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INTERNATIONAL OFFICERS MANUAL

FOREWORD

The Membership of High Twelve International consists of the High Twelve Clubs which may be organized without restriction as to number, wherever there may be at least ten (10) Master Masons, in Good standing with their respective Grand Lodges, who are desirous of forming a Club and who agree to conform to and abide by the Constitution and By-Laws of High Twelve International and the Constitution and By-Laws of the State or Multi-State Association of which they become a Member upon being Chartered, and the Constitution and By-Laws of the Grand Lodge of the Jurisdiction in which they are Chartered.

High Twelve International would not exist if it were not for the individual Clubs and the individual Members of each Club are, in fact, High Twelve International. On the other hand a Local Club is strengthened, guided and benefited by the over-all strength of High Twelve International, the State and Multi-State Associations.

To have the strength, the favorable publicity, and the prestige of an International organization, it is necessary then that there be some uniformity in principles, in ideals, in activities and in the more detailed phases of the operation of each of the separate Clubs. Therefore this Manual is presented for study and guidance.

INTERNATIONAL OFFICERS MANUAL FOR ADMINISTRATION OF HIGH TWELVE INTERNATIONAL

NOTE - Wherever the words "Board" or "Governing Board" are used in this Manual, it is intended that they mean International Governing Board. For the balance of this Manual attention is also called to the existence of the Constitution and By-Laws which must be studied in conjunction herewith.

SECTION 1

INTERNATIONAL GOVERNING BOARD COMPOSITION OF BOARD

The International Governing Board is the Principal Administrative Body of High Twelve International. It is composed of the following members: The Officers of High Twelve International and the President of State or Multi-State Associations of High Twelve International, or his proxy. It shall be the duty of the Members of the Governing Board to be familiar with the Constitution, By-Laws and all other Manuals of High Twelve International.

DETERMINATION BY BOARD AS TO WHAT MATTERS ARE INTERNATIONAL, STATE OR CLUB AND RIGHT TO APPEAL

Any administrative action taken by the Board is subject to the right of appeal to an Annual Convention of High Twelve International by any Member Club in Good standing. Such appeal must be filed in writing with the Secretary of High Twelve International at least ninety (90) days prior to the opening of the Convention. Upon receipt of the appeal the Secretary shall notify the Editor of "*THE HIGH TWELVIAN*" of such and direct that notice of such appeal shall be published in the Pre-Convention issue of "*THE HIGH TWELVIAN*". Debate will be limited by rule of the Convention and the decision of the Convention shall be final.

REGULATION OF MANAGEMENT AND POLICIES

The International Governing Board is the general Governing Board of this organization between International Conventions, and as provided by the Constitution and By-Laws. It regulates the management and policies of High Twelve International, the State or Multi-State Associations, and the Clubs. The Board has supervision over and charge of the Financial and Business Affairs of High Twelve International, subject to any limitation placed upon it by the International Convention.

RECORDS OF CORPORATION

The Corporation shall keep correct books and records of accounts and shall also keep Minutes of the proceedings of its Meetings, Governing Board and Committees, and shall keep at its registered office or principal office, a record showing names and addresses of its Members entitled to vote.

All books and records of a corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

BUDGET (BY-LAWS, ARTICLE III - ADMINISTRATION, Section 1H)

It is the duty of the Governing Board to adopt and approve a proposed Budget for the next year's annual income and expenses and to submit the same to the annual International Convention for its action thereon.

The Fiscal Year shall run from May 1st through April 30th of the following year.

APPROPRIATION OF FUNDS

Appropriation of International funds shall be in consonance with the International Annual Budget as passed by the previous Convention. Any changes caused by unforeseen circumstances shall be passed as an amendment to Budget by a majority vote of the Governing Board. A careful review of the Financial Statement compared with the Budget and a careful projection of future income and expenses to the end of the Fiscal Year shall be made at the Mid Year Meeting.

EXPENSES

The following International Officers will be reimbursed for actual travel expenses: President of High Twelve International; First, Second and Third Vice Presidents; Treasurer; Secretary; General Counsel; Parliamentarian; Immediate Past President, and the Editor of ATHE HIGH TWELVIAN@, to the Mid Year Meeting and to the Annual Convention; Office personnel to the Annual Convention when approved by Executive Committee; and other persons who are requested by the President, with the ratification by the Governing Board.

Travel expenses of 100 miles or less, one way, will not be paid to any Officer as authorized above unless it is necessary that the Officer must stay overnight, and then the expenses of the hotel would be paid and not the travel expense. Travel expenses as authorized above will be paid for the Officer only. However, the double occupancy rate on the hotel room will be allowed for that Officer.

Travel expenses by automobile will be on the basis of the Internal Revenue Service Non Profit Mileage Rate, as measured by the most direct route as usually traveled. Costs by

air should not exceed the coach air fare by scheduled air lines. In case the Officer has to use the services of a parking lot at the airport or hotel, this parking lot expense will be paid. Expenses of Officer to reach the airport of his departure will be paid on the mileage basis as above and there will be no reimbursement for rental vehicles.

Hotel rooms will be paid on the actual hotel expense within reason. The International will not pay for a suite of rooms. Food allowance will be paid to the individuals listed in paragraph one above up to \$25.00 a day for actual out of pocket expenses. Such Per Diem to be for those days engaged in High Twelve International business. Necessary public transportation, such as taxis, tips to porters, bellman, etc., will be approved. Laundry and personal items will not be paid by High Twelve International.

All items of travel must be kept in line with the Budget approved by the preceding Convention. If the travel expenses exceed the Convention Budget, then a Revised Budget must be submitted for Board action. Any item not in the Budget must not be allowed unless there is a ratification by the Governing Board for such items. The President may allocate Budgeted travel expenses to various Officers. All statements for Officer reimbursement shall be submitted for payment within 30 days of the occurrence.

Upon notification of the death of a Past International President, or of a current Elective or Appointive Officer, a memorial payment of \$50.00 shall be made to the Wolcott Foundation.

The Incoming International President shall determine the approximate cost of planned travel and confer with his Budget and Finance Committee as to the amounts. No travel in excess of Convention approved Budget will be allowed unless a revised Budget at the Mid Year Meeting is approved.

Except where otherwise instructed by the International President, all International Officers and all other persons entitled, as above indicated, are to be reimbursed by International for expenses. All claims for reimbursement shall be filed on the approved expense account form.

VISITATION POLICY

High Twelve International Officers are representatives of High Twelve International, and reasonably broad contacts with High Twelve Members can show the Members of High Twelve that the International is interested in the individual Member's well-

being, as well as that of the High Twelve Club and State Associations. With this in mind, invitations for visitations by High Twelve International Officers will be accepted, if reasonably possible.

SUGGESTED PROCEDURES FOR INVITED GUESTS

When a Club or State Association desires the presence of an International Officer, a Wolcott Trustee, a State Officer, or a Past International President for any Club or State Association event, the following are some suggestions which should be followed:

1. A written invitation should be sent to the invitee at least 30 days in advance of the event if possible, said invitation should indicate time, place, the nature of the event, what is to be required of the invitee, suggested dress (i.e., formal) and if the distance involved would require the invitee to stay overnight, and the arrangements for the invitee's accommodation. An information copy of the invitation should be sent to the President of High Twelve International.
2. Upon receipt of the invitation, the invitee should send an acceptance or rejection promptly to the signer of the said invitation with an information copy to the International President. The invitee should indicate his mode of travel, and, if by air, the airline, flight number, and the scheduled time of arrival.
3. Upon receipt of the acceptance of the invitee, the signer of the invitation should make prompt arrangements to meet and welcome the invitee upon his arrival, with an agenda specifying the time schedule of the event or events, and any other information which may aid and assist the invitee to understand what will be expected of him.
4. The inviting body, be it a Club or State Association, should make arrangements for free tickets, etc., to any function wherein the invitee should be present, and for the invitee and his wife if he is accompanied by her.
5. In the event that the invited guest is a State Officer whose presence is normally required at a Club (e.g. installation of Officers, et cetera) the expense other than the tickets, et cetera, mentioned in Paragraph 4 above, should be the responsibility of the State Association.

