

## **Special Resolution #1 – Governance Review, Policy and Bylaw Redrafting, and Membership Ratification Process**

WHEREAS the membership has been advised that portions of Northstar Church's current bylaws, governance structure, policies, procedures, and related governance documentation may contain deficiencies, ambiguities, inconsistencies, outdated provisions, insufficient procedural clarity, or governance gaps requiring further review, clarification, modernization, or amendment in order to better support compliance, transparency, operational consistency, and orderly governance within Northstar Church;

AND WHEREAS Northstar Church recognizes the importance of maintaining governance documents, bylaws, policies, procedures, leadership structures, and administrative frameworks that are doctrinally faithful, operationally workable, transparent, administratively clear, and capable of being consistently understood and implemented by leadership and membership alike;

AND WHEREAS the elected Elders have requested assistance from Rachel Green, M.Div., M.P.S., M.A. A.L.S. ("Rachel Green"), as a member of Northstar Church possessing relevant educational background, governance knowledge, policy drafting experience, theological training, and related qualifications, for the purposes of governance review, policy review, comparative organizational review, theological overview, policy drafting, bylaw drafting, and related governance clarification work concerning:

- Northstar Church's existing bylaws;
- Governance policies and procedures;
- Leadership structures and governance practices;
- Existing administrative and operational policies;
- Governance practices and policies utilized by other churches or organizations within the broader fellowship; and
- Other related governance, theological, and administrative matters considered reasonably necessary for the benefit of Northstar Church;

AND WHEREAS Rachel Green, has agreed to assist Northstar Church in these matters for the benefit of Northstar Church, its leadership, governance processes, and membership;

AND WHEREAS the membership desires to formally acknowledge, ratify, affirm, and approve the decision of the elected Elders to request such assistance and to provide a clear mandate from the membership authorizing continuation of the governance review and drafting process contemplated under this Resolution;

AND WHEREAS Rachel Green, has been tasked with preparing:

- Governance review materials;
- Theological overview materials;
- Draft revisions to Northstar Church's bylaws;
- Draft governance and administrative policies;
- Proposed governance clarifications;
- Proposed operational frameworks;
- Review and drafting considerations intended, to the best of her ability, to assist Northstar Church in improving governance compliance and consistency with the applicable provisions of the British Columbia Societies Act and related governance obligations; and
- Additional governance recommendations intended to assist Northstar Church in promoting greater clarity, consistency, reliance, accountability, unity of understanding, practical implementation, and faithful advancement of the mission of Northstar Church;

AND WHEREAS Northstar Church recognizes that the Lead Pastor and elected Elders have been duly selected, elected, appointed, or affirmed by the membership in accordance with Northstar Church's existing governing structures and processes, and that effective leadership and orderly governance require the continuing confidence, trust, and support of the membership;

AND WHEREAS Northstar Church further recognizes that governance review processes, policy redrafting efforts, leadership clarification efforts, or governance restructuring efforts may create actual, perceived, or potential concerns

regarding conflicts of interest, concentration of authority, governance transparency, or interpretation of leadership powers and responsibilities;

AND WHEREAS Northstar Church desires to promote transparency, preserve confidence within the membership, protect the integrity of the Lead Pastor and elected Elders, and ensure that the governance review and policy development process remains open, transparent, accountable, and subject to membership review and ratification;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The prior decision of the elected Elders to request assistance from Rachel Green, M.Div., M.P.S., M.A. A.L.S. ("Rachel Green"), as a member of Northstar Church possessing relevant educational background, governance knowledge, policy drafting experience, theological training, and related qualifications, for the purposes of governance review, policy review, theological overview, comparative governance review, policy drafting, bylaw drafting, and related governance clarification work is hereby formally acknowledged, ratified, affirmed, approved, and accepted as a mandate authorized by the membership.
2. The elected Elders and the Lead Pastor shall provide their governance insights, operational perspectives, theological considerations, administrative concerns, recommendations, and proposed approaches to Rachel Green for consideration during the governance review, policy review, bylaw drafting, governance clarification, preparation of theological understanding statements and theological overview materials, and the broader policy drafting and governance review process contemplated under this Resolution.
3. Rachel Green shall endeavor to consider the various perspectives, concerns, recommendations, governance considerations, and theological positions presented throughout the drafting and review process in order to assist in preparing governance materials intended to support clarity, transparency, accountability, practical implementation, and faithful stewardship within Northstar Church.
4. During the governance review and drafting process, circumstances may arise where differing perspectives, governance approaches, theological interpretations, operational recommendations, or policy considerations are identified by the elected Elders, the Lead Pastor, and/or Rachel Green, concerning proposed bylaws, governance structures, policy language, leadership authority provisions, governance interpretation, or related governance matters.

