

Texas Masonic Association of High Twelve Clubs, Inc.

By-Laws

PREAMBLE

SECTION 1.

The Texas Masonic Association of High Twelve Clubs, Inc. is a non-profit corporation, organized and existing under and by virtue of the Laws of the State of Texas.

ARTICLE I – NAME

SECTION 1.

The name of this Corporation shall be TEXAS MASONIC ASSOCIATION OF HIGH TWELVE CLIJBS. It shall hereafter be referred to as “Association.”

ARTICLE II – OBJECTS

SECTION 1.

The objectives of this Association are to bring into close contact all High Twelve Club members now or hereafter to be formed within the State of Texas, and such other areas as may be delegated by High Twelve International, to unify the High Twelve movement and to fulfill the requirements of High Twelve International. The general purposes for which this Association is organized are to meet the need and afford the men of Masonry throughout Texas an opportunity to organize Masons in Fraternal friendship, intellectual development, in honoring the Great Creator, in serving our fellow men, in upholding the principles of good government, in the advancement of education and upholding of its members in honorable, living, free from all political entanglements and religious controversies. To foster, encourage and support youth movements. To engage in and support the creation of scholarship funds and to provide reasonable rules and regulations for participation in and to such funds, as well as the methods of raising such funds, to support the Wolcott Foundation, Inc.

SECTION 2.

The Association acknowledges the supreme authority of the Grand Lodge of Texas, in all matters of Masonic Law, Tradition, and Ethics. It pledges never to interfere with 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 that might reflect adversely upon the institution of Masonry.

ARTICLE III – MEMBERSHIP

SECTION 1.

Members of the Association shall be those High Twelve Clubs that have been chartered by High Twelve International and are under the jurisdiction of the Texas Masonic Association of High Twelve Clubs.

SECTION 2.

All application for New Club Charters shall be submitted to the Executive Committee for approval before they are presented to the International Office.

ARTICLE IV – AREAS

SECTION 1.

For the purpose of administration, the State of Texas may be divided into areas as may be determined from time to time by the Board of Directors.

ARTICLE V – MEETINGS

SECTION 1.

The annual meeting, herein designated a convention, of the Association shall be held between May 15 and June 31 of each year. The time and place to be determined by the President and approved by the Board of Directors not less than six months prior to the Convention.

SECTION 2.

Special meetings may be called by the President, the Board of Directors or upon the written request of a majority of member Clubs. Requests by Clubs must be signed by the President of each Club and attested to by the Secretary of each Club.

SECTION 3.

Not less than thirty days' notice of any meeting of the members shall be given to each member Club having voting rights. In the case of a special meeting, the purposes of the meeting shall be given in the notice. All notices shall be in writing and mailed to the Secretary of each member Club in good standing.

ARTICLE VI – DELEGATES TO ASSOCIATION MEETINGS

SECTION 1.

All rights, powers and privileges of an Annual Convention and of a special meeting shall be vested in and may be exercised by delegates of member Clubs elected or appointed by them and registered at the meeting.

SECTION 2.

Delegates, or alternates, from member Clubs shall be determined on the basis of one delegate for each ten (10) members or major fraction thereof, based on the preceding April Monthly Report. One half, or five, shall constitute a major fraction thereof.

SECTION 3.

Each delegate to the Annual Convention or special meeting of the Association shall have one (1) vote on any question and in addition may have one (1) vote for any valid written proxy given him. A member Club may cast all of its votes in bloc according to a majority vote of such Club's delegates.

SECTION 4.

Each elected Officer of this Association shall have one vote each on any question in addition to any other vote to which he is entitled.

SECTION 5.

Current elected International Officers, Past International Presidents of High Twelve International and Past Presidents of this Association who are active members of a member Club shall be delegates-at-large to the Annual Conventions of this Association and each one in attendance at such convention shall be entitled to cast one (1) vote on each question submitted to vote in addition to any other vote to which he is entitled. Past Presidents of any State Association of High Twelve Clubs recognized by High Twelve International who are now residents of Texas and who are active members Of a Texas High Twelve club shall be afforded the same voting rights as the Past Presidents of the Texas Masonic Association of High Twelve Clubs provided he has attended at least one previous Texas Association Annual Convention.

SECTION 6.

Only delegates of the Club receiving the proxy who are in attendance at the Annual Convention or special meeting may exercise the proxy. All such proxies shall be in writing attested to by the signature of the President or Secretary of the Club giving the proxy.

SECTION 7.

Should a duly elected delegate be unable to attend, any member of the Club in attendance and not a delegate may be authorized as an alternate upon unanimous approval of the registered delegates from such Club.

SECTION 8.

No delegates shall be authorized unless the per capita dues in full of the member Club shall have been paid prior to the date of the Annual Convention.