6. If the invitee shall arrive by air, train or bus, arrangements by the inviting body should be made to transport the invitee to and from the airport, etc., in time for the invitee to board the plane, train or bus.
7. The invitee and his wife, if she accompanied the invitee, shall be seated at the head table at a banquet, lunch, or any other formal gathering.
8. Nothing in the above shall require the host to pay for any overnight accommodations.

DETERMINATION OF QUESTIONS PERTAINING TO HIGH TWELVE INTERNATIONAL, STATE, MULTI-STATE, AND CLUBS

The Board has the authority to accept, reject, and/or determine any questions pertaining to High Twelve International, or any Club, State or Multi-State Association between International Conventions.

MEMBERS

The Governing Board has the right to call into its council such Members as they may choose, and such Members shall then have all the rights and privileges in such conference as the Regular Members of the Governing Board, excepting the right to vote.

TIME AND PLACE OF CONVENTION

The Governing Board is required to name the time and place for the holding of the International Conventions. (Time not earlier than June or later than July 15.) It has the right to change the time and place of the Convention to meet an emergency, or special condition.

ADMINISTRATION OF CLUBS

The administration of Member Clubs of High Twelve International, Inc. is under the general supervision of the Governing Board together with one or the other of the following forms of direct supervision, which shall at all times be in conformity with

the Constitution and By-Laws. (BY-LAWS, ARTICLE III - ADMINISTRATION, Section 2B.)

- (a) Direct supervision of the Club by the Board.
- (b) Direct supervision by a State Association or Multi-State Association.

APPLICATIONS FOR CHARTERS

The Board is empowered to approve or reject applications for Charters for New High Twelve Clubs. The applications for Charter shall be in the manner and form provided thereof by the Governing Board. (BY-LAWS, ARTICLE I - MEMBERSHIP, Section 2C1.)

CENSURE - SUSPEND - TERMINATION OF A CLUB

The Board has the authority, for cause, by a majority vote to censure, or by a two-thirds (2/3) vote to suspend, or by a three-fourths (3/4) vote to expel such Club, provided a copy of the charges has been mailed to the President and Secretary of such Member Club at least ninety (90) days before the hearing thereon, which notice shall state the time and place of the hearing. The Board shall forthwith notify the Member Club of the decision of the Board. Within thirty (30) days from the date of the mailing of the decision to the Member Club, said Club may file written notice of appeal with the Secretary of High Twelve International, which appeal shall be heard and decided at the next Annual Convention of High Twelve International. Debate on the appeal is limited by the rule of the Convention. Such Member Club shall be entitled to be represented by counsel at any hearing. The foregoing procedure shall not apply in the case of a Club dropped automatically under the provisions of BY-LAWS, ARTICLE I - MEMBERSHIP, Section 2D1b.

The Board shall terminate the Membership of any Club that fails to function. If, however, in the opinion of the Board there is a possibility to reorganize the Club, it may delay the termination of the Club pending the outcome of the efforts to reorganize. (BY-LAWS, ARTICLE I - MEMBERSHIP, Section 2D1c.)

DUES FROM REORGANIZED CLUBS

If a Club whose Membership has been terminated be reorganized, the Board, in granting membership to the reorganized Club, shall have the discretionary powers to determine whether or not it will demand payment of any prior indebtedness due to High Twelve International, Inc. by the original Club. (BY-LAWS, ARTICLE I - MEMBERSHIP, Section 2 F.)

ADMISSION OF MASONIC CLUBS

The Board may, by vote, waive any Charter Fees for admission of any existing Masonic Club, organized under different auspices. When such waiver is given, Per Capita Dues shall be billed to the Newly Admitted Club at the next billing period.

MEETING AT MID YEAR AND CONVENTION

The Board shall meet at the times designated by the President, or the next in rank in the event of his absence or failure to act in accordance with the By-Laws. At Governing Board Meetings, the International President shall be the Chairman, and in his absence or inability to act, the Vice Presidents in the order of their rank shall act as Chairman. The Secretary of High Twelve International shall act as Secretary of all Meetings of the Governing Board.

During the Annual Convention, the Governing Board shall meet on the day before the Convention convenes. The Executive Committee shall meet on days prior to the Convention and Mid Year Meeting. At no time will the Executive Committee Meeting, Long Range Planning Committee Meeting, or Governing Board Meeting be scheduled in conflict with each other. (BY-LAWS, ARTICLE III - ADMINISTRATION, Section 1D.)

All High Twelve International, Inc. Meetings shall be open to all Members of High Twelve as observers. Such observers shall have no vote and shall not be permitted to enter into any discussion without permission of a Member of the Committee or Board. Observers are not permitted at the closed sessions meetings.

QUORUM

At any Regular or Special Meeting of the Board, 40% of the Members shall constitute a Quorum for the transaction of all business. (BY-LAWS, ARTICLE III - ADMINISTRATION, Section 1D5.)

VOTING BY MAIL OR OTHER MEANS

The Board may, without physically meeting together, transact business by mail or other forms of communication by voting upon proposed resolutions sent to them. Voting shall be considered closed at the end of thirty (30) days or when sufficient ballots are returned to determine the outcome. (BY-LAWS, ARTICLE III - ADMINISTRATION, Section 1E.)

APPOINTMENT OF SECRETARY

The Board, immediately following the close of the Annual Convention shall appoint a Secretary. He shall serve until the close of the next Annual Convention and/or until his successor has been appointed and assumes office. He shall serve as Secretary of the Board and shall assume such other duties as may be assigned by the Board.

APPOINTMENT OF GENERAL COUNSEL

The Board, immediately following the close of the Annual Convention, shall appoint a General Counsel. The qualifications for the position of said General Counsel are that he be a High Twelvian and that he be an attorney-at-law. In addition thereto, at any time during the period from one Annual Convention to another, the International Governing Board may appoint co-counsel to serve with the General Counsel. Such co-counsel need not be a High Twelvian.

APPOINTMENT OF CONVENTION COMMITTEE

The Governing Board shall appoint each year, one qualified High Twelvian for a five (5) year term to the Convention Committee.

APPOINTMENT OF PERSONAL REPRESENTATIVES

The President may appoint any High Twelve Member as his Personal Representative and such appointment shall outline the purposes of the appointment duties and

responsibilities of such appointment and the tenure of the Office. The President may allow such expenses required to carry out such appointment and the term of the appointment may not extend beyond such term as the President making the appointment. The President shall advise the Executive Committee and Governing Board of such appointment. Any authorized expenses of the Personal Representative to represent the President at an authorized function, if reimbursable, shall come from the President=s Budget. All other expenses, if reimbursable, shall be permitted only by prior special authorization of the Governing Board.

VACANCIES

The Governing Board must declare by resolution a vacancy in any Office when, because of physical or mental incapacity, or misconduct, it is manifested that any Officer cannot properly perform his duties. (BY-LAWS, ARTICLE II, Section 8.)

In the event of a vacancy occurring among the Elective Officers, with the exception of the Treasurer, 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 Vice President.

