

BYLAWS OF
THE LIVING TRUTH FELLOWSHIP, LTD.

PREAMBLE

We the members of The Living Truth Fellowship affirm ourselves as a duly constituted body of believers; called by the Word of God as revealed in the life of His Son, Jesus Christ, our Lord and Savior; united in Christian fellowship and organized for the purpose of carrying on God's ministry under duly approved Bylaws. Our non-profit religious corporation, organized and operated exclusively for religious, charitable, and educational purposes, is to minister to spiritual, emotional, physical, and social needs under the laws of the state of Indiana and the government of the United States of America.

STATEMENT OF FAITH

The basis of our belief and practice is the Bible, which we understand to be the revealed Word of God, flawless in its original writing by those 40 or so believers who wrote during a period of about 1,500 years "as they were moved by the Holy Spirit" (2 Peter 1:21).

**ARTICLE I
TRUSTEES**

Section 1. Number of Trustees. The number of trustees shall be not fewer than three or more than seven. Pursuant to the Articles of Incorporation, this number may be changed by amendment to these Bylaws. Spouses or significant others of whatever relationship to trustees may not serve concurrently with them on the Board of Trustees.

Section 2. Members of The Corporation. The Trustees are the members of the Corporation.

Section 3. Term of Service. The members of the Board of Trustees shall have staggered three-year terms (initially a one-year, a two-year, and a three-year term) and shall be elected by the trustees at their Annual Meeting. There shall be no limit on the number of terms a Trustee may serve, and the Board of Trustees is self-perpetuating. Term limits may be set by amendment to these Bylaws.

Section 4. Board Chair. At its annual meeting, the Board of Trustees shall elect from among those who are Trustees of the Corporation, a Board Chair who shall, when present, preside at all regular and special meetings of the Board of Trustees. The Board Chair shall generally perform all other duties incident to the office, required by the Bylaws, or from time to time assigned to him or her by the Board of Trustees.

Section 5. Removal of Trustees. A Trustee may be removed by the unanimous vote of the other Trustees.

Section 6. Vacancies. Any Trustee may resign at any time by giving written notice to the Board Chair or the President. Such resignation shall take effect at the time specified by the person resigning, and if no time is specified, upon receipt. Acceptance of the resignation shall not be necessary to make it effective. A vacancy on the Board of Trustees occurring for any reason other than the expiration of the term of office may be filled by the affirmative vote of the remaining Trustees then in office. A Trustee elected to fill a vacancy shall be confirmed at the next annual meeting of the Corporation for the unexpired term of his or her predecessor.

Section 7. Annual Meeting. An annual meeting shall be held by the trustees at a time and place they shall establish, and which shall be published throughout the Corporation. The place of the Annual Meeting shall be at a location that is generally convenient for the attendance of all participants (the home city of the principal offices of the Corporation is deemed, but not exclusively, satisfactory for this requirement). This annual meeting shall incorporate an election of the Trustee whose term is expiring, and a review of the previous year's performance of the Corporation, and an evaluation of the corporate activities for the coming year. All members of the Board of Elders may attend and speak at this meeting. Notice of the date, place, and time of the annual meeting shall be delivered by paper mail and/or electronic mail to each of the Trustees, and to each of the Elders, at least sixty (60) days prior to the meeting.

Section 8. Other Meetings. Other meetings of the Trustees may be held at times, places, and in such manner as the Trustees find appropriate. Such meetings may be personally attended, or attended by means of video or telephonic communication.

Section 9. Quorum. A majority of the trustees shall constitute a quorum for the conduct of the affairs of the Corporation, pending notification of the meeting without objection by any Trustees.

Section 10. Presumption of Assent. A Trustee of the Corporation who is present at a meeting of the Board of Trustees at which action on a corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered into the minutes of the meeting.

Section 11. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing or electronic communication setting forth the action so taken or to be taken, is signed by each of the Trustees entitled to vote upon such action at a meeting. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Trustees.

Section 12. Delegation. The Trustees may delegate among themselves, or to such others as they find appropriate, conduct of the activities of the Corporation.

Section 13. Committees. The Trustees may, from time to time, appoint such committees or organize such projects as may be found helpful or appropriate in conducting the ministry of the Corporation.