SECTION 9.

All delegates must be certified by the Credentials Committee prior to the official published closing of credential registration before they can vote.

SECTION 10.

Each Club's Masonic Representative shall have one (1) vote at the Annual Convention. This vote cannot be delegated, but must be cast by the Masonic Representative. The Masonic Representative of each Club shall be the person named as such on the August Monthly Report preceding the Annual Convention.

ARTICLE VII – NOMINATING COMMITTEE AND ELECTIONS

SECTION 1.

The Nominating Committee, appointed by the President, must be composed of not less than three persons, who shall be active members of a member Club in this Association. The member Clubs in this Association shall be advised by Official publication of the Association or other media of the names of such Committee Members and the name and address of the Committee Chairman. The Nominating Committee will present a report at the Annual Convention of this Association, placing in nomination at least one candidate for each office to be filled by election, and may include the qualifications of each candidate.

SECTION 2.

Not less than forty-five (45) days prior to the Annual Convention, the Nominating Committee shall submit to the Secretary the list of nominees for each elective office. The Secretary shall, in the notice of the Annual Convention, set forth the Nominating Committee's list of nominees. Nominees must be approved and recommended by their own Club.

SECTION 3.

In addition to the method of nominating candidates for elective office in this Association, nominations may be made from the floor of the Annual Convention provided that such nomination is seconded by a person entitled to vote at the Annual Convention who is not a member of the same Club as the person who made the nomination; further, that any person nominated from the floor must have been approved and recommended by the Board of Directors of his own Club.

SECTION 4.

State Vice Presidents need not be advanced in line. The 2nd State Vice President should be elected from the general area of the state other than that represented by the 1st Vice President.

SECTION 5.

The candidate for each office receiving the majority of the votes cast shall be declared elected and shall be installed in office at the Annual Convention.

ARTICLE VIII – BOARD OF DIRECTORS

SECTION 1.

How constituted — The Board of Directors shall be composed of the President, Immediate Past President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, Sergeant-At-Arms, Chaplain, Masonic Representative, Parliamentarian, and three(3) members to be elected by the Association. (Initially: One (1) for one year; one (1) for two years; and one (1) for three years, and thereafter one (1) for a three year term.) For duties of the various officers, refer to the International Manual.

SECTION 2.

Powers — The Board of Directors shall have supervision and charge of the financial and business affairs, and shall authorize such appropriations of its funds as it, by majority vote of the members present, may deem necessary and proper. Such Board. shall have authority to pass upon and determine any and all other questions pertaining to this Association.

SECTION 3.

Budget - The Board of Directors shall adopt and approve a proposed budget for the next year’s annual expenses and submit the same to the membership for their information.

SECTION 4.

Quorum— The majority of the members of the Board shall constitute a Quorum.

SECTION 5.

Meetings — The Board shall meet at stated intervals as provided in the By-Laws, and as called by the President.

SECTION 6.

The State President, First, Second, and Third Vice Presidents, State Secretary, and State Treasurer shall constitute an Executive Committee which shall have the power to act on behalf of the Board between meetings of the Board. At each meeting of the Board, the Executive Committee shall give a report of its acts since the last meeting of the Board. The Board shall have the right to approve or disapprove the acts of the Executive Committee.

SECTION 7.

In the event of a vacancy in the office of President, the First Vice President will move up to the office of President. A vacancy in the office of First Vice President will be filled by the Second Vice President. A vacancy in the office of Second Vice President will be filled by the Third Vice President. A vacancy in the office of the Third Vice President will be filled by the President, with the nominee of the Nominating Committee of any elected office shall be done by the State President with approval of the Executive Committee and ratified by the Board of Directors at the next meeting. Vacancies in appointed offices will be filled by the State President and ratified by the Board of Directors at the next meeting.

ARTICLE IX – OFFICERS

SECTION 1.

The Officers of the Association shall be: President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, Chaplain, Masonic Representative, Parliamentarian, and Sergeant-At-Arms. The Officers, other than the Chaplain and Parliamentarian, Masonic Representative, Sergeant-At-Arms, shall be elected for a term of one year or until their successors have been elected and installed. They shall be elected at the Annual Convention and assume their offices immediately following their installation at the Annual Convention. Each elected Officer shall also be deemed to have been elected a Director of the Association. No person shall be a candidate or elected for or to any office, elective or appointive, unless he is a member in good standing of a member Club of this Association, which is in good standing.

SECTION 2.

The Chaplain, Parliamentarian, Masonic Representative, and Sergeant-At-Arms shall be appointed by the President prior to the installation of officers and shall serve for the same term of office as the elective Officers.

ARTICLE X - DUTIES OF TILE OFFICERS

SECTION 1.