In the event of a vacancy being declared in the Office of Third Vice President or Treasurer, the Third Vice President may, but the Treasurer must, be filled by a majority vote of the Governing Board, appointing a qualified High Twelvian to serve the unexpired term, or period of time that the Officer is unable to perform his duties.

In the event of a vacancy in Office of International Secretary or General Counsel, the Governing Board must appoint a qualified, active High Twelvian to fill the Office for the unexpired term, or period of time the Officer is unable to perform his duties. (BY-LAWS, ARTICLE II, Section 8.)

In the event of a vacancy in 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.

In the event of a vacancy occurring in the membership of the Convention Committee, the Governing Board shall appoint a qualified High Twelvian to serve the unexpired term.

In the event of a vacancy in any office by death or because of physical or mental incapacity, or misconduct, or upon the refusal of any Officer to perform the duties of his office, it is manifested that any Officer cannot or will not properly perform his duties as such, the Governing Board shall be invested with the authority to declare, by resolution, the office vacant upon the happening of any of the above conditions. (BY-LAWS, ARTICLE II, Section 8.)

STATE OR MULTI-STATE ASSOCIATION - DUTIES OF GOVERNING BOARD

The Governing Board shall authorize and approve the formation of a State or Multi-State Association of High Twelve Clubs, consisting of at least five (5) member Clubs.

When a State or Multi-State Association of High Twelve Clubs is formed, it is subject to the control and supervision of the Governing Board.

EMBLEM - BADGE - OTHER INSIGNIA

The Trademark Emblem, Badges and other Insignia of High Twelve International, Inc. are for the exclusive use of all members.

INTERNATIONAL PLEDGE

The following International Pledge is adopted and shall be utilized at all International Meetings. *"I pledge allegiance to my flag and to the country for which it stands; one Nation under God, indivisible, with Liberty and Justice for All."*

ANNUAL CONVENTION

1. The annual convention shall be conducted in accordance with the Convention Manual.
2. All Convention facilities contracts must be submitted to and approved by the International General Counsel prior to its being executed and/or enforceable.

3. The Executive Committee will set time aside to meet, prior to the International Convention, with the Board of Trustees of the Wolcott Foundation at the request of the said Trustees. The Wolcott Foundation should be allotted time to appear at the Mid Year Meeting and to explain the functions and actions of that Foundation to the Board. There shall be a display of the thesis, which has been prepared by the Wolcott Foundation Scholars, along with their pictures, at all Annual International Conventions, in order that the Members of High Twelve International can determine what benefits are derived from their donations and gifts. It is suggested that the Trustees invite a Wolcott scholar living in the immediate area of the Convention site to attend the Wolcott Foundation Meeting.

MID YEAR GOVERNING BOARD MEETING

1. The purpose of such Meeting shall be to fulfill its duties as a Governing Board as required by the Constitution and By-Laws of High Twelve International, Inc.

2. PLACE: The Mid Year Governing Board meeting shall be held each year at a location deemed most economically advantageous. The distances and costs of Officers travel being a determining factor. Exceptions for good and compelling reasons may be approved by action of the Executive Committee.

3. DATE: The date of such Meeting shall be between November 15th and January 15th, as the Executive Committee finds advisable.

4. EXPENSE: The International shall provide one meal for Members of the Governing Board and for others specially invited person by the President.

GRAND MASTERS CONFERENCE

Each year, the President and First Vice President of High Twelve International, Inc. shall attend the Grand Masters' Conference for the purpose of acquainting all Grand Masters with the existence, aims and intentions of High Twelve International. If because of sickness or some other reason, one or both of the above named Officers cannot attend the said Conference, the President or presiding officer is hereby authorized to appoint a substitute member of the delegation.

The President of High Twelve International, may at his discretion, appoint a third representative if he deems such appointment desirable and necessary for the expansion of High Twelve Clubs.

SECTION 2

INTERNATIONAL OFFICERS

The Constitution of High Twelve International, Inc. provides that the Officers of the organization and the Executive Committee consist of the following: (BY-LAWS, ARTICLE II - OFFICERS.)

INTERNATIONAL PRESIDENT
INTERNATIONAL FIRST VICE PRESIDENT
INTERNATIONAL SECOND VICE PRESIDENT
INTERNATIONAL THIRD VICE PRESIDENT
INTERNATIONAL TREASURER
INTERNATIONAL SECRETARY
INTERNATIONAL GENERAL COUNSEL
INTERNATIONAL IMMEDIATE PAST PRESIDENT

The officers named above are divided into three categories.

The *first group*, consisting of the International President, Vice Presidents & Treasurer is elected to office by a majority vote of the delegates, voting either personally or by proxy, at each Annual Convention. They hold office as set forth in BY-LAWS, ARTICLE II, Section 3A.

The qualifications required for election to office are that they be a member in good standing of their Club. Their names shall be placed in nomination by being submitted to the Secretary by April 1, prior to the convening of the annual Convention and meeting all requirements of BY-LAWS, ARTICLE II, Section 4.

The Nominations Committee shall verify the qualifications of the nominees by office and submits a list of nominees for the various Elective Offices to the Convention.

Further nominations may be made from the floor of the Convention. (BY-LAWS, ARTICLE II, Section 4F.)

The *second group* of International Officers, consisting of the Secretary and General Counsel, are elevated to Office by Appointment of the Governing Board, at the first Meeting of the Governing Board held immediately after the close of the Business session of the Annual Convention. They hold office until the end of the next Annual Convention and until their successors are appointed and assume office. (BY-LAWS, ARTICLE II, Section 3B.)

The *third group* of International Officers consisting of the Immediate Past International President holds his office in the following manner. The Immediate Past President, having served his term as International President, automatically takes this office at the end of his Presidential term. His term of Office is until his successor's elective term ends. The vacancy powers of the Governing Board shall have no effect on this office. (BY-LAWS, ARTICLE II, Section 3C.)

COUNCIL OF PAST PRESIDENTS (BY-LAWS, ARTICLE III, Section 4.)

The Council of Past International Presidents shall sit in an advisory capacity to the Governing Board. They shall compose the Membership of the Jurisprudence Committee in conjunction with the International General Counsel who shall be its Chairman.

REGIONAL CONFERENCES OF HIGH TWELVE INTERNATIONAL, Inc.

Regional Conferences of Member Clubs may be called at such time and place as the Governing Board may determine.

OFFICIAL MAGAZINE

The Governing Board of High Twelve shall publish, or have published, under its supervision and control, a magazine which shall be the Official Magazine of High Twelve International, Inc. and which shall be known as "*THE HIGH TWELVIAN*". The purpose of the Official magazine of High Twelve International, Inc. shall be to serve as a medium to assist the Board in the furtherance of the purposes of High

Twelve International, the attainment of its aims, and contain news items of interest to members. (BY-LAWS, ARTICLE VII - MAGAZINE.)

APPOINTMENT OF EDITOR OF "THE HIGH TWELVIAN" ASSOCIATE EDITOR

The Board shall at its first Meeting following the Annual Convention appoint an Editor of "THE HIGH TWELVIAN" and he shall hold office until the next Annual Convention and until his successor is appointed and assumes office.

The Editor, when he deems it necessary, may appoint an Associate Editor or Associate Editors with the approval of the Governing Board.

The Editor shall pass on all questions pertaining to the publishing of "THE HIGH TWELVIAN".

SOLICITING OF HIGH TWELVE CLUBS AND OTHER ORGANIZATIONS

All State and Multi-State Associations, individual Clubs and members thereof, are prohibited from soliciting any and all High Twelve Clubs, the members thereof or any other organizations predicated its membership on the Masonic Fraternity without the written permission of the Board. Use of High Twelve membership lists, roster, etc. for other than Masonic purposes is *prohibited*.

