

CONSTITUTION AND BY-LAWS
of the
PENNSYLVANIA ASSOCIATION OF HIGH TWELVE CLUBS

CONSTITUTION

ARTICLE I -NAME

Sec. 1 The name of this organization shall be "Pennsylvania Association of High Twelve Clubs."

ARTICLE II - OBJECTIVES

Sec. 1 The objectives of this Association shall be to bring all High Twelve Clubs in this state into closer contact and relationship with each other; to unify the High Twelve movement in this state and elsewhere; and to fulfill the constitutional requirements of High Twelve International.

Sec. 2 This Association acknowledges the supreme authority of the Grand Lodge of Pennsylvania in all matters of Masonic law, tradition and ethics. It pledges never to interfere or meddle 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.

ARTICLE III - MEMBERSHIP

Sec. 1 All High Twelve Clubs in this state holding Charters from High Twelve International shall be members of this Association. Any neighboring High Twelve Clubs not having a State Association may become a member until such time as a State Association is organized and installed in their state.

ARTICLE IV - OFFICERS

Sec. 1 There shall be a President, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer. Officers shall be elected and installed at the Annual Meeting of the Association. Upon installation, each shall assume the duties of his office for a period of one (1) year or until his successor is duly elected and installed.

Any member of a local club holding membership in this State Association shall be eligible to hold office.

ARTICLE V - DUTIES OF OFFICERS

Sec. 1 The President shall preside at all meetings of the Association and shall be Chairman of the Board of Directors. He shall appoint the standing committees required by the By-laws and such other committees, as he may deem necessary.

Sec. 2 The Vice Presidents, in order, shall perform the duties of the President during his absence, inability, or refusal to act.

The First Vice President shall be Chairman of the Budget and Finance Committee, shall assist the President, and shall be responsible for planning the following year's activities when he may be President. The Second Vice President shall be Chairman of the Membership and Expansion Committee, and the Third Vice President shall be Chairman of the Standardization and Inter-Club Relations Committee.

Sec. 3 The Secretary shall perform the usual duties of a secretary at all meetings; and shall provide a permanent written record of the Association's activities. The Secretary shall have possession of all permanent records of the Association.

Sec. 4 The Treasurer shall collect and disburse the funds of the Association. He shall be a member of the Budget and Finance Committee.

Sec. 5 A Chaplain shall be appointed by the President. He shall perform the duties usually assigned to the Chaplain and he shall be Chairman of the Necrology Committee.

Sec. 6 In the event of a vacancy in the office of President, First Vice President or Second Vice President, the Vice Presidents shall advance to fill the vacant offices. Should the office of Third Vice President become vacant, the office shall be filled at the next Annual Meeting.

A vacancy in the office of Secretary or Treasurer shall be filled by appointment of an Acting Secretary or Acting Treasurer by the President. The Acting officer shall serve until the position is filled at the next Annual Meeting.

CONSTITUTION ARTICLE VI- AMENDMENTS

Sec. 1 The Association may amend this Constitution by a two-thirds vote at any Annual Meeting, provided that thirty, (30) days written notice has been mailed to each Officer of the Association and to the President and to the Secretary of each Member Club. The notice shall specify in detail all proposed changes to the Constitution. Amendments shall not become a part of this Constitution until approved by High Twelve International.

BY-LAWS

ARTICLE I - MEETINGS

Sec. 1 The Annual Meeting or Convention of this Association shall be held during the months of April or May of each year. At the first meeting of the Board of Directors held following the Annual Meeting the selection of the place and date for holding the next Annual Meeting or Convention shall be determined. The decision of the time and place shall be sent to the Member Clubs.

Special Meetings of the Association may be called by the President and must be called within thirty, 1st (30) days if requested, in writing, by three (3) Member Clubs.

Sec. 2 The Secretary of the Association shall give Thirty, (30) days written notice of the Annual Meeting, which shall be mailed to each Officer of the Association, to the President and to the Secretary of each Member Club and to the Zone Officer of High Twelve International. A Fifteen (15) day written notice shall be given for all special meetings called as set forth in Section 1.

