

JULY 15, 2023

HIGH TWELVE INTERNATIONAL, INC.

BY-LAWS

ORIGINALLY APPROVED: JUNE 15, 2013

92nd International Convention, Philadelphia, Pennsylvania

1ST AMENDED: JUNE 28, 2015

94th International Convention, Philadelphia, Pennsylvania

2nd AMENDMENT: SEPTEMBER 13, 2015

Special Governing Board Conference Call

3rd AMENDMENT: JUNE 18, 2016

95TH International Convention, San Diego, California

4th AMENDMENT: JUNE 10, 2017

96th International Convention, Indianapolis, Indiana

5th AMENDMENT: JUNE 16, 2018

97th International Convention, Philadelphia, Pennsylvania

6th AMENDMENT: JUNE 15, 2019

98TH International Convention, Addison, Illinois

7th AMENDMENT: JUNE 26, 2021

100TH International Convention, South Sioux City, Nebraska

8th AMENDMENT: JULY 15, 2023

102ND International Convention, Chicago, Illinois

THOMAS J. BROTHERTON III, INTERNATIONAL SECRETARY

HIGH TWELVE INTERNATIONAL, INC.

Avondale, Arizona

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ARTICLE I – MEMBERSHIP

SECTION 1 – INTERNATIONAL

The membership of High Twelve International, Inc. shall be as the CONSTITUTION, ARTICLE III – MEMBERSHIP provides.

SECTION 2 - LOCAL CLUBS

CLASSES

1. **Active** – All Master Masons in good standing are eligible to active membership in Clubs. Additionally, active membership would be available in those Grand Lodge Jurisdictions that have approved admitting Entered Apprentice and Fellow Craft Masons in good standing to join an organization that predicates membership on being a Freemason.
2. **Life** – Life members are Active members. Clubs may elect any member as a life member of that Club provided that the Club shall pay all required international and state per capita dues.
3. **Honorary** - Clubs, may elect any Master Mason to Honorary Membership in its Club. Honorary members shall be exempt from all dues and assessments and shall have all the privileges of membership except those of voting and holding office. Honorary membership shall be for no more than one (1) year only, as it is intended to introduce honored, nonmember Masons to High Twelve.

JURISDICTION

Masons may organize a Club in a jurisdiction which presently has no Clubs, provided they are member of a Masonic Lodge which is listed in the reference material of which is endorsed by the Conference of Grand Secretaries of North America/ Conference of Grand Masters of North America.

LOCATION

Clubs may be organized wherever there are at least seven (7) Masons desirous of forming a club, provided there is prior written consent from the Grand Lodge of the jurisdiction where the Club is to meet. Providing the jurisdictional requirement is met, Club may be organized worldwide where ever there are at least seven (7) Masons.

CHARTERS

1. **Application** - Charters shall be created and issued in the manner and form prescribed by the International Governing Board, hereinafter referred to as the "Governing Board."
2. **Validation** - All Charters granted to Clubs or Affiliates by the International Association of High Twelve Clubs (predecessor of High Twelve International, Inc.) if not heretofore revoked, are

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hereby declared to be true and valid charters of this organization. Henceforth the term "Club" will also denote "or Affiliate" in all High Twelve International documentation.

DISCIPLINE

1. **Authority** - At the discretion of the Governing Board, a Club may be censured by a vote, suspended by a two-thirds vote, or expelled by a three-fourths vote for any of the following causes:
 - a) Unseemly conduct that may reflect adversely upon the institution of Freemasonry.
 - b) Nonpayment of per capita dues. Any Club delinquent in payment of its per capita dues beyond 24 months shall automatically be dropped from the rolls. If the State Association desires to retain the delinquent Club on the active roles beyond 24 months, then the State Association shall assume and pay in full all delinquent per capita dues for said Club, to High Twelve International, Inc.
 - c) Failure to function.
2. **Hearing Notice** - No disciplinary action, except for nonpayment of per capita dues, shall be taken unless due notice of the charges and opportunity for written response has been served upon the President, the Secretary of the Club or any other affected Member. The Club shall be notified of the decision by the Governing Board.
3. **Appeal** - The Club may file a written notice of appeal of such decision with the International Secretary which must be post marked within thirty (30) days subsequent to its receipt of notice of the decision of the Governing Board. Then it shall be entitled to a Hearing on its perfected appeal before the next Annual Convention. The appeal shall be heard and decided by a majority of the delegates present at the next Annual Convention of High Twelve International, Inc. The Club shall be entitled to be represented by its counsel at any hearing provided by this section.