As Northstar Church's governance documents and policies ultimately require membership approval and ratification, the membership will be provided with reasonable summaries of alternative approaches, differing recommendations, material governance considerations, and/or notable concerns identified during the drafting and review process in order to assist the membership in prayerful, informed, transparent, and accountable consideration of the proposed governance materials.

5. Rachel Green may continue reviewing:
  - Northstar Church's bylaws;
  - Existing governance structures;
  - Leadership authorities and responsibilities;
  - Existing policies and procedures;
  - Governance relationships between the Board of Elders, Lead Pastor, staff, committees, and membership;
  - Comparative governance structures utilized within the broader fellowship; and
  - Other governance or operational matters reasonably connected to the purposes of this Resolution.

For the purposes of carrying out the governance review, policy review, drafting, and related responsibilities contemplated under this Resolution, Rachel Green shall be provided reasonable access to organizational records, governance documents, policies, minutes, procedures, historical governance materials, and other documents reasonably connected to the matters under review, subject to applicable legal restrictions, confidentiality obligations, privacy considerations, and governance limitations.

Confidentiality shall be maintained where reasonably required regarding confidential, sensitive, private, pastoral, personnel, disciplinary, financial, governance, or operational information accessed through the course of this work, except where disclosure is required by law or reasonably necessary for the fulfillment of the mandate authorized under this Resolution. Where information must reasonably be shared, discussed, summarized, or disclosed for the purposes

of governance review, policy drafting, transparency, clarification of governance concerns, preparation of theological understanding statements and theological overview materials, or presentation of recommendations contemplated under this Resolution, reasonable safeguards, discretion, and appropriate protective measures shall be utilized in order to preserve confidentiality, minimize unnecessary disclosure, and protect the interests of Northstar Church, its leadership, staff, and membership wherever reasonably possible.

6. Draft bylaws, proposed governance policies, governance review reports, preparation of theological understanding statements and theological overview materials, governance recommendations, and related governance documentation prepared through this process shall be provided to the Lead Pastor and elected Elders for review, discussion, operational consideration, and administrative preparation before going to the members.
7. In the interests of transparency, accountability, preservation of trust, and protection of both the Lead Pastor and elected Elders from concerns regarding secrecy, procedural unfairness, or perceived conflicts of interest, the governance review materials, proposed bylaws, proposed policies, governance reports, and related draft governance documents shall also be made reasonably available to the membership prior to any final ratification vote.
8. Northstar Church hereby recognizes and affirms that the powers, authorities, responsibilities, limitations, and governance functions exercised by the elected Elders, Lead Pastor, staff, committees, and other leadership structures arise through and are governed by Northstar Church's bylaws, governance policies, and governing documents as approved or ratified by the membership.
9. Any proposed bylaws, governance policies, leadership authority structures, governance clarifications, role definitions, governance frameworks, or policies specifically defining:
  - The role and authority of the elected Elders;
  - The role and authority of the Lead Pastor;
  - The relationship and interplay between the Board of Elders, Lead Pastor, staff, committees, and membership;
  - Governance powers and delegated authorities;
  - Leadership appointment or election processes;
  - Governance accountability structures; or
  - Other significant governance or authority matters,

shall require approval and ratification by the membership at a duly called General Meeting convened for the express purpose of reviewing, considering, and voting upon such governance materials.