Sec. 3 QUORUM - Thirty percent (30%) of the Member Clubs of the Association in good standing, lawfully represented, shall constitute a quorum at all special and Annual Meetings of the Association.

ARTICLE II - ELECTION

Sec. 1 The Officers shall be elected at the Annual Meeting by a majority of the votes cast.

Sec. 2 For the election of Officers and amendments to the Constitution and By-Laws the following method of voting shall be used.

Each of the following, if a member of a Member Club, shall be entitled to one (1) vote if personally present: Past Presidents of this Association, and past Presidents of High Twelve International, current Officers of High Twelve International, current Officers of this Association, current Presidents and Secretaries of Member Clubs. A person may not vote in more than one of these positions.

In addition, each Member Club in good standing shall be entitled to one (1) vote. The Club, vote shall be cast by the Senior Officer present from that Club. If no Officer is present from the Club, any member of the Club present may cast the ballot.

All regular motions shall be determined by a majority of the members present.

ARTICLE III - BOARD OF DIRECTORS

Sec. 1 The Board of Directors for this Association shall consist of the President, the Vice Presidents, the Secretary, the Treasurer, the Immediate Past President of the State Association, and the State Directors from Member Clubs.

Sec. 2 Each Member Club shall be entitled to one (1) State Director, who shall be the Club President. In his absence, the Club Secretary, if present, or the Vice Presidents in order of rank shall act as State Director for the Club. A State Director shall be entitled to represent his Club at any meeting of the Board of Directors of the Association. Each Director present shall be entitled to one (1) vote on matters brought before the Board of Directors.

Routine matters brought before a meeting of the Directors may be determined by a majority of member present. However, any member of the Board of Directors may request that the Chairman limit the vote on a particular issue to the Directors present. In which case the Secretary, shall call the role of Directors by clubs and then the Officers of the Association.

Sec. 3 The Board of Directors shall constitute the Administrative body of the Association, and shall transact all business necessary to fulfill the objectives of the Association. At least three (3) meetings of the Board shall be held each year. The first meeting shall be held before the 15th of August. The second meeting shall be held in October or November, and the third in February or March.

Special Meetings of the Directors may be called by the President and must be called within thirty, (30) days if requested, in writing, by three (3) Member Clubs.

Thirty Percent (30%) of the Member Clubs represented by a State Director from the Club shall constitute a quorum for any meeting of the State Directors, which has been called as provided above.

Sec. 4 The Executive Committee of this Association shall consist of the President, Vice Presidents, Secretary, and Treasurer. This committee shall carry on the work of the Association between Board of Directors meetings. It may expend monies to an aggregate total of \$ 500.00 when necessary to carry out its assignment. Action shall be by majority consensus with no formal meetings required.

ARTICLE IV - COMMITTEES

Sec. 1 The following standing Committees shall be appointed by the President: Budget and Finance, Standardization and Inter-Club Relations, Membership and Expansion, Scholarship, Necrology, Annual Convention, Auditing, Special Activities Committee, and such other Committees as he may deem necessary.

Sec. 2 It shall be the duties of the Standardization and Inter-Club Relations Committee to endeavor to standardize all forms, badges, receipts, etc., for use by the members of this Association. It shall devise ways and means for the inter-club visitations; exchanges, such as speakers; and any other way, which will promote closer fellowship between the Member Clubs.

Sec. 3 The Membership and Expansion Committee shall give all possible assistance to the President and other officers of this Association and to Member Clubs in planning and organization other High Twelve Clubs in this jurisdiction. It shall particularly assist in programs to retain and expand existing clubs.

Sec. 4 The Scholarship Committee shall review and endorse all applications for the Wolcott Foundation Fellowships sent to them by local clubs, and shall forward them promptly to the Wolcott Zone Trustee. It shall be the responsibility of the State Committee to see that each local Committee has carefully screened each applicant in accordance with the standards set by the Wolcott Foundation.

Sec. 5 The Necrology Committee shall keep up to date records of those deceased brethren of the Association. It shall plan and assist at the Memorial Service to be held in Connection with the next Annual Meeting.