RESIGNATION AND SURRENDER

Any Club may resign from High Twelve International, Inc. provided that said Club has fulfilled all of its obligations to High Twelve International. Any Club which shall cease to be a member of High Twelve International, Inc., must relinquish the name "High Twelve" in its Club name, emblem or badge, as well as the use of the insignia of High Twelve International, Inc. The former Club shall immediately surrender its funds, property and Charter. The Secretary of High Twelve International, Inc. shall be charged with the enforcement of this section, and shall report to the Governing Board on the action taken

MERGERS AND CONSOLIDATIONS – DEFINITIONS AND CONDITIONS:

1. **Merger** – Club "A" wishes to cease operation, but is joining into Club "B", where Club "B" is the surviving Club. Monies and Club property stay with the surviving Club. The Charter, Bell and Banner are to be surrendered to the State Secretary, if there is one, unless other provisions are made for historical or other acceptable reasons. For Independent Clubs not associated with a

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State Association or Multi-State Association shall send their materials to the International Secretary.

2. **Consolidation** – Club “A” and Club “B” wish to cease their operation, but want to join together in forming a new Club “C.” Club “C” is the surviving new Club with a new Charter and Number. Monies and Club property stay with the surviving Club. The Charters, Bells and Banners are to be surrendered to the State Secretary, if there is one, unless other provisions are made for historical or other acceptable reasons. For Independent Clubs not associated with a State Association or Multi-State Association shall send their materials to the International Secretary.

PROCESS – FOR MERGERS AND CONSOLIDATIONS

The following steps are required.

- a) A formal contact (regular mail, phone call, E-mail) sent to the State Association Secretary, if there is one, announcing their desires requiring a response from the State Secretary. If there is no State Association, the above requirements shall be processed by the International Secretary.
- b) The State Association Officers, or International President, as applicable shall investigate the proposed merger or consolidation to determine the impact on membership.

REORGANIZATION

Any former Club may reorganize. The terms and conditions of reorganization shall be at the discretion of the Governing Board.

TRANSFER

A member in good standing shall have the right to transfer his membership to another Club without payment of any additional fee, provided that he is accepted as a member of the latter Club.

INDEPENDENT CLUBS

It shall be the responsibility of the International President to regularly maintain contact with and guidance of all independent High Twelve Clubs not affiliated with a State or Provincial Association. The International President may delegate these duties to any person or persons as he may deem appropriate. Effective responsibility, however, shall remain with the International President.

ARTICLE II – OFFICERS

SECTION 1 – TITLES

The officers of High Twelve International, Inc. shall be those listed in the CONSTITUTION, ARTICLE IV – OFFICERS.

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SECTION 2 – ELIGIBILITY

Any member of a good standing shall be eligible to hold office in High Twelve International, Inc.

SECTION 3 – SELECTION

ELECTIVE

The President, Vice Presidents, Treasurer and Secretary shall be elected at each Annual Convention of High Twelve International, Inc.

APPOINTMENT

The General Counsel shall be appointed annually by a majority of the Governing Board.

IMMEDIATE PAST INTERNATIONAL PRESIDENT

At the completion of his term of office, the retiring President shall automatically continue as an officer of High Twelve International, Inc. with the title of Immediate Past International President until the retirement of his successor's term of office. (See also ARTICLE II – OFFICERS, Section 8, Paragraph E.) If a conflict of interest arises, he may resign as Past International President

SECTION 4 – NOMINATION

BY WHOM

Nomination for officers may be made only by the nominee's own Club and must be endorsed by the nominee's State Association, if any.

STATEMENT

All such nominations shall be accompanied by a background statement of each nominee and by his written agreement to serve.

FILING DATE

The names of all nominees shall be filed with the Secretary of High Twelve International, Inc. not later than the first day of April of each year.

NOTICE

The names and stated backgrounds of each nominee for elective office shall be published in the official publication of High Twelve International, Inc. and this shall be deemed sufficient notice.

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COMMITTEE ON NOMINATIONS

Each year, not later than January 15, the President shall appoint a Committee on Nominations to whom all such filed nominations shall be referred. The Committee shall consider the qualifications of each candidate and report thereon to the convention and from the list of the proposed nominees, the Committee shall place in nomination the names of all qualified members for each elective office to be filled.

OTHER NOMINATIONS

Candidates for office may be nominated from the floor, provided that such nominees are a member of a High Twelve Club in good standing, endorsed by their State Association, if any, and co-sponsored by a minimum of ten (10) authorized individual voting delegates at such convention, and also agree to serve.

ADVOCATES

Permission shall be granted to not more than two delegates to speak in support of each nominee, and each delegate's speech shall be limited to three (3) Minutes.

SECTION 5 - ELECTION

PROCEDURE

1. **Roll Call** - Voting for the election of officers shall be by roll call of the Clubs and then of the delegates-at-large.
2. **One Nominee Only** - If there be only one nominee for an office, he may be elected by voice vote.
3. **More than Two Nominees** - If there are more than two candidates placed in nomination for any office and if, after the first roll call no candidate shall have received a majority vote, then on the second roll call only the names of the candidates who received the highest and next highest number of votes on the first roll call shall be considered for that office.
4. **Decision** - A majority of all votes cast (including proxies as authorized by ARTICLE IV – MEETINGS, Section 5 Proxies, A, hereof) shall be necessary for election.

