

**HIGH TWELVE INTERNATIONAL – MID-YEAR GOVERNING BOARD MEETING
HARRAH'S HOTEL & CASINO, LAS VEGAS, NV ~ JANUARY 21-22, 2013**

Welcome – Donald Whistler, International President

- Invocation was given by Jon Silver Feather, International Chaplain
- The Pledge of Allegiance was led by Thomas Bevington, PIP
- Thank you Sid LeLuan for your efforts in making arrangements at Harrah's and a backup plan at the Las Vegas Masonic Lodge.
- A schoolhouse will be passed around for you to support the Wolcott Foundation.
- Lloyd Smith is not in attendance this year due to his receiving cancer treatments.
- John Silver Feather lost his wife, Mari-An this past fall – let's have a moment of silence for Mari-An.
- There is a clipboard being passed around with a sign in sheet attached, please fill it out.
- Restrooms, you will need to use your smart phone GPS!
- James Parker was unable to attend due to a health problem concerning his wife.

Business Session – Donald Whistler

- Roll call – Kevin Hokerk, International secretary, called the role of the Governing Board and reported that a quorum was present.
- Jerry Saville resigned as a Trustee of the High 12 Foundation due to problems with his second knee replacement not going as well as the first one. Don Whistler, his term was due to expire with the 92nd Convention.
- Minutes of the 91st Annual Convention were included with your packet – are there any questions? John Silver Feather is not the International President but the International Chaplain. Don Whistler - any further corrections? If not, they stand approve as corrected.
- Correspondence – Kevin Hokerk, received a letter of intent from Larry George, PSP of CO, of his intent to run for Third Vice President at the 92nd Convention.
- Reports of the Exec. Board are included in your information packet, we will not be reading them.
- International secretary – Kevin Hokerk, the transition of moving the office to Arizona is complete. As time permits, my intent is to scan the historical records contained within the club file folders and then eliminate the nonessential items. Question – how are your computer files backed up? Kevin, currently to an external hard drive and then monthly to the H-12 laptop, there is no off-site storage or vendor being utilized. A long discussion ensued. Matt Dupee suggested that Carbonite should be investigated. Matt Dupee made a motion that the International Secretary be authorized to procure a backup off-site provider and report back at the next Exec. Board meeting on the results. M/S/P. There was a bunch of "old stuff" that Sid LeLuan turned over to me, most of which is of no value, photos were distributed to the Exec. Board. A motion was made that the International Secretary use his discretion to dispose of those items no longer useful to a club. M/S/P. Don Galloway, I agree but disagree, this is our history. Discussion included when David Jacobs stored the items from the George Washington Memorial and that after he died, they were destroyed by family members. Matt Dupee amended the motion for the International Secretary to come up with a plan and report back at the 92nd convention. The amended motion was M/S/P. Kevin Hokerk, there were no usable current paper files or electronic files that were turned over. The international phone is now a Magic Jack+ device that also runs the fax machine.
- Treasurers Report – Don Galway, led a detailed line by line review of the financial statement for the current fiscal year that was included in the meeting packet. This meeting room last year was provided at no cost, this

year it is costing us \$1,500 for Monday and \$1,000 for Tuesday, meals will offset the expense of this room. So, with a budget of \$500 plus the registration fees and meals we will be at a breakeven point for this meeting.