10. The purpose of the governance review and policy redrafting process authorized under this Resolution is intended to:
  - Promote greater unity and clarity of understanding;
  - Improve governance transparency and accountability;
  - Reduce ambiguity and inconsistency in governance interpretation;
  - Improve operational and administrative clarity;
  - Support faithful doctrinal and organizational stewardship;
  - Promote orderly and workable governance processes;
  - Preserve trust and confidence within the membership; and
  - Assist Northstar Church in faithfully advancing its mission and organizational purposes.
11. Except as expressly modified or authorized under this Resolution, all remaining provisions of Northstar Church's governing documents shall remain in full force and effect.

## **Special Resolution #2 – Adoption of Nomination Committee Policy and Repeal of Prior Nomination Processes**

WHEREAS Northstar Church recognizes the importance of maintaining a nomination and leadership selection process that is transparent, orderly, accountable, administratively workable, doctrinally faithful, and consistent with Northstar Church's governing documents and governance responsibilities;

AND WHEREAS Northstar Church desires to establish a comprehensive written Nomination Committee Policy governing the identification, review, recommendation, preparation, and election of leadership candidates and appointments within Northstar Church;

AND WHEREAS Northstar Church further recognizes the importance of replacing prior informal practices, inconsistent procedures, unwritten customs, or legacy nomination processes with a clearly defined and membership-approved governance framework;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The proposed Nomination Committee Policy presented to the membership in connection with this Resolution is hereby approved and adopted as the official Nomination Committee Policy of Northstar Church effective immediately upon passage of this Resolution.
2. Upon adoption of the Nomination Committee Policy, all prior nomination procedures, nomination customs, nomination practices, nomination policies, administrative nomination processes, and other leadership nomination methods previously used or relied upon by Northstar Church are hereby repealed and replaced to the extent they are inconsistent with the newly adopted Nomination Committee Policy.
3. For greater certainty, no unwritten practice, oral tradition, historical custom, prior administrative approach, or informal nomination method shall continue to govern the nomination, review, recommendation, appointment, or election of leadership positions where inconsistent with the newly adopted Nomination Committee Policy.
4. The Nomination Committee Policy shall govern:
  - Leadership nominations;
  - Candidate review processes;
  - Eligibility review procedures;
  - Nomination timelines;
  - Leadership recommendation procedures;
  - Applicable appointment processes;
  - Election preparation processes; and
  - Other nomination-related governance matters contemplated within the Policy.
5. The elected Elders, Lead Pastor, Nomination Committee, and applicable leadership of Northstar Church are hereby authorized and directed to take all reasonable administrative, procedural, transitional, and operational steps necessary to implement and administer the newly adopted Nomination Committee Policy.
6. During the implementation and transition period following adoption of the Nomination Committee Policy, leadership may make reasonable administrative adjustments, procedural accommodations, scheduling modifications, and transitional decisions necessary to facilitate practical implementation of the Policy, provided such actions remain substantially consistent with the spirit, intent, and governance objectives of the Policy and Northstar Church's governing documents.
7. The adoption of the Nomination Committee Policy is intended to:
  - Promote transparency and accountability;
  - Establish clear governance procedures;

- Improve consistency in leadership review and nomination processes;
  - Reduce uncertainty and procedural inconsistency;
  - Assist in protecting the integrity of leadership selection processes;
  - Promote confidence and trust within the membership; and
  - Support orderly governance and faithful stewardship within Northstar Church.
8. Any future amendment, modification, suspension, replacement, or repeal of the Nomination Committee Policy shall require approval by the membership at a duly called General Meeting.
  9. Except as expressly modified by this Resolution and the adopted Nomination Committee Policy, all remaining provisions of Northstar Church's governing documents shall remain in full force and effect.

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### **Special Resolution #3 – Dissolution of Existing Finance Committee and Adoption of Financial Committee Policy**

WHEREAS Northstar Church recognizes the importance of maintaining financial stewardship practices that are transparent, accountable, administratively clear, operationally workable, doctrinally faithful, open and responsive to ministry opportunities and direction as may reasonably arise through God's leading, and consistent with Northstar Church's governing documents and governance responsibilities;

AND WHEREAS Northstar Church desires to replace the existing Finance Committee structure and related financial oversight practices with a newly established Financial Committee framework governed by a comprehensive written Financial Committee Policy;