SECTION 6 - TERM

ELECTED

The International President and other elected officers shall assume their respective offices at the formal installation ceremony.

APPOINTED

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The terms of appointive officers shall begin at the formal installation ceremony and upon the ratification of the Governing Board.

SECTION 7 – DUTIES

PRESIDENT

The International President shall preside at all meetings and perform such duties as these By-Laws provide and shall supervise and direct the activities of all officers and committees of High Twelve International, Inc., subject to ratification of the Governing Board

VICE PRESIDENT

The International Vice President, commencing with the most senior Vice President present, shall preside in the absence of the President and shall perform the duties of the President in his absence.

IMMEDIATE PAST INTERNATIONAL PRESIDENT

The Immediate Past International President, in addition to such duties as these By-Laws provide, shall render such other services as may be assigned by the International President.

SECRETARY

The International Secretary, beside such duties as these Bylaws prescribe, shall perform such other duties as may be assigned to him by the International President.

TREASURER

The International Treasurer shall keep the funds of High Twelve International, Inc. in an authorized checking account. The checking account is to be disbursed as authorized by the Executive Committee and shall disburse them only in such manner pursuant to the budget. The Wally Fund is distributed on a case by case basis per its operating policy. He shall render such financial reports as the Governing Board and Executive Committee shall require and shall submit his annual financial report at each annual convention.

BOND

The International Secretary and Treasurer shall give bond for the faithful performance of his duties in such amount and with such sureties as the Governing Board shall direct.

GENERAL COUNSEL

In addition to the specific duties assigned to him by the By-Laws, the International General Counsel shall be the legal adviser to the Governing Board.

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SECTION 8 – VACANCIES

- A. In the event of a vacancy occurring among the elective officers by death or resignation, with the exception of the Treasurer and Secretary, the next succeeding ranking officer elected at the last International Convention shall automatically advance to the next higher office, thus creating a vacancy in the office of Third International Vice President.
- B. In the event a vacancy in any elective office because of physical or mental incapacity, misconduct, or upon the refusal of any officer to perform the duties of his office, Governing Board shall be invested with authority to declare, by resolution, the office vacant upon the occurrence of any of the above conditions.
- C. In the event of a vacancy occurring in the office of Third International Vice President, or Treasurer, Secretary or General Counsel, the same shall be filled by a majority vote of the Executive Committee appointing a qualified High Twelvian to serve the unexpired term or period of time the officer is unable to perform his duties.
- D. In the event of a vacancy in the office of Immediate Past International President, the office shall remain vacant until the incumbent International President completes his term and becomes the Immediate Past International President.
- E. In the event of a vacancy occurring among the trustees of the International Endowment Fund, the Executive Committee shall, by majority vote, appoint a qualified High Twelvian to serve as trustee until the next annual convention at which time an election shall be held for the unexpired term.

SECTION 9 – REMOVAL OF AN OFFICER (INTERNATIONAL, STATE, CLUB)

PURPOSE

A High Twelve Officer may be removed for cause or for failure to perform his duties. If it is an appointed officer, he can be removed by the President, after conferring with his officers. If it is an elected officer, the following procedures will be followed.

REASON(S)

The reason(s) to remove an officer shall be put in writing and submitted to the appropriate Secretary. It needs to set forth the specific reason(s) against the alleged **offending** officer.

RIGHT TO RESPOND & APPEAL

- A) Right to respond to the original accusations: The alleged offending officer shall have the right and given the opportunity to present a response to the reason(s) at the time the matter is to be reviewed. This can be in person, in writing, or by a representative of his choice. The response should be presented within 30 days of notification.
- B) Right to Appeal: After a decision against the offending officer he shall have the “right to appeal” by making such request, in writing (by certified mail, return receipt), to the International President with a carbon copy to the International General Counsel. Such exercise to right of appeal shall be

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received within 28 days from date of the original judgement. In the case were the offending officer is the International President, such right of appeal shall be exercised to both the General Counsel, and to and through the Junior Member of Council of Past International Presidents (PIP's), who shall make final judgement with the Executive Board.

ABSENCE OF RESOLUTION

In the absence of a resolution of the matter, the President can remove an elected officer by a majority vote of the Executive Board. The President will notify the officer in person, by telephonic or electronic means. In the event the officer is removed, the President may appoint any qualified member to fill the vacancy for the remainder of the term or, he may call a Special Meeting for the purpose of electing a new officer to the vacant office.