Break

- High 12 Endowment Fund Report – BJ Young, a printed report was handed out and discussed. It was M/S/P to adopt the report.
- Fundraising – Donald Whistler, the pocket planner has had a net profit of \$1,407 so far. Member address labels – we had a proposal of a \$1.08 cost per member which includes a cover letter, labels, return envelope, reminder letter and return envelope. Postage for the reminder letter is additional and will be determined by the number of members that did not respond. The possibility of including a High 12 decal was discussed but at \$.93 each it basically doubles the cost of the mailing, the Exec. Board will make the final decision.
- *The High Twelvier* magazine – Kevin Hokerk, Editor, the fall edition was 5,547 pieces mailed out at the total cost of \$.53 each. This mailing does not go outside of H-12 membership. It was M/S/P to mail copy to all Grand Lodge Secretaries. Matt Dupee asked what about mailing a copy to influential Masons? This will be worked out between the International President and the Editor.
- Forms – Kevin Hokerk, most orders are sent out same or next day mail. This service is underutilized by clubs and associations. Discussion was held whether to continue sending forms at no charge and the consensus was to continue to do this.
- General Counsel – Matt Dupee, the plan for bylaws revisions was to start from the bottom at the club level then do the International revisions. Lastly, the State Association bylaws would be reviewed to see what their responsibility would be as the liaison between International and the Clubs. I would like to thank Jim Parker on his initiative to work out the International bylaws which are before you today. Although the process has changed, we will be reviewing these revisions after lunch. There haven't been any legal issues this fiscal year referred to me.
- Parliamentarian – Roger Hansen, I have received four or five phone calls and they were referred back to the club secretaries. There are bylaws resolutions that will be discussed this afternoon.
- Committees – Don Whistler, I have half a dozen reports here that can be discussed or let me know and I will email them to you.
- Wolcott Foundation – Don Whistler, Malcolm White was to have been here but he caught a "bug." Merv Harris talked to Malcolm and will give his report. Merv Harris, March 1st & 2nd the Trustees will be meeting in Washington DC to select next year's fellowship recipients. This year we will only entertain applications with GPA's of 3.5 or higher and who are US citizens. With our membership numbers down, donations are also down. Please use the Wolcott pins to help raise funds for the Foundation. This was very successful in Florida. Nationwide donations collected this past year amounted to less than one half of the cost of one fellowship. Promote Heritage Bonds and Century Club certificates. If you need a new or replacement schoolhouse call or email me (Merv) and I will get you in contact with a person who makes them. Art Walton – Merv you are reaching out and getting responses from your clubs – and that does not happen in California. Winton Hewitt - what I think Art Walton is referring to is something from the Wolcott Foundation on their letterhead on ways to donate and a financial breakdown by Zone, State and Club of all donations received. Also, an explanation on how the banner patches are awarded would be helpful. Matt Dupee, I suggest that the biographies of the students/graduates be made available to promote the successes we have had. If a "directory" of students was available, Associations and Clubs could contact a local Wolcott Fellow for a presentation to help gain interest in the Foundation. Merv Harris, some 500 students have been through the program. George Washington

University has information on 275 students. This will be discussed at our March meeting. A lengthy discussion followed.

- Database – Don Whistler, on our monthly Exec. Board calls, we realized early on that there were a lot of questions and concerns about the database. In August I asked Kevin Hokerk, Don Galway, and Art Walton to be a Technology Committee to review, discuss and report on the database. Kevin Hokerk, showed a PowerPoint presentation (web connection was unavailable) walk-through of the main screens explaining the various aspects of the database. An example was explained of the seven point, click and keying steps needed to edit one record. Initially, several functions did not work and those were fixed. Sample reports could not be provided for this meeting as that function was not working. The way the database was presented initially is a bit backwards from how databases are generally developed. The expectation that the Club Secretary will do all the necessary membership edits and the State Secretary will do their part to oversee the Clubs thus allowing the International Office to have up to date information is not realistic based on the computer skills of a majority of the Club Secretaries. The database, as it currently stands, is not a user-friendly or intuitive process. Art Walton, at the club level, I like it, but have not been able to see any of the reports. Various functions were discussed and compared to other databases that are used by various Grand Lodges. The requirements need to be defined. Kevin Hokerk then did a demonstration of the current Access databases that were built to solve the immediate needs of the International Office. This was a real-time presentation of what was developed as a contrast. Matt Dupee, consider contacting the Wolcott Trustees to see if there is anything that can be added to help them with their record-keeping with any database to be used. A far ranging discussion was held on what we are doing today, what has not been happening, information from the monthly reports, the ability to utilize blast email to target groups and peoples computer skills abilities was held.

BREAK – John Silver Feather provided a blessing before going out into the restaurant area for lunch.