SECTION 3

INTERNATIONAL PRESIDENT

DUTIES OF THE PRESIDENT OF HIGH TWELVE INTERNATIONAL, INC.

The President, in addition to the usual duties of Presiding Officer at all Meetings, and such specific duties as the By-Laws provide, shall supervise and direct the activities of all Officers and Committees of High Twelve International, Inc.(BY-LAWS, ARTICLE II, Section 7A.)

The President, or in his absence, one of the Vice Presidents by rank, shall preside at all business sessions. (BY-LAWS, ARTICLE II, Section 7B.)

The President shall appoint, as soon as possible after assuming office, the Standing Committees, pursuant to BY-LAWS, ARTICLE V, Section 1.

The President shall appoint, at the appropriate time, pursuant to BY-LAWS, ARTICLE V, Section 2, the Other Committees.

The President shall appoint, at the appropriate time, pursuant to BY-LAWS, ARTICLE V, Section 3, the Special Committees.

The President shall designate the Chairman of each Committee, except the Constitution and By-Laws Committee, the Council of Past International Presidents, the Convention Committee and the Jurisprudence Committee, and shall fill all vacancies that may occur in any Committee. All appointments are subject to ratification of the Governing Board. (BY-LAWS, ARTICLE III, Sections 4B and 4C, and ARTICLE V, Section 4.)

The President shall be an “Ex-Officio” member of all Committees, except the Jurisprudence Committee, the Convention Committee and the Nominating Committee. (BY-LAWS, ARTICLE III, Sections 4B and 4C, and ARTICLE V, Section 5.)

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. (BY-LAWS, ARTICLE V, Section 6.)

The President is the titular head of High Twelve International, Inc. It is his responsibility to provide information and to visit all State Associations, Multi-State Associations and/or Clubs wherever possible or where requested. (See visitation Policy and suggested Procedure for Invited Guests.)

The President should refrain from making major decisions without first consulting with the Executive Committee.

The President shall preside at the International Convention, Mid Year Meeting, and all Special Meetings of the Governing Board and/or Executive Committee.

The President is not authorized to exceed his approved Budget prior to authorization by the Governing Board.

The President shall have the final responsibility of deciding if the expenses of the Officers will be paid, provided that the International Treasurer certifies that the funds are then available.

SPECIAL CONVENTIONS

In the case of an emergency, Special Conventions of High Twelve International may be called by the President with the approval of a majority of the Members of the Governing Board. (CONSTITUTION, ARTICLE V, Section 2.)

SECTION 4

INTERNATIONAL VICE PRESIDENTS

DUTIES OF THE INTERNATIONAL FIRST VICE PRESIDENT

The International Vice Presidents, 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.

The First Vice President must be familiar with the Constitution and By-Laws of High Twelve International, Inc. The First Vice President of High Twelve International, Inc. must prepare himself and be able to step in and fill the vacancy of the President in case it should occur. The First Vice President shall attend the Annual Meeting of the Wolcott Foundation Trustees in Washington, DC. The First Vice President of High Twelve International, Inc. shall work with the Budget and Finance Committee to develop or establish a proposed Budget for the next ensuing year (at which time he may likely be International President) for presentation to the International Convention for review and adoption. This Proposed Budget shall be distributed to all Members of the Governing Board at least thirty (30) days prior to the Pre-Convention Board Meeting (see duties of Budget and Finance Committee).

The First Vice President should attend all Meetings and should learn everything possible which he can about the functions of the other offices. He is a Member of the

Executive Committee. The First Vice President must be very familiar with all of the policies as established by the Governing Board of High Twelve International, Inc.

The International First Vice President shall be responsible for securing an appropriate present with suitable engraving to be presented to the outgoing President. This is in addition to the usual metal card and pin.

The First Vice President will be Liaison Officer between High Twelve International, Inc. and those Committees assigned by the International President.

Those International Officers who are liaison to Committees must check with all his Committee Chairmen to insure the Committee Reports are submitted in writing to the International Office in ample time so these reports can be included in the Pre-Convention and Mid Year report publication.

DUTIES OF THE INTERNATIONAL SECOND VICE PRESIDENT

The constitutional duties of the Second Vice President of High Twelve International, Inc. are the same as those for the First Vice President.

The Second Vice President should attend all meetings and should learn everything possible that he can about the functions of his office. He is a Member of the Executive Committee.

The Second Vice President must be very familiar with all of the policies as established by the Governing Board of High Twelve International, Inc. It shall be the duty of the Second Vice President to learn the jobs of the First Vice President and of the President as well as assisting the Third Vice President in his new duties.

The Second Vice President will be Liaison Officer between High Twelve International, Inc. and those Committees assigned by the International President.

Those International Officers who are liaison to Committees must check with all his Committee Chairmen to insure the Committee Reports are submitted in writing to the International Office in ample time so these reports can be included in the Pre-Convention and Mid Year report publication.

DUTIES OF THE INTERNATIONAL THIRD VICE PRESIDENT

The constitutional duties of the Third Vice President of High Twelve International, Inc. are the same as those for the First and Second Vice Presidents.

SECTION 5

INTERNATIONAL SECRETARY (Appointive)

DUTIES OF THE INTERNATIONAL SECRETARY

The Secretary shall be appointed annually by a majority of the Governing Board at the Post Convention Governing Board Meeting.

The Secretary shall keep the Minutes of the Governing Board Meetings, Executive Committee Meetings and of the Annual Convention and perform all actions, including writing of letters as directed in the Minutes of all Meetings. At meetings, the Secretary shall have with him available for instant reference, copies of the International Constitution and By-Laws and Minutes of previous Meetings during the year. He should keep all documents herein mentioned updated.

The Secretary of High Twelve is responsible to arrange for the availability of a tape recorder and a sufficient number of tapes to record all business matters brought before any Executive Committee Meeting, Governing Board Meeting and the Annual Convention. The Secretary shall take copious hand written notes during such Meetings. By means of the tapes and the notes taken at each Meeting, the Secretary shall publish abridged Minutes within thirty (30) days of the end of any such Meeting. The actual tapes need not be transcribed in full, but the tapes shall be sent to the International Office by the Secretary for permanent storage.

The Secretary shall receive and file in the International Office, all Reports of the Officers and Committees. It is the duty of the Secretary of the Board to make a written report to the next Annual Convention of the Board's acts and rulings during the past year, which written Report shall be considered and

acted upon by the International Convention. The report of the Pre-Convention Board Meeting may be given to the International Convention orally.

The Secretary shall send all notices, announcements, etc. as required to Clubs.

The International Secretary shall keep in the International Office, an accurate filing system, so succeeding International Secretaries can find information in the past records. The Minutes of previous Meetings of the Executive Committee, the Governing Board and of the Convention, together with other records represent the written history of the organization. No records shall be destroyed until advance written notice to the Governing Board Members and their approval. Records may also be archived by electronic means.

The Secretary shall receive and record all Funds, Emblems, Bell, Badges, School Houses, and other Insignia of High Twelve from a Club that has resigned its membership in the organization, or which has been Expelled from membership, and shall keep same in a safe place awaiting disposition as ordered by the Governing Board.

The International Secretary shall be the liaison with the International Office and its staff. The International Secretary shall directly, as a whole, be responsible for the functioning and supervision of the International Offices, including employment of office personnel and office procedures, and shall be held accountable to the Governing Board for the operation of the International Office. (BY-LAWS, ARTICLE III, Section 1F.)

The International Secretary shall receive, note the date of receipt of all appeals of adverse actions pursuant to BY-LAWS, ARTICLE I, Section 2D3, maintain records of same, and refer the notice of appeal to the appropriate Officer.