The President shall preside at the Annual Convention and at all special meetings and shall be Chairman of the Board of Directors. Unless otherwise provided in these By-Laws, he shall appoint all Committees. He shall be an ex-officio member of all Committees.

SECTION 2.

- a. The Vice Presidents shall perform all the duties customarily required of a Vice President. The Vice Presidents, in order of their rank, shall be the Presiding Officer at all meetings Of the Association or of the Board of Directors in the absence of the President.**
- b. The First Vice President shall be the Chairman of the Finance and Expansion and Retention Committee.**
- c. The Second Vice President shall the Chairman of the Patriotism, Attendance and Membership (PAM) Long-range Planning Committee.**
- d. The Third Vice Presidents hall be the Chairman of the Youth Activities.**
- e. The Masonic Representative shall be the Chairman of the Masonic Activities Committee.**

SECTION 3.

The State Secretary shall keep the minutes of all meetings of the Board of Directors, the Executive Committee and of this Association; he shall prepare and file or cause to be prepared and filed any and all reports which may be required to be filed by this Association and shall perform such duties as the Board of Directors shall direct. He shall collect the funds of the Association and transmit them to the Treasurer. The State Secretary shall be compensated for his services at a rate to be determined by the Board of Directors on the basis of total membership of all Texas Clubs at the close of each Fiscal Year.

SECTION 4.

The Treasurer shall disburse the funds of this Association and shall make quarterly financial reports to the President and the Executive Committee upon request. (See Section 6, Article XII).

SECTION 5.

The Parliamentarian will decide all matters of parliamentary law.

SECTION 6.

The Chaplain shall offer the invocation and Benediction at all meetings and have charge of the Necrology Service at the Annual Convention, as well as other religious activities that may be assigned to him by the President.

SECTION 7.

The Sergeant-At-Arms shall have the duty to assure that all of the equipment is in place for all meetings of the Texas Association of High Twelve Clubs. The equipment includes (but is not limited to) the State Banner, the Bell and Gavel, the American Flag, the Bible and any property acquired by the Association, by the direction of the Texas Association President.

SECTION 8.

All elected Officers, Committee Chairmen, and Presidents of member clubs, will submit a written report of their activities on the prescribed form prior to the Annual Convention for the period of the previous 12 months. The report will be sent to the State Secretary at least 15 days prior to the Annual Convention.

ARTICLE XI – COMMITTEES

SECTION 1.

The President shall appoint the Chairman, except as otherwise provided herein, and members of all Standing Committees and such other Committees as, the Executive Committee or the Board of Directors may deem necessary.

SECTION 2.

The following Committees shall be Standing Committees: By-Laws; Expansion, Retention, Attendance, and Membership (RAM); Wolcott Foundation; Finance; Masonic Activities; Youth Activities; Public Relations; and Long-Range Planning.

SECTION 3.

There shall be a Past State Presidents' Committee consisting of all Past State Presidents. This Committee shall give such advice and make recommendations to the Board of Directors as they feel will help the growth and long-range progress of the Association. The Immediate Past State President shall be the Chairman of the Committee.

SECTION 4.

The Long-Range Planning Committee will establish continuity of programs and plans for this Association; to lay down long-range procedures in order that this Association does not run merely form year to year, but is a continuing, growing Association.

SECTION 5.

The By-Laws Committee will regularly review the existing By-Laws; to seek desirable changes and improvements; and to submit proposed revisions to the Board of Directors, all consistent with the Constitution and By-Laws of High Twelve International. The Parliamentarian shall be a member of the By-Laws Committee.

SECTION 6.

The Masonic Activities Committee will be a liaison between the Grand Lodge and the Association. Also, the Masonic Activities Committee should do everything in its power to have members of local Clubs participate hi all Masonic affairs, especially those of the Blue Lodge in order that we may truly be a service to Masonry.

SECTION 7.

The Wolcott Foundation Committee shall promote and implement in this Association the objectives of the Wolcott Foundation Inc. of High Twelve International. Provide leadership to the Association and all member clubs in actively promoting contribution to the Wolcott Foundation in all categories of giving.

SECTION 8.

The Expansion, Retention, Attendance, and Membership (ERAM) Committee shall endeavor to stimulate sponsorship of new Clubs and assist in building up existing Clubs. They shall be charged with providing aggressive leadership to expand the Association and also to reduce the member resignations, especially at year-end, and offer specific recommendations to increase attendance at all club meetings as well as Association meetings.

SECTION 9.

The Finance Committee will prepare a budget with the concurrence of the Board of Directors. The Secretary and Treasurer are ex-officio members of this Committee. This Committee shall prepare and submit the annual budget to the: Board of Directors prior to the Annual Convention.