- Club Bylaws Review – Matt Dupee, Uniform Club Bylaws – the Club would only have to insert the club name, club number, Grand Lodge jurisdiction, when they meet and when the annual meeting is. Article IX is for “special functions” established for specific reasons, and would be an attached page (addendum) describing these things. When submitted for approval, only the Article IX section would have to be looked at. It was suggested that wording be added to allow the same person to act as secretary-treasurer. Bill Haynes, I so move, the motion was seconded. Don Whistler called for a vote, the motion carried. General discussion – where would the office of Assistant Secretary or Assistant Treasurer fall? Matt Dupee, under an Article IX addendum. Bill Haynes, will we be getting this in a Microsoft Word format? Matt Dupee yes, every club will be asked to conform to these bylaws and include an Article IX addendum as needed. Question, are all these officers required? Matt Dupee – President, 1st VP, Secretary, Treasurer (or combined office) and Masonic Representative are required. 2nd & 3rd VP’s are optional. Article 3, #7 would have a sentence added to allow the offices of Secretary and Treasurer to be combined. Question, Article III, #8, term limits – two years is too restrictive and will lead to many clubs not having a President or just folding. Matt Dupee, this cannot be changed via Article IX. There were lots of pro and con discussions. Motion to remove the succession limits was made and seconded. Don Whistler called for a vote, the motion was approved. It was moved to accept the Uniform Club Bylaws as amended and bring them to a vote at the 92nd convention, this motion was seconded, Don Whistler called for a vote, the motion passed.
- International Bylaws walk-through – Matt Dupee, the intent was to review the Uniform Club Bylaws first, then the International Bylaws so a determination of what the role of the State Association would play. There has been a lot a debate and I am not sure there is a solid consensus of opinion as to the role of authority, hierarchy and delineation of responsibility of all the various areas between the International, State and local Club. We

have adopted proposed rules for the 176 clubs and ideally, if a dispute arises, how it gets resolved in that Club can serve as a precedence for the future should the same problem arise somewhere else. At the International level, this review was done by Jim Parker. At our last meeting, we discussed how these would be reviewed. I thought a section by section review would be best so we could have a discussion, ventilate any issues and look at the global perspective. These were Jim Parker revisions along with the Exec. Board input. A paragraph by paragraph review, discussion and suggested changes took place that lasted for a 1:45 minutes.

The following is a high level synopsis of changes discussed and made:

- Minimum number to form a club will be “10” master Masons
- A club becomes delinquent for nonpayment of per capita dues after “12” months
- Hearing notice, the word “hearing” was changed to “written response”
- Committee nominations, deleted “consider the backgrounds of each candidate and report thereon”
- Other nominations, from the floor change from “15 to 10” endorsements
- Treasurer, reinstated the requirement of a bond
- Wally Fund, distributions are made by a majority vote of the Executive Board
- Title and insignia, keep the phrase “take any action it deems necessary and advisable to”
- Quorum, deleted “membership shall constitute a quorum at any meeting of”
- Delegation of power, reinstated “provided, however, that such duties be delegated by specific action of the governing board for the designated purposes”
- Liability insurance, reinstate the deleted paragraph but rewrite it
- Revenue, added “annual per capita statements are due and payable upon receipt”
- Council of Past International Presidents duties, changed “shall act to shall serve”
- Quorum, retain the deleted sentence
- Order of business, retain “it shall be adopted at the opening business session of the convention”
- Per capita dues, update to “\$10 for each active member and \$2 for each Masonic Home club member

End of changes as discussed.

Meeting adjourned for today @ 5:00 PM, we will reconvene tomorrow at 8:30 AM.

Tuesday, January 22nd Don Whistler called the meeting to order, John Silver Feather led us in prayer.

- Database status update – Kevin Hokerk, approximately 2 years ago as Editor of *The High Twelvian*, I created an Access database to track new mailing addresses, bad mailing addresses and dropped members. Since becoming Secretary this has expanded to include more detail around individual membership records, principle club officers, club meeting time and location, EIN information and per capita. The online web database did not meet these needs. Being in this office six months now it became clear that overall record-keeping was much worse than expected. We can now move forward with what I consider the data needs are for club and associations. I would like to continue the current process and let it run for a while. Continue to collect current information from associations and clubs and update the databases. We need to set what the base line needs to be – what are our needs and/or wants. Open communication lines upward and downward. Basic operation of the “Lodge System” needs to be reestablished. We are dealing with a “generational” gap in record-keeping, many wives do the work for their husband who is the actual secretary. The web version database is not designed to be user-friendly, it takes a higher level of PC skills. Question, Matt Dupee what are you asking us to do? Don Whistler, what Kevin is asking cannot be assessed by anyone. Kevin Hokerk, we have a philosophical roadblock on how the operation of a database is to work. Bill Hartman, I am a member of another organization where the secretary died. We have been spending over a year getting information off his computer. H-12 needs a backup