The International Secretary shall receive and process all resignations, which shall not be effective until the actual receipt of the requisite charter and assets of the Club or State Association by High Twelve International, Inc. All such resignations shall be duly noted and reflected in the records of High Twelve International, Inc. to be effective only after the return of the Club's or State Association's Charter and all assets after payment of debts, to the

Secretary of High Twelve International, Inc., pursuant to BY-LAWS, ARTICLE I, Section 2E.

The International Secretary shall receive, review, and maintain all records of receipts of nominations, and insure that they are accompanied by a statement of the qualifications of each nominee, and by his written agreement to serve in compliance with the International BY-LAWS, ARTICLE II, Section 4C.

The Secretary shall transmit to all Clubs, not later than the thirtieth (30th) day of April, the names of all nominees and their stated qualifications. Use of "*THE HIGH TWELVIAN*" for the above purposes shall be deemed compliance. (BY-LAWS, ARTICLE II, Section 4D.) The Secretary shall deliver a copy of all information from the nominees to the Nominations Committee.

The Secretary, besides such duties as the By-Laws specifically prescribe, shall perform such other duties as may be assigned to him by the Governing Board.

He shall be the Secretary of the Governing Board and of the Executive Committee.

The International Secretary shall give notice of the time and place of holding Conventions to the Secretary of each Club at least ninety (90) days before the Annual Convention and at least thirty (30) days before a Special Convention.

The Secretary shall received and note the date of receipt of all resolutions delivered to International in writing and shall refer them to the Constitution and By-Laws Committee.

It will be the duty of the Secretary of High Twelve International to see that all necessary equipment is at International Conventions and at Mid Year Meetings, or Special Board Meetings. It shall be the duty of the Secretary of High Twelve International to see that there is ample supply of recording tape and other necessary paraphernalia for the proper transcription of Minutes. It shall be the duty of the Secretary of High Twelve International to see that the Minutes of the International Conventions, and of the Mid Year Meeting, and of any Special Meetings are transcribed as soon as reasonably possible.

The Secretary of High Twelve International will be a member of the Executive Committee.

The Secretary shall issue the Call and notices for all meetings as appropriate.

SECTION 6

INTERNATIONAL TREASURER (Elective)

DUTIES OF THE INTERNATIONAL TREASURER

The Treasurer shall be Elected at each Annual Convention of High Twelve International, Inc.

The Treasurer shall keep the funds of High Twelve International in Federally insured Depositories approved by the Governing Board, and shall disburse them only in such manner as the said Board prescribes. He shall render such Financial Reports as the said Board shall require and shall submit his Annual Financial Report at each Annual Convention. He shall give bond for the faithful performance of his duties in such amount and with such sureties as the Governing Board shall prescribe. (BY-LAWS, ARTICLE II, Section 7E.)

The Treasurer will act as Comptroller of High Twelve International, Inc. All invoices must be submitted to the International Office. The invoices to be paid will be sent from the International Secretary to the Treasurer for preparation and issuance of the checks for payment. The Treasurer reviews as to which section of the Budget category the charge belongs and signs the check. The Treasurer decides whether the Bill is proper. He will note the expenditure in his Budget Control and then he will mail the check. If the Treasurer does not approve of a charge, he sends all documents with the unsigned check to the President with a notation as to the impropriety of the charge. All checks for Budgeted Expenses and approved vendor's invoices will be signed and sent for payment. It is necessary for the Treasurer to keep the President informed as to the amounts remaining in the Budget. If expenditures exceed Budget, it is the duty of the President to make recommendations to the Board to revise the Budget. If there is some question on an International Officer's expense, the Treasurer may withhold signature on the check until he has the approval of the President to pay such a Bill.

The Treasurer shall serve as a member of the Budget and Finance Committee.

The Treasurer is a Member of the Executive Committee.

A new Treasurer will obtain letters from the Secretary and former Treasurer to the Bank in which the funds of High Twelve International are deposited, authorizing the new Treasurer to deposit and withdraw funds of the organization. Where Bank change is involved, the Treasurer will have the Secretary prepare an appropriate resolution, signature cards, etc. and forward the same to the Bank.

The Treasurer shall summarize receipts, fixed expenses, reserves, etc. and submit his Report to the Budget and Finance Committee and to the Governing Board.

The Treasurer shall make a complete Financial Report in writing at each Meeting of the Executive Committee, Governing Board, and to the Convention.

SECTION 7

GENERAL COUNSEL (Appointive)

DUTIES OF THE INTERNATIONAL GENERAL COUNSEL

In addition to the specific duties assigned to him by these By-Laws, the General Counsel shall be the legal advisor to the Convention, of the Governing Board, and to the Executive Committee.

Each Club shall adopt a Constitution and/or By-Laws which shall be submitted to the General Counsel of High Twelve International, Inc. for approval, via the Office of High Twelve International where a copy of the proposed Constitution and/or By-Laws will be kept for a matter of record and the original and any copies are forwarded to the General Counsel. Such Constitution and/or By-Laws, and any subsequent amendments thereto, shall be in effect only upon receipt of written notice of their approval by the International General Counsel.

Each State Association shall adopt a Constitution and/or By-Laws which shall be submitted to the General Counsel of High Twelve International, Inc., via High Twelve International where a copy of the proposed Constitution and/or By-Laws will be kept for a matter of record and the original and any copies are forwarded to the International

General Counsel. Such Constitution and/or By-Laws, and any subsequent amendments thereto, must contain the following provision: *"The Association acknowledges the supreme authority of the Grand Lodge of (insert name of Grand Lodge of Jurisdiction in which Association is located) in all matters of Masonic Law, Tradition and Ethics. It pledges never to interfere with or meddle in the affairs of any Masonic Lodge; not to engage in, or sponsor, any activity prohibited by said Grand Lodge; nor permit its members to engage in unseemly conduct which might reflect adversely upon the institution of Masonry."* Each such Constitution, By-Laws and/or all amendments shall be in effect only upon receipt of their approval by the International General Counsel. It shall be the duty of the International General Counsel to be completely familiar with the International Constitution and By-Laws and to give his sage advice on the same. It shall be the duty of the General Counsel to act as Parliamentarian when such office has not been filled by appointment by the President. It shall be the duty of the General Counsel of High Twelve International to enforce the provisions of our Trademark (TM).

The General Counsel is a Member of and Chairman of the Constitution and By-Laws Committee, member and Chairman of the Jurisprudence Committee, and a Member of the Executive Committee.

The International General Counsel shall consult with the International President and then, approve or reject proposed expenditure of funds from the Wallie=s International Expansion Fund.

SECTION 8

IMMEDIATE PAST INTERNATIONAL PRESIDENT

DUTIES OF THE IMMEDIATE PAST INTERNATIONAL PRESIDENT

At the completion of his term of office, the retiring President shall continue as an Officer of High Twelve International, Inc. with the title of Immediate Past President until the retirement of his successor=s term of Office. (BY-LAWS, ARTICLE II, Section 3C. and ARTICLE II, Section 8E.)

The Immediate Past President, in addition to such specific duties as the By-Laws may provide, shall render such other service as may be agreed upon between the Governing Board and himself.

Immediate Past President shall be a Member of the Past President's Council and shall be its Chairman. (BY-LAWS, ARTICLE III, Section 4.)

All Past International Presidents are Delegates-at-Large.

The Immediate Past International President shall be a Member of the Executive Committee.

SECTION 9

COUNCIL OF PAST INTERNATIONAL PRESIDENTS (JURISPRUDENCE COMMITTEE)

The Council of Past International Presidents is a Standing Council composed of the Past International Presidents who still hold membership in a Club.