Section 14. Compensation. The reasonable expenses of Trustees for attendance of Board meetings may be paid or reimbursed by the Corporation. Trustees shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

ARTICLE 2 BOARD OF ELDERS

Section 1. Board of Elders. There shall be a Board of Elders, the members of which shall serve one-year calendar terms to be renewed by mutual agreement each year. The responsibility of the Board of Elders shall be to assist in the management and functioning of the Corporation. Elders may, and should if possible, attend the Annual Meeting of the Board of Trustees, and there give voice to their individual and collective concerns regarding the function, activities, and planning for the Corporation. The Board of Elders collectively, or as individual Elders, shall from time to time communicate to the Trustees concerns, advice, or any other pertinent thoughts or information regarding the conduct of and planning for the Corporation. The Board of Elders, collectively or individually, shall also participate in the ministry of the Corporation to such degree and in such manner as may be appropriate.

Section 2. Election Of Elders. Elders shall be elected by the Trustees. Elders, collectively or individually, may nominate others for election to the Board of Elders. Elders may be removed by the Board of Trustees for misfeasance, for nonfeasance, or for any conduct harmful to the Corporation. Elders may not be removed for appropriately expressing honest disagreement with the policies or other activities of the Corporation.

Section 3. Other Provisions. Elders may or may not be employees of the Corporation.

ARTICLE 3 ORDINATION TO MINISTRY

Section 1. Ordination to Ministry. The Corporation shall give Ordination to Ministry of those individuals who are found by temperament and appropriate training suitable for ordination. Appropriate rules for ordination shall be developed and published.

Section 2. Training For Ministry. As soon as practicable, the Corporation shall develop a program for the training of individuals to enter Ministry.

ARTICLE 4 CORPORATE OFFICERS

Section 1. Number of Officers. The officers of the Corporation shall be a Chief Executive Officer, President, one or more Vice-presidents (if found appropriate by the Trustees), a Secretary, and a Treasurer. Two or more offices may be held by one person, except that the office of Secretary and the office of President may not be held simultaneously by one person. The President shall be the principal Minister of the Corporation (unless the Board of Trustees shall appoint another person as chief Minister).

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Trustees at their annual meeting. Each officer shall serve a one-year term or until a successor has been elected and qualified.

Section 3. Duties of Officers. The Chief Executive Officer shall have the oversight and superintendence of all interests of the Corporation and all departments of its work, oversee all financial affairs including income and expenditures, initiate or approve new ministries and Church outreach, appoint Officers of the Corporation to be approved by the Board of Trustees, and make an annual report to the membership of the work of the Church.

The President shall preach and teach the Word of God and perform other ministerial duties such as visitation of the sick and pastoral counseling, and shall serve as chief spokesperson for the Corporation to the community.

The Vice-Presidents shall assist the Chief Executive Officer and President in their duties as so delegated.

The Secretary shall record all proceedings of the Corporation and shall be the custodian of the corporate records, shall furnish certifications of Board actions, Bylaws, and organizational documents, and shall perform such other duties as may be required by these Bylaws or as may be assigned by the Board of Trustees or the President. In the absence of the Secretary, the Chair shall appoint a person to act as Secretary of a particular meeting.

The Treasurer shall be the chief financial officer of the Corporation. With the Trustees' and President's approval, he may appoint an assistant to receive and deposit in a bank or banks to be approved by the Board of Trustees all the monies of the Corporation and keep an accurate account thereof. He or his assistant shall make disbursements subject to such regulations as may be determined from time to time by the Board of Trustees or an officer, and shall make reports of the finances of the Corporation annually and whenever requested by the Board of Trustees. He or his assistant shall work with the Chief Executive Officer and the Board of Trustees to produce a yearly budget as is feasible based upon the resources of the Corporation. He or his assistant shall perform such other duties as may be required by these Bylaws or as may be assigned by the Board of Trustees or officers. At the end of his or her term of office, the Treasurer shall deliver

to his or her successor all books, monies, and other property of the Corporation then in his or her possession.

Section 4. Compensation. The compensation of the officers of the Corporation shall be set by the Board of Trustees.

Section 5. Removal or Vacancy. The Board of Trustees shall have the power to remove an officer or agent of the Corporation at any time for any appropriate reason. Any vacancy that occurs for any reason may be filled by the Board of Trustees.

ARTICLE 5 FINANCES

Section 1. Donations. All funds given to or received by the ministry for operation, development, or maintenance shall be deposited in banks or other federally insured institutions under the supervision of the Treasurer and as approved by the Trustees. The ministry may accept gifts of real and/or personal property at the discretion of the Trustees.

Section 2. General Fund. All undesignated contributions shall be part of the general fund.