IF THE OFFICER IS THE PRESIDENT

If the officer to be removed is the Club or Association President, the same procedures will be followed with the 1st Vice President presiding. *If the officer is the International President, the Council of PIPs, with the advice of the Executive Board, will make the determination. The Immediate PIP will preside.*

SECTION 10 – COMPENSATION

- A. All officers of High Twelve International, Inc. (other than the International Secretary) shall serve without compensation, but the Intentional President, International Vice Presidents, International Treasurer, International General Counsel, International Parliamentarian, and International Chaplain may be reimbursed for actual and reasonable expenses incurred in the discharge of their duties subject to the budget as approved by the Governing Board.
- B. The compensation of the International Secretary, if any, shall be fixed by the Governing Board from time to time.

SECTION 11 – DISSOLUTION OF HIGH TWELVE INTERNATIONAL INC.

- A. Upon the dissolution of High Twelve International, all funds and assets remaining after the settlement of all debts be transferred to the official philanthropy, “THE WOLCOTT FOUNDATION INC.” and transferred to, or through the Chairman of record at the time of distribution or his lawful designate at a time convenient to legal representative not to exceed 90 days from date of dissolution.

ARTICLE III – ADMINISTRATION

SECTION 1 – INTERNATIONAL GOVERNING BOARD

COMPOSITION

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The administrative body of High Twelve International, Inc. shall be the International Governing Board. It shall consist of the officers of High Twelve International, Inc. together with the President of each State or Multi-State Association or an alternate person, designated by him in writing, who shall serve for the term of such officer.

POWERS AND DUTIES

Subject to any limitations imposed by the Constitution, these Bylaws, or action of a Convention, the Governing Board shall have power to exercise general supervision and control over the officers and committees of High Twelve International, Inc.; to supervise and direct its financial and business affairs; and to make such appropriation of its funds as it may deem necessary and proper. It shall decide all questions of International, State or Local jurisdiction, subject to the right of appeal to the next International Convention as provided in ARTICLE 1 – MEMBERSHIP, Section 2. D. 3.

TITLE AND INSIGNIA

The Governing Board is empowered to take any action it deems necessary and advisable to protect and preserve the rights of High Twelve International, Inc. and the members thereof to the exclusive use of the High Twelve title, emblem, badge and other insignia now in use or hereafter adopted. The use of any of the above for commercial or business purposes by any person or persons is strictly prohibited.

MEETINGS

1. **Regular** - The Governing Board shall hold two regular meetings in each calendar year, the annual convention and the mid-year meeting held as nearly as possible midway between annual conventions.
2. **Special** - Special meetings of the Governing Board shall be held at the call of the President of High Twelve International, Inc. or at the request of twenty percent (20%) of the Governing Board's membership.

CHAIRMAN

The International President of High Twelve International, Inc. shall be chairman of the Governing Board.

SECRETARY

The International Secretary shall be the Secretary of the Governing Board.

QUORUM

Forty percent (40%) of the membership of the Governing Board shall constitute a quorum at any meeting of the Governing Board.

DECISIONS

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Except as may be otherwise provided in these Bylaws, a majority vote of the members present shall decide all questions.

MAIL VOTE

The members of the Governing Board may vote by regular mail, E-Mail or other means of communication, on any matter it has under consideration. On any matter decided by regular mail, E-Mail, or other means of communication, a majority vote of the entire Governing Board shall be necessary for a decision.

DELEGATION OF POWER

The Governing Board may assign to any officer or officers of High Twelve International, Inc. authority to exercise various duties on its behalf. Provided, however, that such duties be delegated by specific action of the Governing Board for the designated purposes. The officer or officer's actions are subject to the review and ratification at the Governing Board's meeting.

EXECUTIVE COMMITTEE

There shall be an Executive Committee composed of the officers listed in the CONSTITUTION, ARTICLE IV – OFFICERS, Section 1. The Executive Committee shall meet at the call of the President and shall perform such duties as are specified in these Bylaws. Between meetings of the Governing Board, the Executive Committee shall perform all necessary acts with the same power as the Governing Board, provided, however, that all such acts shall be reported to and ratified by the Governing Board at its next regular meeting. A majority vote of the Executive Committee shall be necessary for any action taken.

BUDGET

The Budget and Finance Committee shall prepare and recommend an annual budget to the annual convention for consideration and adoption.

LIABILITY INSURANCE

High Twelve International, Inc. shall provide liability insurance coverage in the amount of One Million Dollars (\$1,000,000.00) for High Twelve International, Inc., constituent State Associations, Clubs Officers, and members. Except in case of replacement coverage, the liability insurance coverage protecting High Twelve International, Inc., the constituent State Associations, Clubs or members shall not be canceled or otherwise dismissed without sixty (60) days written notice to the membership of High Twelve International, Inc. and written concurrence of the International Governing Board.

