of and on behalf of the Corporation. In general, the President shall perform all duties and have all powers incident to the office of the President, as herein defined, and all such other duties and powers as, from time to time, may be assigned to the President by the Board of Directors.

Section 4. Vice President. The Vice President, if any is elected, shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe.

Section 5. Secretary. The Secretary shall attend all sessions of the Board of Directors and shall act as clerk thereof and record all votes and keep an accurate record of the minutes of the proceedings of all such meetings and cause notices of all meetings of the Board of Directors to be given by the President or Lead Pastor.

Section 6. Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate account of all receipts and disbursements, and shall deposit all moneys to the credit of the Corporation in such depository as may be prescribed by the Board of Directors from time to time.

ARTICLE V Committees

Section 1. Executive Committee. The officers of the Corporation, when elected by the Board of Directors, shall constitute an Executive Committee. The Executive Committee shall exercise all the responsibilities, authority and duties that are delegated or assigned to it by the Board of Directors.

Section 2. Other Committees. The Board of Directors may establish other committees, in addition to the Executive Committee, to accomplish the goals and perform the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such committees may, but need not, be members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors with or without cause.

ARTICLE VI Indemnification

Section 1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, member, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that maybe incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto or, (b) if not wholly successful, then if such person is determined as provided in this article to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that his or her conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of *nolo contendere* or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this article.

Section 2. Definitions.

(a) As used in this article, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation, or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

(i) By reason of his or her being or having been a director, officer, member, employee, or agent of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or

(ii) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or

(iii) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(b) As used in this article, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

(c) As used in this article, the term “wholly successful” shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable period of time after a claim is ripe or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding section of this article and (b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee’s findings that is within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this article shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this article, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, members, employees, or agents of the Corporation to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this article and insurance protecting the Corporation's directors, officers, members, employees, agents, or other persons.

ARTICLE VII Contracts, Checks, Loans, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize one (1) or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Board of Directors, no loan shall be made or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such banks or other depositories as the Board of Directors may designate. Such designation may be general or confined to specific instances.


Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

ARTICLE VIII Amendments

The Corporation reserves the right to make, amend, alter, change or repeal any provisions contained in the Bylaws of the Corporation or in any amendment thereto, by (A) the unanimous written consent of the Board of Directors, or (B) the affirmative vote of at least seventy-five percent (75%) of the members of the Board of Directors at two (2) consecutive meetings of the Board of Directors at which a quorum is present; provided, however, that such power shall not authorize any amendment, alteration, change or repeal which would have the effect of disqualifying the Corporation as a tax-exempt organization under Section 501(c)(3) of the Code, or would have the effect of disqualifying contributions to the Corporation for deduction under Sections 170(c)(2), 2055(a)(2) or 2522 of the Code. Directors must be given at least three (3) days' notice of any

special, regular or annual meeting of the Board of Directors at which an alteration, amendment or repeal of the Bylaws will be considered. Such notice shall be accompanied by a draft of the proposed change to the Bylaws; provided, however, that the Board of Directors shall have full power and authority to adopt different language from that contained in such draft in altering, amending or repealing these Bylaws.

IN WITNESS WHEREOF, the President of the Corporation hereby certifies that these are the true and correct Bylaws of the Corporation, duly adopted by the Corporation on or about May 13, 2022.



Deric Roberts, President