Section 3. Designated Contributions. The Officers of the Corporation may accept on its behalf, in accordance with policies and procedures set by the Board of Trustees, any designated contribution, grant, bequest, or device consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation of the Corporation. As so limited, donor designated contributions will be accepted for special funds, purposes, or uses. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used in a manner consistent with the restrictions contained in the Articles of Incorporation and these Bylaws. The Corporation may not accept designated contributions that conflict with the limitations set forth in the Articles of Incorporation. If the Corporation receives a gift designated for a purpose which the Trustees conclude is not in the best interests of the Corporation, the Corporation shall return the money to the donor unless the donor releases the restrictions.

ARTICLE 6 CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The Corporation shall not have a corporate seal. All instruments that are executed on behalf of the Corporation which are acknowledged and which affect an interest in real estate shall be executed by the Chief Executive Officer, President or any Vice-President, and Secretary or Treasurer with the approval of the Trustees. All other instruments executed by the Corporation, including a release of mortgage or lien, may be executed by the Chief Executive Officer, President or any Vice-President with the approval of the Trustees. Notwithstanding the

preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by action of the Board of Trustees.

ARTICLE 7 AMENDMENT OF BYLAWS

The Bylaws may be amended, altered, or repealed by the Board of Trustees at any regular or special meeting, provided that the Bylaws do not conflict with requirements set forth in the Articles of Incorporation.

ARTICLE 8 INDEMNIFICATION

Any Trustee or Officer of the Corporation who is involved in litigation by reason of his or her position as a Trustee or Officer of the Corporation, shall be indemnified and held harmless by the Corporation, to the fullest extent authorized by law as it now exists or may be subsequently amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights).

ARTICLE 9 CONFLICT OF INTEREST

Section 1. Conflict Defined. A conflict of interest exists when the interests or activities of any Trustee, Officer, or Staff member may be seen as competing with the interests or activities of the Corporation, or the Trustee, Officer, or Staff member derives a financial or other material gain as a result of a direct or indirect relationship of his or her responsibilities with the Corporation and an outside interest. In the event of a conflict of interest, the individual or individuals involved may not vote or otherwise participate in the related activities or decisions of the Corporation.

Section 2. Disclosure Required. Any possible conflict of interest shall be disclosed to the Board of Trustees by the person concerned, if that person is a member of the Board of Trustees, or otherwise to the Chief Executive Officer or President, or to such person or persons as the Chief Executive Officer or President may designate.

ARTICLE 10 MISCELLANEOUS

Section 1. Books and Minutes. The Corporation shall keep correct and complete books and records of account and of financial statements and shall also keep minutes of the proceedings of the Board of Trustees. All books and records of the Corporation may be inspected by any Trustee, or any officer of the Corporation, or his or her accredited agent or attorney, for any proper purpose at any reasonable time. Any other participant in the ministry or activities of the Corporation may also have reasonable access to the books and records of the Corporation.

Section 2. Transparency. It is the goal and policy of the Corporation that its business and affairs shall be transparent to all who participate in the activities or business of the Corporation.

Section 3. Fiscal Year and Audit. The fiscal year of the Corporation shall be January 1 through December 31 inclusive. After the close of each fiscal year of the Corporation, financial transactions of the Corporation for the previous fiscal year shall be reviewed by the Board of Trustees. The yearly financial report of the review shall be made public within three months after the close of the fiscal year. Periodically, at the discretion of the Board, but not to exceed every five years, the Board of Trustees shall hire an independent accounting firm to audit the Corporation's books.

Section 4. Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed, or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Trustees, and any such authorized persons shall have power to execute and to deliver any and all instruments of assignment, conveyance, and/or encumbrance. However, the sale, exchange, lease, or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by Indiana law.

Section 5. No Private Inurement. The net income of the Corporation shall be devoted exclusively to religious purposes, and to such charitable purposes as may be consistent therewith, and shall not inure to the benefit of any private individual, or to the private gain of any Trustee or officer or participant of the Corporation. However, reasonable compensation may be paid to any Trustee, Officer, agent or employee or participant for services rendered, and reasonable reimbursement may be paid to any Trustee, officer, employee or participant of the Corporation for expenses incurred on behalf of the Corporation.

CERTIFICATE

The undersigned certifies that the undersigned is the Secretary of The Living Truth Fellowship, Ltd., an Indiana nonprofit corporation, and certifies that the foregoing Bylaws constitute the Bylaws of the Corporation as of this date, duly adopted by the Trustees of the Corporation.

Dated: _____

Robert Witt.
Secretary

Signature: Robert Witt
Robert Witt (Feb 5, 2012)

Email: robert@tlf.org