SECTION 2 – LOCAL CLUBS

CONSTITUTION AND/OR BYLAWS

APPROVAL

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Each Club shall adopt the International Uniform By-Laws provided by the International Secretary and may adopt a Constitution, if required in their Jurisdiction, all of which shall be submitted for approval to the State Association Secretary, if there is one, if not, to the International Office. The proposed By-Laws or Constitution will become effective the date and time approved by the International President. The International Secretary will forward the approved By-Laws or Constitution to the Club.

MANDATORY PROVISION

The Constitution and/or By-Laws shall contain the following provision: "This High Twelve Club acknowledges the supreme authority of the Grand Lodge of [state or jurisdiction] wherein it is situated, in all matters of Masonic Law, Tradition and Ethics. It pledges never to interfere with or intrude in the affairs of any Masonic Lodge; nor to engage in or sponsor any activity prohibited by said Grand Lodge; nor to permit its members to engage in unseemly conduct which might reflect adversely upon the institution of Masonry."

SUPERVISION

Clubs shall be under the general supervision of the Governing Board. Clubs affiliate with a State Association shall be under the direct supervision of the State Association. Clubs not affiliated with a State Association shall be under the direct supervision of the International President.

REPORTS

Promptly after the last meeting in each month, but not later than the 5th of each month, the Secretary of each Club shall send to the State Secretary an official monthly report containing such information and data as the Governing Board may prescribe. Not later than the 15th of each month, the State Secretaries shall compile a summary of these reports and forward the summary to the International Secretary. Independent Clubs not associated with a State Association or Multi-State Association shall send their reports, but not later than the 5th of each month, directly to the International Secretary.

SECTION 3 – STATE ASSOCIATIONS

AUTHORIZATION

MEMBERSHIP

In any state within which there may be located five (5) or more Clubs, there may be established with the approval of the Governing Board, a State Association of High Twelve Clubs (herein referred to as State Associations).

NON-MEMBERSHIP

Clubs in states where no State Association has been established may elect (with the approval of the Governing Board) to combine with Clubs in another state to form a Multiple-State Association, or to affiliate with an established State Association in another state.

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DEFINITION

The term "State" as used herein shall be understood to mean any state, territory, province, or other political subdivision thereof in any Country.

MEMBERSHIP REQUIRED

All Clubs situated in a state or country in which a State Association has been established, shall be members of that Association.

CONSTITUTION AND/OR BY-LAWS

Each State Association shall adopt the International Uniform By-Laws provided by the International Secretary and may adopt a Constitution, if required in their Jurisdiction, all of which shall be submitted to the International office for processing. The original being forwarded to the International President by the International Secretary. Corrections required shall be processed through the International office. The document(s) will become effective the date and time approved by the International President. The International Secretary will forward the approved document(s) to the State Association Secretary.

REVENUE

State Associations shall be authorized to collect from Clubs reasonable fees for the admission of new Clubs, admission of new or reinstated members, and per capita dues provided that the amounts of such fees and dues are set forth in the Constitution and/or Bylaws of such State Association.

PROJECTS

Prohibition - No project shall be adopted, maintained or undertaken by a State Association which entails the compulsory payment of any assessment, contribution or additional per capita dues to the State Association.

TERMINATION OR DISSOLUTION

In the event this Association shall cease to exist, except for the purpose of consolidation or merger, the State President, Secretary and Treasurer shall, within 30 thereafter, transmit to the High Twelve International Secretary or person designated by the International President, all the property of the Association, including, without limitation, all the books, paper records, data files, jewels, paraphernalia and funds or assets thereof.

SECTION 4 - COUNCIL OF PAST INTERNATIONAL PRESIDENTS

COMPOSITION

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All Past Presidents of High Twelve International, Inc. shall constitute the Council of Past International Presidents (hereinafter referred to as the "Council").

OFFICERS

The Council may elect from its membership a Vice Chairman and a Secretary. The Chairman shall be the Immediate Past International President.

DUTIES

The Council shall act in an advisory capacity only to the Governing Board on matters of its own choice and on specific matters referred to it. The Council shall be the Jurisprudence Committee of High Twelve International, Inc.

MEETINGS

The Council shall meet at the call of its Chairman. At any meeting of the Council, five (5) members shall constitute a quorum. A majority vote of those present shall decide all questions.

MAIL VOTE

The members of the Council may vote by regular mail, E-mail or other means of communication, on any matter it has under consideration. On any matter decided by E-mail or other means of communication, a majority vote of the entire membership of the Council shall be necessary for a decision.

REPORTS

The Council's recommendations shall be reported to the Governing Board.

ARTICLE IV - MEETINGS

SECTION 1 - CONVENTIONS

The meetings of High Twelve International, Inc. shall be held as provided in the CONSTITUTION, ARTICLE V – MEETINGS.