AND WHEREAS Northstar Church recognizes the importance of clearly defining the administrative, reporting, stewardship, drafting, advisory, and communication functions of the Financial Committee, while ensuring that financial governance authority remains properly situated within Northstar Church's broader leadership and governance structure;

AND WHEREAS Northstar Church further recognizes the importance of replacing prior informal practices, inconsistent financial procedures, unwritten customs, legacy committee structures, or unclear reporting relationships with a clearly defined and membership-approved financial governance framework;

AND WHEREAS Northstar Church further recognizes that additional operational procedures, reporting workflows, contextual reporting expectations, communication pathways, stewardship reporting practices, and practical implementation processes relating to the Financial Committee should be more comprehensively addressed within a supplemental Financial Operations Policy intended to function together with the Financial Committee Policy;

AND WHEREAS Northstar Church further acknowledges that the proposed Financial Operations Policy shall form part of the broader governance review, policy review, governance clarification, operational review, and policy drafting process currently being undertaken with assistance from Rachel Green, M.Div., M.P.S., M.A. A.L.S., including review of reporting structures, stewardship communication processes, operational accountability, contextual reporting expectations, financial workflow procedures, and related governance and operational implementation considerations;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. Northstar Church's current Finance Committee structure, including any prior operational framework, committee composition, financial oversight procedures, administrative practices, reporting structures, customs, or informal financial committee processes previously utilized by Northstar Church, is hereby dissolved and repealed effective immediately upon passage of this Resolution to the extent inconsistent with the newly adopted Financial Committee Policy.
2. Any appointments, elections, roles, responsibilities, committee memberships, delegated functions, recommendations, advisories, approvals, or ongoing matters associated with the prior Finance Committee structure shall terminate and be deemed of no further force or effect immediately upon passage of this Resolution unless specifically continued, reappointed, reconsidered, reaffirmed, or otherwise authorized under the newly adopted Financial Committee Policy.
  - i. For greater certainty, this provision is intended to assist in ensuring a clear transition into the newly adopted Financial Committee framework and to protect Northstar Church, leadership, and membership from actual, perceived, or potential conflicts of interest, procedural uncertainty, reliance concerns, or ambiguity regarding the authority or continuing effect of recommendations or actions arising from the prior Finance Committee structure.
3. The proposed Financial Committee Policy presented to the membership in connection with this Resolution is hereby approved and adopted as the official Financial Committee Policy of Northstar Church effective immediately upon passage of this Resolution.

4. The newly adopted Financial Committee Policy shall govern:

- The structure and composition of the Financial Committee;
- Committee authority and governance limitations;
- Financial review and oversight processes;
- Financial reporting preparation and drafting functions;
- Stewardship review procedures;
- Administrative financial processes;
- Financial reporting relationships;
- Committee appointment and nomination procedures;
- Treasurer and Bookkeeper reporting relationships;
- Financial accountability expectations; and
- Other financial governance matters contemplated within the Policy.

5. For greater certainty, the Financial Committee established under the newly adopted Financial Committee Policy shall function strictly as an administrative, reporting, drafting, stewardship, and advisory committee of Northstar Church and shall not operate as an independent governing board or executive authority of Northstar Church.

6. The detailed operational reporting procedures, workflow processes, contextual reporting expectations, communication structures, and practical implementation procedures relating to the Financial Committee shall be more particularly addressed within a supplemental Financial Operations Policy to be prepared and presented to the membership for consideration at the Fall Annual General Meeting.

i. The Financial Operations Policy is intended to function together with, supplement, and provide further operational clarification regarding the implementation and administration of the Financial Committee Policy.

ii. For greater clarity, the Financial Committee Policy is intended primarily to govern the structure, composition, stewardship responsibilities, reporting authority, governance limitations, and accountability framework of the Financial Committee, whereas the Financial Operations Policy is intended primarily to govern operational workflows, communication pathways, reporting procedures, contextual reporting expectations, implementation practices, and related operational financial processes.

iii. Without limiting the generality of the foregoing, the Financial Operations Policy may further address:

- Reporting workflows;
- Communication pathways;
- Preparation and presentation of financial reports;
- Contextual and explanatory reporting expectations;
- Stewardship communication processes;
- Treasurer, Bookkeeper, and Lead Pastor operational interactions;
- Administrative implementation procedures; and
- Other operational financial governance matters reasonably connected to implementation of the Financial Committee Policy.