of the backup. Who could access the information you have? Kevin – backups of all data files are on the H-12 laptop, off-site storage is under consideration but not currently done. Art Walton, dump the databases on a CD and mail them to me. Kevin, I could easily upload the information to the International website servers and store there, but have not received any response on these types of requests. Carbonite is a third-party provider that could be looked into. Walter Williams, backups should include the program as well as the data. Discussion wrap-up: Kevin Hokerk is to write the requirements for what is needed for the database. Apply the requirements documents to the current web database and see what it would take or if it could be done to make the changes. Paul Fulton, come up with a backup plan but tell us what you want to do. Matt Dupee, the web database backup plan is not the issue, the issue is how to proceed on the database development for the future. Art Walton, this can't wait another year it needs to be done before the June Convention. Don Whistler, Kevin said he would like to continue the current process for a year. We need to address the web database design. Don Galway, Art Walton and Kevin Hokerk say is not currently functional for our needs. We need to decide to approach Matt Seddens with the requirements to see if the database can be made functional or just forget it. Don Whistler, one aspect not discussed is Don Galway has looked into third-party online database providers such as Wild Apricot, use Kevin's databases as transitional to something built through Wild Apricot, as an example, is a possibility. Don Galway talked about other providers, technology (cloud computing) has moved forward since the request for a database began and we had stayed stationary. Include intuitive website design, email blast and web design for an estimated cost of about \$200 per month which is comparable to what we are currently spending. Art Walton, H-12 has never given a clear set of requirements to Matt Seddens on what is needed. Don Whistler, here is what we are going to do: Kevin to continue what he is doing for six months, the Technology Committee is to create the requirements document. The requirements document is to be presented to Matt Seddens for comment and estimating (cost/hours/timeline). Report back the results to the 92nd Annual Convention to make a decision then. It was regularly moved second and passed to accomplish this.

- IRS – Don Galway, The 990-N Long Form was filed in November 2012 via fax, on time. Account fees were \$299. A copy was sent to the Exec. Board for their approval prior to the filing. Don Whistler, there exists a problem where some Associations and Clubs are losing their nonprofit status for one or two reasons – not being included in the group exemption or for failure to file a 990-N ePostcard for three consecutive years. Kevin Hokerk, Group Exemption IRS update – a full report was received from the IRS on November 13, 2012 of all group members including the EIN and EIN holder contact information for associations and clubs. The EIN database was loaded with the IRS information along with historical information known. Individual validation sheets were sent to the Association Secretaries for *them* to validate with the Clubs and return to the International Office by 12/31/12. It has become a trying process at times but now down to only 16 “missing” EINs (note: updates were filed with the IRS on January 28, 2013). Don Galway, there are a number of reasons why clubs were dropped from the group exemption: the current President's SSN was used. EIN's and SSN's only differ in where the “ - ” is placed. In the past, 15% of clubs had used Internationals EIN which caused problems in our filing the-N long form electronically requiring it to be faxed. Don Whistler, we are communicating with those Clubs and Associations that have lost their nonprofit status and how to regain it (form 1024, for a reduced fee of \$100 through December 31, 2012). Don Galway suggested that they could just apply for a new EIN and start over from there. A lengthy discussion ensued on problem filings, sign-on's, other organizations having problems, etc. that went far-reaching.

Break

- Membership Program – Art Walton, at the last convention during the caucus meetings, a member asked “we are not going to be here in five years unless we do something different. What are you going to do?” My answer

was “there is nothing any of us as an International Officer can do. It has to be the individual members in the clubs.” I agreed to develop some tools to help the clubs and here they are: a PowerPoint presentation as a loop CD or go through it line by line; a new promotional brochure; an Information Board to get people’s attention when you cannot project the PowerPoint presentation; a 3 to 5 minute speech on what H-12 is about. This only works if the presenter understands what they are doing and how to do it. Also, you must give an award to celebrate their successes. The Ambassador Program encourages a member to visit a Lodge, Grand Lodge or any Concordant Body and talk about H-12. Awards would be based at the Club/State/International level. Sid Leluan, will these materials be available for the Conference of Grand Masters? Art Walton, yes, Merv Harris provided the insight with a Wolcott Information Board he takes to Clubs and had at the last International Convention. Matt Dupee, the Grotto has taken off in Pennsylvania with younger guys. Maybe we should show this concept to them (focus group) for suggestions.