SECTION 2 - NOTICES

Notice of the time and place of holding conventions shall be mailed to the Secretary of each Club at least sixty (60) days before the annual convention and at least thirty (30) days before a special convention.

Publication of such notice in the official publication of High Twelve International, Inc. within the time prescribed in paragraph "A" above shall be deemed sufficient compliance as to annual conventions.

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SECTION 3 – ATTENDANCE

Representation Required - It shall be the duty of each Club to be represented at all conventions either by delegate or by proxy.

SECTION 4 – DELEGATES

MASONIC REPRESENTATIVE

Each Club shall be entitled to one Masonic Representative who shall be a delegate.

OTHER DELEGATES

Each Club, in addition to the Masonic Representative, shall be entitled to one (1) delegate for each twenty-five (25) active members or a major fraction thereof based on the total number of active members shown on its monthly report for the month of March preceding the convention.

DELEGATES AT LARGE

Any active member of a Club who may qualify under any of the following classifications shall be a Delegate-at-Large, viz:

1. An officer of High Twelve International, Inc.
2. A Past President, Past Secretary, Past Treasurer, or Past General Counsel of High Twelve International, Inc.
3. The President of each State Association or an alternate designated by him.
4. No person shall be a Delegate-at-Large under more than one of the above classifications

CREDENTIALS

1. The right of each delegate (other than Delegate-at-Large) to participate in any convention shall be attested by a certificate signed by the President and Secretary of his Club and certified by the Secretary of the State Association, if any.
2. In the event that the credential fails to have a certification by the Secretary of the State Association, if any, then it must be certified by an International Officer. This certificate shall be filed with the Committee on Credentials at the time of registration. The right of a Delegate-at-Large to participate at the Convention shall be established by personally reporting his presence to the Credential Committee. The Credential Committee shall be responsible for enforcement of Section C 4 above in conjunction with the International Secretary.

SECTION 5 PROXIES

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- A. Any Club may designate any member of any Club its proxy to personally cast its entire vote or any part thereof.
- B. The designation of such proxy shall be attested by a certificate signed by the President and the Secretary of the Club and certified by the Secretary of the State Association, if any, or an International Officer, it shall name the proxy and designate the number of proxy votes that only he is authorized to cast.
- C. This certificate shall be filed with the Committee on Credentials before 5:00 P.M. local time on the day of the first business session of the Convention.

SECTION 6 – QUORUM

Delegates representing one-fourth (1/4) of the Clubs in good standing shall constitute a quorum at each session of every meeting of High Twelve International, Inc.

SECTION 7 – COMMITTEE ON CREDENTIALS

Before the opening session of the Annual Convention, the International President shall appoint a Committee on Credentials. The Committee shall be in attendance at the opening of registration and shall determine the validity of credentials and proxy certificates, keeping an accurate record thereof. The Committee shall certify the voting rights of each delegate to the Convention and report to the body the total number of votes that are duly registered.

SECTION 8 – ORDER OF BUSINESS

The order of business for any convention shall be a prepared agenda by the International President, recommended by the Governing Board at the pre-convention meeting.

SECTION 9 - VOTE

VOTING POWER

- 1. Each delegate present when a vote is taken shall be entitled to personally cast the certified proxies that he holds as provided in Section 5 of this ARTICLE.
- 2. Any Club delinquent in payment of per capita dues for any billing cycle to High Twelve International, Inc. shall not be entitled to vote on any matter coming before the International Convention and its proxies are void.

DECISIONS

All questions shall be decided by a majority vote of the delegates present except by specific provision of these By-Laws which may require a different percentage.

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SECTION 10 – RULES OF ORDER

Robert's Rules of Order - The rules contained in *Robert's Rules of Order Newly Revised* shall govern all meetings of High Twelve International, Inc., including the Governing Board, the Council and International Committees in all cases in which they are applicable and in which they are not inconsistent with the By-Laws or any special rules of High Twelve International, Inc.

SECTION 11 – ARRANGEMENTS

- A. The International President shall make all necessary arrangements and assignment of committees for the mid-year meeting and the annual convention as he deems advisable, subject to approval of the Governing Board.
- B. The 1st Vice President may make all necessary arrangements and assignment of committees for the mid-year meeting and the annual convention as he deems advisable, subject to approval of the Governing Board.

ARTICLE V - COMMITTEES

SECTION 1 – STANDING COMMITTEES

- A. The International President shall appoint, as soon as possible after assuming office, the following standing committees:
 - 1. Budget and Finance
 - 2. Credentials
 - 3. Constitution and By-laws
 - 4. Insurance
 - 5. Nomination (See **ARTICLE II – OFFICERS, Section 4, Subsection E**)

SECTION 2 - OTHER

The President may appoint such special committees as he deems advisable.

SECTION 3- CHAIRMAN AND VACANCIES

The President shall designate the chairman of each committee and shall fill all vacancies.