Sec. 6 The Budget and Finance Committee shall prepare a budget under the direction of the First Vice President, its Chairman, for presentation at the next Annual Meeting for acceptance or amendment.

Sec. 7 The Special Activities Committee shall consist of no less than three member appointed at the discretion of the President for any or all activities. The purpose of the Special Activities Committee is to plan, develop, and implement activities that enhance the social, fraternal, or financial betterment of the State Association. This committee will serve at the discretion of the President, or with the current President's approval, if requested by the First Vice President or the Executive Board. In the event of a major fundraiser, the Executive Board may authorize the State Treasurer to establish a temporary checking account. If required, any temporary checking account established shall start with an amount set by the Executive Board with funds from the general account of the PA Association of High Twelve Clubs. Said account is for the collection of funds and payment of expenses of said activity. The net income of any temporary checking account upon completion of the Special Activity shall be returned to the PA Association of High Twelve Club's Treasury. The State Treasurer shall control the said account, likewise, as in accordance with Article V, Section 4 of the By-Laws, the Secretary, President, and First Vice-President will be, authorized signers. Two additional signers will be required for the use of the funds, if the State Treasurer or those officers as listed above are not available, and/or present to make payments for the activities. The President may change committee members with cause at his sole discretion or at the discretion of the Executive Board.

ARTICLE V – FINANCES

Sec. 1 Each Member Club of the Association shall annually pay to this Association, Three (\$3.00) per member as of May 31st of each fiscal year. Any High Twelve Club chartered during the first six (6) months (June through November) of any fiscal year shall pay one dollar and fifty cents (\$1.50) per member for the current fiscal year; any club chartered after December 1st in any year shall be exempt from dues for the balance of the fiscal year.

Sec. 2 The Secretary of each Member Club shall report to the Secretary of the Association, on or before July 1st each year, the number of members in the Club on the preceding May 31st. The Secretary shall promptly bill each Club for annual dues as set forth above. Dues are payable by October 1st.

Sec. 3 **AUDIT:** The books and accounts of the Association shall be audited once a year by an Auditing Committee selected by the President. At least one Bookkeeper or Accountant should be appointed to the Auditing Committee. The report of the Committee shall be read at the first meeting of the Board of Directors following the Annual Meeting.

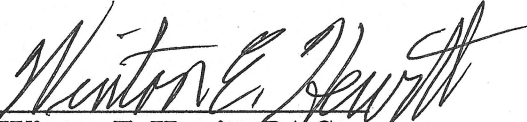
Sec. 4 The Treasurer shall disburse such sums for specific purposes as ordered by the Board of Directors or the Executative committee. He shall keep books of account showing receipts and disbursements. Upon receipts of funds he shall deposit them in the bank or trust company designated by the Board of Directors. He shall withdraw funds by check, which shall be countersigned by the Secretary, President, or First Vice President.

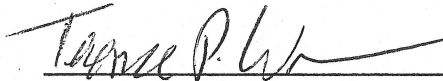
Sec. 5 The fiscal year of the Association shall be from June 1st to May 31st of each year.

BY-LAWS ARTICLE VI - AMENDMENTS

Sec. 1 The Association may amend these By-Laws by two thirds vote at any Annual Meeting, providing that thirty (30) days written notice has been mailed to each Officer of the Association and to the President and Secretary of each member Club. The notice shall specify in detail all proposed changes to the By-Laws. Amendments shall not become a part of these By-Laws until approved by High Twelve International.

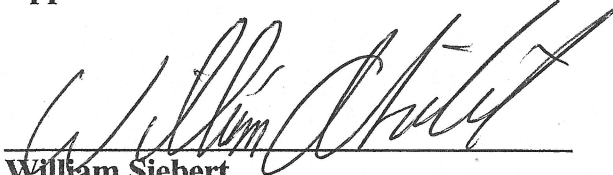
ADOPTED MAY 6, 2010


Winton E. Hewitt, PA State
President


Terence P. Williams, PA State
Secretary

3/15/10
Date:

Approved as to form:


William Siebert
General Counsel