iv. The Financial Operations Policy shall be developed as a distinct and supplemental governance and operational policy intended to work together with the Financial Committee Policy and shall be presented to the membership in substantially finalized form for review and approval at the Fall Annual General Meeting.

v. In developing the Financial Operations Policy, consideration should reasonably be given to:

- Operational workability and practical implementation;
- Transparency and accessibility of financial reporting to the membership;

- Appropriate stewardship accountability and checks and balances;
  - Clear reporting and communication pathways;
  - Protection against ambiguity, inconsistent practice, or reliance upon unwritten custom;
  - Appropriate contextual and explanatory reporting expectations;
  - Reasonable confidentiality protections where required;
  - Reduction of actual, perceived, or potential conflicts of interest;
  - Administrative clarity regarding authority, workflow, and responsibility;
  - Maintaining reasonable openness and operational flexibility for ministry opportunities, stewardship decisions, and organizational direction as may arise through God's leading;
  - Establishing clear financial accountability, stewardship review, disclosure, and reporting procedures intended to reduce the risk of concealment, inappropriate handling, or misappropriation of organizational funds or financial resources, including reasonably timely disclosure and reporting obligations where appropriate; and
  - Alignment with Northstar Church's governing documents, governance structure, stewardship objectives, doctrinal commitments, and applicable legal obligations.
7. In summary, and subject to the greater detail to be contained within the Financial Operations Policy, the Financial Committee shall function operationally under the direction of the Lead Pastor in relation to its stewardship, reporting, drafting, administrative, and advisory responsibilities. Completed reports, drafted materials, stewardship summaries, recommendations, and other finalized financial documents of the Financial Committee shall generally be presented to the Board of Elders through the Treasurer in accordance with Northstar Church's governing documents, Financial Committee Policy, and future Financial Operations Policy.
  8. The Board of Elders, Lead Pastor, Treasurer, and applicable leadership of Northstar Church are hereby authorized and directed to take all reasonable administrative, procedural, transitional, operational, drafting, and implementation steps necessary to establish, administer, and further develop the newly adopted Financial Committee framework and corresponding Financial Operations Policy.
  9. During the implementation and transition period following adoption of the Financial Committee Policy, leadership may make reasonable administrative adjustments, scheduling modifications, procedural accommodations, temporary appointments, and transitional decisions necessary to facilitate practical implementation of the Policy, provided such actions remain substantially consistent with the spirit, intent, stewardship objectives, accountability principles, and governance framework established by the Financial Committee Policy and Northstar Church's governing documents and do not materially alter the governance intent approved by the membership under this Resolution.
  10. The adoption of the Financial Committee Policy is intended to:
    - Promote financial transparency and accountability;
    - Establish clearer financial stewardship procedures;
    - Improve consistency in financial reporting and review processes;
    - Clarify reporting relationships and administrative responsibilities;
    - Promote appropriate financial checks and balances;
    - Reduce procedural uncertainty and inconsistency;
    - Assist in protecting the integrity of Northstar Church's financial stewardship practices;
    - Promote confidence and trust within the membership;
    - Maintain reasonable openness and operational flexibility to responsibly respond to ministry opportunities, vision, mission direction, and stewardship considerations as may arise through prayerful discernment and God's leading; and
    - Support orderly governance and faithful stewardship within Northstar Church.
  11. Any future amendment, modification, suspension, replacement, or repeal of the Financial Committee Policy or Financial Operations Policy shall require approval by the membership at a duly called General Meeting.
  12. Except as expressly modified by this Resolution and the adopted Financial Committee Policy, all remaining provisions of Northstar Church's governing documents shall remain in full force and effect.