SECTION 4 – EX OFFICIO MEMBER

The President shall be an ex officio member of all committees, except the Nominating Committee.

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SECTION 5 – PROHIBITIONS

The establishment of any new committee, award system or special project fund program intended to become a permanent policy of High Twelve International, Inc. is prohibited without prior approval of the Governing Board.

ARTICLE VI - REVENUE

SECTION 1 – CHARTER FEES

Every application for a charter of a Club shall be accompanied by a remittance of a charter fee of Fifteen Dollars (\$15.00) for each name that is to appear on the charter.

SECTION 2 – PER CAPITA DUES

AMOUNT

1. Each Club shall pay to High Twelve International, Inc. annual dues of Fifteen Dollars (\$15.00) for each active member.
2. Per capita dues are billed on April 30 of each year based on the club's March 31 membership report and are payable on receipt of the billing statement. .
3. The per capita dues for members of High Twelve Clubs that are located at various Masonic Homes sponsored by Masonic Grand Lodges shall be Five Dollars (\$5.00) annually for the members who are residents of those Masonic Homes. The full per capita dues shall be due for any member of such Club who is not a resident of the Masonic Home. The residents of the Masonic Home must maintain their membership in that High Twelve Club located in that Masonic Home, or if there is not a High Twelve Club located at that Masonic Home, in a High Twelve Club located in that community where the Masonic Home is located.

NEW CLUBS

A newly chartered Club shall not be liable for per capita dues until the first anniversary of the club charter being issued. Upon the first Anniversary, the club will be billed for a pro-rated (1/12th monthly) amount based on the remaining whole months left in the current billing cycle.

METHOD OF PAYMENT

Payment of all monies due High Twelve International, Inc. shall be made in the amount due in United States of America Dollars based upon the current exchange rate in the currency of the Country in which the Club resides.

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SECTION 3 – NEW MEMBER FEES

For each new active member, the Club shall pay to High Twelve International, Inc. a fee of Five Dollars (\$5.00).

SECTION 4 – REINSTATEMENT FEES

For each former member reinstated as an active member, the Club shall pay to High Twelve International, Inc. a fee of Five Dollars (\$5.00).

SECTION 5 - TRANSFERS

No charge shall be made against a Club by High Twelve International, Inc. for members admitted by transfer, except for subsequent per capita dues.

ARTICLE VII – OFFICIAL PUBLICATION

SECTION 1 - AUTHORIZATION

The official publication of High Twelve International, Inc. shall be the magazine known as “***THE HIGH TWELEVIAN***.” Its purpose shall be to promote all the objectives of High Twelve International, Inc.; to give notices to the membership; and to develop and promote relationships among all Clubs, and State Associations and all its members.

SECTION 2 – CONTROL

The Governing Board shall be responsible for and have control of the editing, publishing and mailing of the official publication.

SECTION 3 - EDITOR

The Governing Board shall appoint an editor, assigning to him such duties as it may deem necessary.

SECTION 4 - ADVERTISING

High Twelve International, Inc. may permit advertising in its publications as a means of offsetting all costs of publishing and distribution provided that:

1. The advertisements are in good taste and within the bounds of propriety;
2. Advertisements for controlled substances, alcohol, or tobacco are not accepted;
3. Advertisements for religious or political groups are not accepted;
4. Club mailing lists or rosters are not furnished to advertisers;

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5. No representation is made to Masons that it is their duty to advertise.

ARTICLE VIII - THE WOLCOTT FOUNDATION, INC.

SECTION 1 - NAME

The Wolcott Foundation, Inc. (herein known as the Foundation), is a corporation duly organized and existing under the laws of the State of Missouri under its "General Not for Profit Corporation Act," and its affairs are administered by an elected Board of Trustees. It is the successor to the former "The Wolcott Foundation of High Twelve International."

SECTION 2 - MEMBERSHIP

Each individual member of High Twelve International, Inc., is a member of said Foundation and is entitled to participate in the conduct of its affairs in accordance with the By-Laws of said Foundation.

SECTION 3 - MEETINGS

Annual Meetings of the Foundation shall be held in conjunction with the annual meetings of High Twelve International, Inc.

ARTICLE IX-- INTERNATIONAL ENDOWMENT FUND

SECTION 1 - PURPOSE

The INTERNATIONAL ENDOWMENT FUND. This Fund was approved by the Membership at the International Convention at Stockton, California on June 12, 1985. The intent was to establish an Investment Fund with the income therefrom to be used to offset some portion of the administrative costs of High Twelve International, Inc.

SECTION 2 - TRUSTEES

SELECTION/ ELIGIBILITY

1. The fund shall be administered by three trustees, elected at the Annual Convention of High Twelve International, who shall serve a term of three (3) years and shall be elected alternately, one each year.
2. No trustee shall serve more than four (4) consecutive full terms.
3. The International Treasurer shall be an Ex-Officio Trustee, to serve without vote.
4. Election procedure shall be the same as for International Officers.