OFFICERS: The Immediate Past International President shall be the Chairman, and the Council shall Elect from its Membership a Vice Chairman and a Secretary. (BY-LAWS, ARTICLE III, Section 4A. And 4B.)

DUTIES: The Council shall act in an advisory capacity to the Governing Board on any matters of its own choice and on specific matters referred to it by the Governing Board. The Council of Past Presidents along with the International General Counsel shall comprise the Jurisprudence Committee. The International General Counsel shall Chair the Committee. Its duties are to insure that the Masonic activities, landmarks, law and traditions are not abused, and shall also hear and decide all matters and/or questions of Masonic law and conduct of the membership. (BY-LAWS, ARTICLE III, Section 4C.)

MEETINGS: The Council shall meet at the call of its Chairman and during the Annual Convention. At any meeting of the Council, five members shall constitute a quorum. A majority vote of those present shall decide all questions. (BY-LAWS, ARTICLE III, Section 4D.)

REPORTS: The Council's decisions shall be reported immediately to the Governing Board. (BY-LAWS, ARTICLE III, Section 4F.)

The Council of Past International Presidents shall go together to buy a gavel for the use of the incoming President.

SECTION 10

DELEGATE-AT-LARGE

Each present Officer and each Past President, Past Secretary, Past General Counsel, or Past Treasurer of High Twelve International, still holding current Membership in a High Twelve Club, Presidents of State Associations and Multi-State Associations shall be a Delegate-at-Large, if present, and entitled to cast one (1) vote on each question submitted to vote at the Convention of High Twelve International, Inc. (BY-LAWS, ARTICLE IV, Section 4C.)

SECTION 11

EXECUTIVE COMMITTEE

The President and Members of this Committee have the responsibility of the day to day operation of High Twelve International, Inc. between Meetings of the Governing Board. The Executive Committee shall meet at the Call of the President and shall perform such duties as are specified in the Constitution and By-Laws or this Manual.

Between Meetings of the Governing Board, the Executive Committee may 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.

The Executive Committee shall make decisions as to the recipients of THE HIGH TWELVIAN OF THE YEAR and the INTERNATIONAL FOUNDERS' AWARD at the Mid Year Meeting of the Committee. This Committee shall meet on Friday prior to the Mid Year Meeting. If the Long Range Planning Committee shall propose any subject which the Executive Committee should consider, then it shall meet at least one hour before the Governing Board Meeting.

SECTION 12

COMMITTEES

DUTIES OF COMMITTEE CHAIRMAN

COMMITTEE APPOINTMENTS: It is recommended that the outgoing President, each Vice President, and each State President submit to the First Vice President of High Twelve International, at least sixty (60) days before the International Convention, the names of persons recommended for appointment to the various Committees of High Twelve International. The appointment to these Committees shall be for the term of office of the appointing President.

In making recommendations to the incoming President, due consideration should be given to the establishment of a continuity program in all Committee Appointments. Each Standing Committee shall consist of three (3) or more, maintaining an odd number of members.

STANDING COMMITTEES:

BUDGET and FINANCE: It shall be the duty of the Chairman and members of the Budget and Finance Committee to prepare a Budget with the concurrence of the First Vice President. This Committee must prepare the Annual Budget for the presentation to the International Board Pre-Convention Meeting for its acceptance or consideration. The Committee is required to send a copy of the proposed Budget to all Board members at least thirty (30) days prior to the Pre-Convention Board Meeting.

CONSTITUTION and BY-LAWS: It shall be the duty of the Chairman and Members of this Committee to review and re-write all proposed legislation referred to it for presentation to the Executive Committee, the Governing Board, and/or Convention. The Committee may also propose legislation as it deems appropriate.

CREDENTIALS: It shall be the duty of the Chairman and members of this Committee to ascertain if all of the credentials presented at the International Convention are in proper order.

All credentials must be presented to the Credentials Committee no later than 5:00 P.M. (Local Time) on the day of the first business session of the Convention.

The Chairman of the Credentials Committee shall call the voting list of states when a division has been called and/or when the election of Officers requires a roll-call. (BY-LAWS, ARTICLE II, Section 5A1.)

Roll-Call Procedure: Voting for the Election of Officers shall be by Roll Call, first of the Local Clubs by State, Masonic Representative by State, and then by the Delegates-at-

Large by name. It shall be the duty of the Credentials Committee Chairman to call the Roll. (BY-LAWS, ARTICLE IV, Section 8.) Credentials Committee members must be present at the opening of Convention registration.

NOMINATIONS: It shall be the duty of the Chairman of this Committee to report the recommendations of the Committee on all Officers for whom nominations have been made to the International Convention. (BY-LAWS, ARTICLE II, Section 4.)

INSURANCE: It shall be the duty of the Chairman of this Committee to report the recommendations of the Committee on a premium proposal for liability insurance for the ensuing year to the Budget and Finance Committee no later than sixty (60) days prior to the commencement of the annual Convention.

OTHER COMMITTEES

EXPANSION and RETENTION: The Chairman and members of this Committee shall be charged with the duty of doing everything in their power to expand the organization. Funds in the Wallie's International Expansion Fund account may be used for Expansion Purposes to the extent authorized by SECTION 22 of this Manual in regards to Restricted Funds. No expenditures of Expansion Funds shall be authorized without prior approval of the proposed expansion expenditures by the International President and the General Counsel; provided, however, that if the expansion expenditure has resulted in the formation of a New Club or if, in the opinion of the Executive Committee of International, said expansion expenditure was in the best interest of High Twelve International, such expenditure will be paid. Any person, Club, State or Multi-State Association who shall be instrumental in the formation of a New Club, shall upon the actual Chartering of the New Club, have the right to request from High Twelve International reimbursement for expenses in forming said Club in an amount not to exceed \$1.00 per Charter Member, to be paid out of the \$10.00 per member Charter Fee received by the International.

LONG RANGE PLANNING: It shall be the duty of the Chairman and members of this Committee to establish continuity of programs and plans for High Twelve International, Inc.; to recommend long range procedures in order that High Twelve International does not run merely from year to year, but is a continuing, growing organization.

JEWELRY & REGALIA: The Jewelry Committee shall be responsible for maintaining, storage, control, inventory and accounting of all items of jewelry. Adequate arrangements shall be made at and with the International Office for this purpose. The Committee shall review the items available, look into new items and delete items when appropriate. The International Secretary shall be responsible for supervision and

authorization of all expenditures. The Committee will establish requisite mark-up over the purchase prices to establish any shipping and handling charges. This Committee will be directly responsible to the Executive Committee. Lists of available jewelry items, with prices, shall be furnished to Clubs upon request. It is recommended that each State Association have a Jewelry Committee to coordinate the promotion and handling of jewelry sales in the Association's Jurisdiction.

PATRIOTISM: It shall be the duty of the Chairman and the Members of this Committee to aid the membership in showing proper allegiance to their Country by being aware of proper respect to the Flag of their respective Countries and the proper observance of the appropriate holidays. This Committee shall be responsible for submission of appropriate articles to "THE HIGH TWELVIAN" Magazine reflecting Patriotism and Loyalty to Country.

PUBLICATIONS and PUBLIC RELATIONS: It shall be the duty of the Chairman and members of this Committee to aid the membership of the Clubs in presenting a good image of High Twelve International subject to the Rules and Edicts of the Grand Lodge involved, and to encourage the submission of appropriate short articles about High Twelve to various Local, State, and National Masonic publications.

This Committee shall also see that the projects which have been accepted by High Twelve International are kept before the eyes and in the minds of its members, and will consider various projects for the betterment of High Twelve as a whole and make specific recommendations to the Governing Board for its consideration.