SECTION 10.

The Public Relations Committee will aid the Membership of Local Clubs in presenting a good image of High Twelve.

SECTION 11.

The Youth Activities Committee shall aggressively assist and recommend active participation in meetings, Leadership Conferences and other activities of the Masonic Youth Groups — DeMolay, Rainbow for Girls and Job’s Daughters. High Twelvians’ support shall include attendance at their regular meetings, participation in their groups and promoting the funding of special projects in addition to annual financial assistance by all clubs independently as well as through the Area I and Area II Youth Committees.

ARTICLE XII – FINANCES

SECTION 1.

The Fiscal Year of the Association shall be from January 1st to December 31st inclusive of each year.

SECTION 2.

- a. The Association shall bill each Club for the annual dues of the Association due from each Club. The annual dues of the Association shall be one dollar per member in good standing of each Club as shown on December 31st monthly reports of each Club, The dues of each Club shall be paid within 30 days after receipt of the bill.**
- b. The Board of Directors shall act on an individual basis on any Club applying for reinstatement or waiver of monies in arrears.**

SECTION 3.

All newly Chartered Member Clubs shall pay a Charter Fee of \$10.00 per Charter Member to High Twelve International. Charter applications shall be directed to the office of the Secretary, accompanied by the necessary fees, for Association approval.

SECTION 4.

An annual audit of the books of the Secretary and Treasurer shall be made by the Audit Committee appointed for such purpose and the report shall be submitted at the Annual Convention.

SECTION 5.

All monies received by the Treasurer shall be deposited in a Federally Insured Financial Institution approved by the Executive Committee All monies shall be withdrawn only by check and all checks shall be signed by the one Officer of the Association, preferably by the Treasurer.

ARTICLE XIII – RULES OF ORDER

SECTION 1.

Robert’s Rules of Order, latest edition, shall be the parliamentary authority for all matters of procedure not specifically covered by the Constitution and By-Laws, or by special rules of procedure adopted by this Association.

ARTICLE XIV – OBLIGATIONS OF MEMBER CLUBS

SECTION 1.

Each member Club shall adopt a Constitution and By-Laws, which may be one document, which shall be submitted to the Secretary of this Association who, in turn, shall forward it to High Twelve International for approval. Each member Club shall furnish the State Secretary a copy of its Constitution and By-Laws, or a combined document, together with all amendments. Any amendment to any member Club’s Constitution or By-Laws shall be submitted to the State Secretary who, in turn, shall forward it to High Twelve International for approval. No Constitution or By-Laws shall become effective until approved by the General Counsel of High Twelve International.

SECTION 2.

All member Clubs shall comply with the Revenue Laws of the United States and the State of Texas and any rules and regulations in support of same, so far as they pertain to non-profit organizations.

ARTICLE XV –

VOTING AT HIGH TWELVE INTERNATIONAL MEETINGS

SECTION 1.

In order to determine how the Association will vote, a closed caucus will be held at the Convention, Conference or meeting by all the Texas accredited delegates prior to voting. The caucus will be chaired by the highest State Officer present.

**ARTICLE XVI –
HIGH TWELVE INTERNATIONAL
CONSTITUTION AND BY-LAWS GOVERN**

SECTION 1.

If any provision of these By-Laws conflict with the constitution or By-Laws of High Twelve International, they will be superseded by those of International.

ARTICLE XVII – AMENDMENTS

SECTION 1.

All proposed amendments to these By-Laws must be submitted in writing by the State Secretary to each member Club not less than twenty (20) days prior to the meeting of member Clubs at which they are to be voted upon.

SECTION 2.

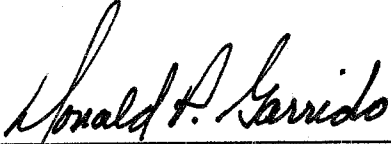
Any amendment may be voted upon at any regular or special meeting of the member Clubs, providing notice has been given as herein provided. All amendments shall become effective when approved by a two-thirds vote of the delegates present and voting as said meeting and when approved as to form by the General Counsel of High Twelve International.

ARTICLE XVIII – FAIL TO FUNCTION OR DISSOLVE

SECTION 1.

In the event the State Association fails to function or shall dissolve, it shall return immediately its Charter, the funds in its treasury and all other property obtained from High Twelve International, to the Secretary of High Twelve International.

Adopted by Texas Masonic Association on May 31, 2003.



Donald P. Garrido
Texas State President



William H. Nelms
Texas State Secretary

Reviewed:



Texas State Secretary

6/9/03

Date

Approved:



Member, Grand Lodge of Texas

06-30-03

Date

Approved as to form:



General Counsel, High Twelve International

7/23/03

Date