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5. Each Trustee shall be a Member in good standing of a High Twelve Club, recognized by High Twelve International, Inc.
6. A Trustee shall be nominated and Elected by the same procedure as an International Officer. (See BYLAWS, ARTICLE II - OFFICERS, Sections 4A, 4B, 4C, and 5A.)

SECTION 3 - THE INTERNATIONAL ENDOWMENT FUND PRINCIPAL

The principal of the fund shall be held inviolate and the income therefrom shall be used for the express and limited purpose of supplementing income from other sources for the administrative expenses of High Twelve International, Inc. as set forth in the Annual Budget.

SECTION 4 - SOURCES OF FUNDING

It is anticipated that the monies to establish the International Endowment Fund might be from the following sources:

1. From Budgeted Operating Monies not expended during the year.
2. From any excess reserve for contingencies.
3. From income from any special projects or enterprises that have not been specifically designated otherwise.
4. From Wills, bequests, legacies, and donations given specifically to the fund.
5. From any other appropriate sources.
6. Based on annual billing, ten cents (\$ 0.10) of the per-capita income from each member shall be deposited in the High Twelve International Endowment Fund.

SECTION 5 - DUTIES OF TRUSTEES

DUTIES

The Trustees shall research any recommendations made by the investment advisor and will develop investment strategies for all funds held in trust. The trustees shall come to an agreement on the investments.

INVESTMENTS

Such investments shall be in compliance with the provisions of Article II, Section 7E (duties of the Treasurer) of the Bylaws of High Twelve International, Inc.

METHOD

The Chairman of the Endowment Fund trustees, will make all investments approved by the Trustees. The Trustees will give a full report to the Executive board at its next immediate meeting and a full and detailed report to the Governing Board at both the Mid-Year and Annual Conventions.

OFFICERS

The Trustees shall elect among themselves a Chairman and a Secretary.

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1. The Chairman shall oversee the activities of the Trustees and be the direct liaison between the Trustees and High Twelve International, Inc. and its Executive Committee.
2. The Secretary shall record all activities of the Trustees and prepare an Annual Report of the activities of the Trustees to the High Twelve International Executive Committee.

SECTION 6 - MEETINGS

The trustees shall meet at a minimum Bi-Monthly (via a virtual meeting or Conference call) and also in person at the Annual Convention.

SECTION 7 - DEATH OR DISABILITY

In the event of the death or disability of a Trustee while in office, the Executive Committee of High Twelve International, Inc. may appoint a successor until the next Annual Meeting when Elections are held. At that time, a successor shall be elected to complete the term of the prior Trustee.

ARTICLE X – AMENDMENTS

SECTION 1 – WHO MAY PROPOSE

Amendments to these By-Laws may be proposed only by a Club, a State Association or by the Governing Board.

SECTION 2 - PROCEDURE

FILING

1. Each proposed amendment must be accompanied by a statement of reason(s) for its adoption, the phrasing of the amendment, and by whom it was presented.
2. Each proposed amendment submitted by a Club must be accompanied by a statement of ratification by its State Association, if any.
3. All such proposed amendments intended for consideration at an annual Convention of High Twelve International, Inc. must be received by the International office no later than 30 days before the Governing Board’s mid-year meeting.

BOARD CONSIDERATION

1. All such proposed amendments shall be received and considered by the Governing Board at its mid-year meeting.
2. The Governing Board shall, at the mid-year meeting, make its recommendation(s) for acceptance or rejection, review and/or revision by the appropriate committee(s), or forward it “as is” to the

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next subsequent Convention for consideration. The report of the Governing Board on all proposed amendments shall be presented to the next annual Convention.

REFERRED TO COMMITTEE

All proposed amendments shall be promptly referred to the appropriate Committee(s), which shall present a report to the Executive Committee and to the Governing Board at General Assembly for appropriate action.

NOTICE

Not later than 30 days prior to the Annual Meeting, all Clubs shall be notified of all proposed amendments, by whom proposed, the phrasing of the amendments, the reasons given for adoption and the recommendation of the Governing Board, if any. Publication of all such proposed amendments with supporting data in the official publication of High Twelve International, Inc., within the time prescribed herein shall be deemed as sufficient notice.

VOTE PROCEDURE

The method of voting on adoption of amendments shall be by roll call of the Clubs, and then the Delegates-at-Large.

DECISION

A two-thirds (2/3) majority of all votes cast shall be required for the adoption of any amendment.

SECTION 3 - WHEN EFFECTIVE

An amendment shall be effective immediately upon its adoption, unless otherwise provided by the wording of the amendment or the motion for adoption.

END