YOUTH ACTIVITIES: It shall be the duty of the Chairman and members to promote, assist and encourage High Twelve's complete and effective support of Youth Organizations, especially the three Masonic Youth Organizations; i.e. The Order of DeMolay, The Order of the Rainbow for Girls and The Order of Job's Daughters. It is further recommended that each State Association President appoint a Youth Committee Chairman to be the liaison between High Twelve and the various Youth Organizations in that State.

RESOLUTIONS: It shall be the duty of the Chairman and the members of this Committee to prepare written congratulatory resolutions for the International Convention facilities and special recognitions to other dignitaries.

NECROLOGY: It shall be the duty of the Chairman and members of this Committee, in conjunction with the International Chaplain, to see that proper recognition through the Necrology Service is given to our deceased brethren.

MASONIC ACTIVITIES: It shall be the duty of this Committee to promote congenial relations with Blue Lodges, Grand Lodges, and other Masonic Bodies within their respective jurisdictions.

GEORGE WASHINGTON NATIONAL MASONIC MEMORIAL: It shall be the duty of this Committee to maintain and update the International High Twelve, Inc.'s display at the George Washington National Masonic Memorial on a semi-annual basis, including the distribution of High Twelve International, Inc. and Wolcott Foundation brochures and materials.

DUTIES OF THE INTERNATIONAL OFFICE

Officers (other than the Secretary) shall serve without compensation, but they shall be reimbursed for actual and reasonable expenses incurred in the discharge of their duties. The compensation of the Secretary shall be fixed by the Governing Board from time to time. (BY-LAWS, ARTICLE II, Section 9.)

Club Reports: Promptly after the last meeting in each month, but not later than the 5th day of the following 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 day 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 day of the following month, directly to the International Secretary. (BY-LAWS, ARTICLE III, Section 2C.)

On each February first, the International Office shall send to the Secretary of each Club a statement of the amount payable as Per Capita Dues, for the number of Active Members shown on the Club's Report for the immediately preceding December. Payment shall be made on or before March first subsequent thereto. In the absence of a December Report, the statement shall be based on the latest preceding report. (BY-LAWS, ARTICLE VI, Section 2B.)

The Secretary of High Twelve International is the "Liaison Officer" with the International Office of High Twelve and its personnel and is responsible for seeing that the duties under Section 5 of this Manual "International Secretary" are accomplished by the office personnel.

OFFICE PROCEDURES and ROUTINE: Certain procedures of bookkeeping and

accounting are handled by the office under standard office procedures and the internal control is subject to review and recommendation to the Governing Board by the auditor at the time of his audit. Daily routine procedures will be handled under standard business practices. In cases where the routine is peculiar, the personnel will be guided by procedures outlined in other sections of this Manual. If the office personnel do not receive specific guidance from the above sources, they will refer their questions to the Liaison Officer for his interpretation. The Liaison Officer (International Secretary) will be guided by the Constitution and By-Laws, the Governing Board and this Manual.

A purchase order system within the International Office shall be established and maintained, and all purchases in excess of \$25.00 shall be duly authorized by purchase order.

SECTION 13

PARLIAMENTARIAN (Appointive)

DUTIES OF THE OFFICE OF PARLIAMENTARIAN

It shall be the duty of the Parliamentarian to pass upon all matters of parliamentary law. The Parliamentarian may be appointed by the President and serve at the pleasure of the President and Governing Board at such Meetings as prescribed by the Governing Board. It shall be the duty of the International General Counsel to act as Parliamentarian when such office has not been filled by appointment by the President.

SECTION 14

SERGEANT-AT-ARMS (Appointive)

The President shall appoint a Sergeant-at-Arms. The Sergeant-at-Arms shall discharge those duties normally assigned to such office, or as shall be assigned by the International President.

SECTION 15

CHAPLAIN (Appointive)

The Chaplain shall be appointed by the President and serve at the pleasure of the President and Governing Board. The Chaplain shall have charge of the Necrology Service at the Annual Convention

with the assistance of the Necrology Committee as well as other religious activities as may be assigned to him by the President. The Chaplain shall be reimbursed for his expenses.

SECTION 16

EDITOR OF "*THE HIGH TWELVIAN*" (Appointive)

The Editor of "*THE HIGH TWELVIAN*" is appointed to office by the Governing Board. His term of office is until the end of the next Annual Convention and until his successor is appointed and assumes office. (BY-LAWS, ARTICLE VII.)

The Editor of "*THE HIGH TWELVIAN*" and the International Governing Board shall pass on all questions pertaining to the publication of "*THE HIGH TWELVIAN*".

The Editor may appoint an Associate or Associate Editors.

The Editor and his associates serve without compensation.

The Editor shall be responsible for the publication of each edition at the time prescribed by the Board.

The Editor shall publish in the magazine at the proper time, such items as (1) Call for the Annual Convention, (2) Call for the Mid Year Meeting, (3) Nominations of Officers, (4) List of Committee Appointments, (5) Proposed amendments to the By-Laws.

The Editor shall make an Annual Written Report which shall consist of a Proposed Budget covering editing, printing and distribution expenses for the use of the Budget and Finance Committee.

Funds for the publication of *ATHE HIGH TWELVIAN*@ shall be reviewed by the Governing Board for inclusion in the proposed Budget.

Each Member of a High Twelve Club shall receive a copy of "*THE HIGH TWELVIAN*".

Each issue of "*THE HIGH TWELVIAN*" shall include the names and addresses of the President and Secretary of each State and Multi-State Association.

SECTION 17

MEDICAL DIRECTOR (Appointive)

(Office was deleted June 1995).

SECTION 18

WOLCOTT FOUNDATION

As the Wolcott Foundation is the International project, all International Officers, where appropriate, shall emphasize this undertaking. (BY-LAWS, ARTICLE VIII.)

SECTION 19

AUDITOR (Appointive)

The Auditor shall be an independent accountant, appointed by the Board, whose duties shall be to audit the books and records of High Twelve International, Inc. and to file the necessary "Return of Organization Exempt from Income Tax" on IRS Form 990.

SECTION 20

STATE PRESIDENTS' ROUND TABLE

As a matter of policy, a State Presidents' Round Table shall be held immediately prior to the International Convention and be chaired by the First Vice President of International.

The State Presidents' Round Table's purposes are as follows:

1. Communication to the State Presidents by the First Vice President of the actions of the Executive Committee since the last Governing Board Meeting, so that they will be better informed for actions to be taken at the Board Meeting of the current session.
2. Communication by the First Vice President of his plans and goals for the new year during his term as President, if Elected.
3. Communications of special instructions or Meetings for the Convention.

4. General communications of thoughts and ideas for suggestions, recommendations and requests between the State Presidents themselves and to the Officers of International.

SECTION 21

INTERNATIONAL'S AWARDS PROGRAM

BULLETIN AWARD PROGRAM

There shall be a first, second, and third place Club Bulletin Award, to be determined by the Publication and Public Relations Committee at each Annual Convention. At the discretion of the Committee, they may also consider a 1st and 2nd place State Association Bulletin Award.

INTERNATIONAL AWARDS

There shall be two Awards given by High Twelve International, Inc. at its Annual Convention, providing there may be recipients thereof as hereinafter set forth. The said awards shall be known as THE HIGH TWELVIAN OF THE YEAR and the INTERNATIONAL FOUNDERS' AWARD.