## **Special Resolution #4 – Temporary Extension of Certain Eldership Terms**

WHEREAS Northstar Church has adopted or is in the process of adopting a revised Nomination Committee Policy establishing updated nomination, eligibility review, interview, and election preparation procedures for leadership positions;

AND WHEREAS implementation of the revised Nomination Committee Policy requires additional time in order to properly complete the nomination process, prepare candidate materials, and facilitate orderly leadership elections in accordance with the updated procedures;

AND WHEREAS Northstar Church considers it beneficial and in the best interests of Northstar Church to temporarily postpone voting for certain eldership positions until the next duly called Annual General Meeting anticipated to occur in or around September 2026;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. Only the currently serving Elders holding one-year eldership terms scheduled to expire at the upcoming General Meeting shall have their respective terms temporarily extended until the next duly called Annual General Meeting anticipated to occur in or around September 2026.
2. The temporary extension established under this Resolution applies solely to the three (3) existing one-year eldership positions currently subject to election at the upcoming General Meeting.
3. During the temporary extension period, the affected Elders shall continue to serve with the same authority, responsibilities, obligations, and expectations applicable to their existing offices under Northstar Church's governing documents and applicable policies.
4. Any additional eldership vacancy or leadership vacancy that has arisen before passage of this Resolution and then prior to the next duly called Annual General Meeting anticipated to occur in or around September 2026 shall remain vacant until such meeting unless otherwise required by Northstar Church's governing documents or applicable law.
5. The temporary extension established under this Resolution is intended solely to facilitate implementation of the revised Nomination Committee Policy, allow sufficient time for completion of the updated nomination and election process, and ensure orderly governance continuity during the transition period.
6. Voting for the applicable eldership positions shall occur at the next duly called Annual General Meeting anticipated to occur in or around September 2026, in accordance with Northstar Church's governing documents and applicable nomination and election policies.
7. Except as expressly modified by this Resolution for the temporary transition period, all other provisions of Northstar Church's governing documents, nomination procedures, and election requirements shall remain in full force and effect.

## **Special Resolution #5 – Transitional Adjustment of Nomination Committee Policy Timelines**

WHEREAS the membership has adopted the Special Resolution entitled “Adoption of Nomination Committee Policy and Repeal of Prior Nomination Processes” approving the implementation of Northstar Church’s new Nomination Committee Policy;

AND WHEREAS the membership further authorized reasonable administrative adjustments, procedural accommodations, scheduling modifications, and transitional decisions necessary to facilitate practical implementation of the newly adopted Nomination Committee Policy during the transition period;

AND WHEREAS Northstar Church recognizes that immediate implementation of all timelines contained within the newly adopted Nomination Committee Policy is not reasonably practical for the present General Meeting due to the timing of adoption and transition into the new process;

AND WHEREAS Northstar Church nevertheless desires to proceed with presentation of Nomination Committee candidates, presentation of the Treasurer candidate, and voting at the present General Meeting in a manner substantially consistent with the spirit, intent, transparency, accountability, and governance objectives of the newly adopted Nomination Committee Policy;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. Solely for the present General Meeting and transition into the newly adopted Nomination Committee Policy, the timelines, notice periods, submission periods, review periods, and procedural timing requirements contained within the Nomination Committee Policy may be reasonably shortened, adjusted, modified, or administratively accommodated where necessary to permit:
  - Presentation of Nomination Committee candidate(s);
  - Presentation of the Treasurer candidate(s);
  - Presentation of the Financial Committee candidate(s);
  - Completion of the nomination process;
  - Distribution of meeting materials;
  - Voting by the membership; and
  - Orderly administration of the present General Meeting.
2. Any adjustments made pursuant to this Resolution shall be interpreted narrowly and applied only to the extent reasonably necessary to facilitate implementation of the newly adopted Nomination Committee Policy during the present transition period.
3. Northstar Church, Board of Elders, Lead Pastor, and applicable leadership shall endeavor, to the greatest extent reasonably possible, to remain consistent with the spirit, intent, transparency, accountability, and governance objectives of the newly adopted Nomination Committee Policy despite any temporary timeline adjustments authorized under this Resolution.
4. Following completion of the present General Meeting, the timelines, procedural requirements, notice periods, review periods, and other provisions contained within the Nomination Committee Policy shall thereafter apply in full force and effect unless otherwise amended in accordance with Northstar Church’s governing documents.
5. Except as expressly modified by this Resolution for the limited transitional purposes described herein, all remaining provisions of the Nomination Committee Policy and Northstar Church’s governing documents shall remain in full force and effect.