THE HIGH TWELVIAN OF THE YEAR AWARD

This Award shall be granted to a Member of a High Twelve International Club which shall be evidenced by an appropriate plaque containing the name of High Twelve International, its insignia, and attesting to the fact that the recipient was awarded this distinguished recognition and the year when such Award was given. The type, design and size of the awarded plaque shall be the responsibility of the Executive Committee of High Twelve International. This Award shall be given to a Member who has exhibited an intense and outstanding interest in the principles and purposes of High Twelve International as exhibited by:

1. Service to High Twelve International at some or all levels.
2. Service to Free and Accepted Masonry at the level of the Lodge or Grand Lodge and to Youth.

3. Service to his Community, State or Nation.

Any High Twelve Club in good standing may nominate any member for the International High Twelvian of the Year Award. Said nomination and accompanying data must be received by the International President no later than thirty (30) days prior to the Mid Year Meeting of the Governing Board for consideration. Nominations in eight (8) legible copies must be submitted. It should contain all specific data covering the foregoing three (3) criteria and should preferably be accompanied by the endorsements of the Club's State Association, if any. The International Secretary shall immediately mail copies of such nomination to all members of the Executive Committee. The decision as to whom, if anyone, the Award be given at the next Annual Convention shall be made by the Executive Committee at the Mid Year Meeting. If a decision is made to make an Award at the next Annual Convention, an announcement of that fact and the identity of the recipient shall be made promptly. The Award shall be made by the retiring President of High Twelve International at the President's Banquet at the next Convention.

Provided that: No Awardee may be a Past International President until at least five (5) International Conventions following the one at which his term ended; nor may any International Vice President, Secretary, Treasurer or General Counsel be considered for such nomination while they are still in Office.

The above mentioned Awardee shall have his travel, meals, and hotel bills paid for by High Twelve International, Inc.

THE INTERNATIONAL FOUNDERS'S AWARD

This Award shall be granted to a Non-member or Member of High Twelve International of national prominence, on the basis of:

1. Outstanding service which such individual has rendered to Free and Accepted Masonry.
2. Outstanding service which such individual has rendered to his Nation, or substantial area of his Nation, which service has come to the notice of the public in general in appreciative terms.

A nomination for this Award can be made by any High Twelve Club, any State President or any International Officer. All nominations must be in the hands of the International

President thirty (30) days prior to the Mid Year Meeting of the Governing Board of High Twelve International. The submission must be in eight (8) copies, accompanied with the specific data with reference to the above two requirements. The Executive Committee shall review the nominees and select the recipient, if any. This award may be, but is not required to be presented each year.

If the Executive Committee has determined that an Award will be given, the International Secretary shall invite the nominee to be present at the President's Banquet of the next ensuing International Convention to receive the Award. If the nominee cannot attend in person, the Award shall nevertheless be made. In the event that the nominee declines the Award, no such Award shall be made that year. The Award shall be evidenced by an appropriate plaque containing the name of High Twelve International, its insignia and attestation to the fact that the recipient received the Founders' Award that year.

The above mentioned Award Recipient shall have his travel, meals, and hotel bills paid for by High Twelve International, Inc.

GENERAL: The above two (2) Awards are the only Awards given by High Twelve International. This is not to be construed to prohibit any awards given by the President or other Officer of High Twelve International, Inc.

SECTION 22

RESTRICTED FUNDS

1. The WALLIE'S INTERNATIONAL EXPANSION FUND. The late E. C. Wolcott, Founder of High Twelve, established a Testamentary Trust from which High Twelve International receives funds. According to the provisions of the Trust, the funds are to be used to form new High Twelve Clubs throughout the world. In order to carry out the intent of the donor, E. C. Wolcott, all funds received from the Trustee of the E. C. Wolcott Trust (Will) shall be placed in a restricted fund to be known as the *Wallie's International Expansion Fund*.

A. The *Wallie's International Expansion Fund* shall be administered by the International Executive Committee. The Treasurer shall disburse such funds on the order of the International President with the concurrence of the International General Counsel. He shall submit an accounting annually at the International Convention showing funds received, interest earned, funds disbursed and balance on hand.

B. Any Member of High Twelve International, Inc. may request funds from this account for the purpose of attempting to form New High Twelve Clubs. Such request shall be in writing, and shall meet the requirements of the guidelines set forth hereinafter:

1. All requests for use of these funds shall have prior approval of the International President and the International General Counsel.

2. All requests for use of the *Wallie's International Expansion Fund* should include the following information:

- a. Location of new area.
- b. Names and addresses of contacts in the area.
- c. How funds are to be used: Transportation, meals, flyers, postage, etc.
- d. Estimated cost of each item.
- e. How many visits are expected.

3. When initial aspects are completed, a Reimbursement Request should be submitted with a short summary of the results, to the International President.

4. Reimbursement of total mileage is permitted if the mileage is 100 miles or more one way.

C. The President shall report to the Executive Committee, the approval or disapproval of any request for these funds.

D. If the request is approved, the International President shall instruct the International Treasurer to pay the applicant the sum approved.

E. If the request for funding is denied, the International President shall notify the applicant in writing, giving the reason for the denial.

F. The International President shall make an Annual Report at the International Convention of all applications granted or denied during his year as President.

2. 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.

A. *Trustees.* The fund shall be administered by three Trustees, Elected at the Annual Convention of High Twelve International, who shall serve a term of three years and shall be Elected alternately, one each year. At the inception, one Trustee shall be Elected for a term of one year, one for a term of two years and one for a term of three years, with one Trustee to be Elected each year thereafter. No trustee shall serve more than four (4) consecutive full terms. The International Treasurer shall be an Ex-Officio Trustee, to serve without vote. Election procedure shall be the same as for International Officers.

B. *The International Endowment Fund.* 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.

C. *Sources of Funding.* It is suggested 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.

D. *Qualifications of Trustees.*

1. Each Trustee shall be a Member in good standing of a High Twelve Club, recognized by High Twelve International, Inc.

2. A Trustee shall be nominated and Elected by the same procedure as an International Officer. (See BY-LAWS, ARTICLE II - OFFICERS, Sections 4A, 4B, 4C, and 5A.)

E. *Duties of the Trustees.*

1. The Trustees shall research and develop investment strategies for all funds held in trust. The Trustees shall recommend investments to the High Twelve International Governing Board, which will approve or reject such recommendations. Such investments shall be in compliance with the provisions of Article II, Section 7E (duties of the Treasurer) of the By-Laws of High Twelve International, Inc. The Treasurer of High Twelve International, Inc. will make all investments approved by the Governing Board of High Twelve International, Inc. In case of the need for prompt action, approval may be made by action of the Executive Committee.

2. The three members of the Trustees shall elect among themselves a Chairman and a Secretary.

a. Duties of the Chairman: 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.

b. Duties of the Secretary: 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.

F. *Meetings.* The Trustees of the Trust Fund shall meet annually during the time of the Convention of High Twelve International, Inc. and at such other times as they deem appropriate.

G. *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.

SECTION 23

RULES OF ORDER

Robert's Rules of Order Newly Revised 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 High Twelve International, Inc.

SECTION 24

PROCEDURE FOR CHANGES

1. WHO MAY PROPOSE:

Changes to this Manual may be proposed by a Club, a State Association, or by the Governing Board.

2. PROCEDURE:

Proposed changes shall be submitted in writing to the International Secretary and then forwarded by the International Secretary to the Constitution and By-Laws Committee for review and recommendation and presentation to the Governing Board who shall receive and act on it.

3. VOTING PROCEDURE:

A simple majority of all votes cast, a quorum of the Governing Board having been established, shall be necessary for adoption.

4. WHEN EFFECTIVE:

A change to this Manual shall be effective immediately upon its adoption by the Governing Board, unless otherwise provided by the wording of the change or the motion for adoption.