Break

- Don Galway – Michigan York Rite business cards now have a QR code on them that when scanned (by a smartphone app) it takes you to the Michigan Grand York Rite website. This is state of art technology and I think we should be utilizing it. Kevin Hokerk, I will look into including it in the next issue of The High Twelvian. Don Whistler, we will continue with the membership program. Mike Clark has re-mastered the “Glow” video however Mike’s DVD would not play on a Mac or PC. Kevin Hokerk played his version with an opening and closing title scroll. When the final version of the DVD is completed it will be made available for order through the International Office. Don Whistler – another tool is a traveling scroll which Kevin developed for Bernhard Kainer of the Florida Association. It is a thank you for visiting our club, made of card stock within easel back attached so it stands upright for display. Club retention calling program – it is pretty self-explanatory. It helps to keep in touch with your members, and it also depends on your Club Secretary keeping track of attendance! Developing clubs within a state where we are in: when someone expresses an interest in H-12, talk to him about it, obtain his contact information and follow-up. If there is continued interest, contact the International Office to send out a new club kit, then follow-up and meet with them again. If there are areas where we are not located, find a person you know in that area and work it. All of these tools will be available on the web site.
- Housekeeping: Bill Haynes and Paul Fulton recommend that you check your hotel bill to see that you are being charged appropriately for the room rate.
- Don Whistler - we will now continue with the state representative reports with bylaws being the last item for today.
 - AZ – Richard Kessler, new clubs, membership
 - CA – Roy Ackerman, membership, getting people to serve
 - CO – N/A
 - FL – Merv Harris, PIP, no guidance from International, you have to do the fun things to get folks to come back
 - IL – N/A
 - IN – Tom Bevington, PIP, State Convention
 - KS – N/A
 - LA – N/A
 - MI – N/A
 - MO – N/A
 - NCA – Tom Gruis, improve communications, meeting attendance.
 - NJ – N/A

- OH – Rollin Furnace, a year of change and we have moved forward.
- PA – Bill Hartman, Pennsylvania is well represented here! Preparing for the 92nd annual convention. Matt Dupee, get some Masonic friends together to meet for a breakfast/lunch/dinner on a regular basis and when things are going well, ask “when are we going to join H-12 International?”
- TX – BJ Young, we are experiencing the same membership problems.
- Past International Presidents
 - Sid Leluan, jewelry report – close to \$2,000 in income for H-12 anticipated for the June convention. Use QuickBooks for budgeting and accounting needs. If anyone is interested in taking over the jewelry let me know. Do we want the next meeting here or some other location in Vegas? Or a more centrally located location in the country? Wherever we go, consider making the International Secretary obtain a block of rooms and handle the reservations directly through him to the hotel. Any unused rooms would be released one week or so before the meeting. The Plaza Hotel and Casino in old town Vegas might work also. Jim Parker would like input of where to hold the next meeting, Vegas or a more centrally located location.
 - Roger Hansen – Montana, Nebraska and Minnesota are all expansion opportunities. List of Wolcott donation results to be presented at the convention. We must promote ourselves.
 - Tom Bevington – Attended Lodges in the Bahamas and Puerto Rico.
- International Bylaws review in summary fashion, Matt Dupee:
 - Agreed new clubs can be formed with 10 master Masons
 - Added - providing there is written consent of the Grand Lodge of the jurisdiction where the club would meet.
 - Discipline and hearings – clubs would get notice of the charges which provide a chance for a written response rather than a full hearing at the International Convention after the board makes its decision
 - We adopted the provisions for merger and consolidations
 - Committee on nominations – we decided to add language that they are to report on all qualified candidates for elective office. They are there merely to review qualifications and, therefore, report the same.
 - Amended to include that the Secretary and Treasurer shall provide a performance bond at the expense of International.
 - Delegation of power, the governing board to exercise must do so by specific action, it just cannot be general.
 - Liability insurance provision, that in case of replacement coverage liability, insurance will not be canceled without giving members and clubs 60 days’ notice and a written concurrence of the governing board.
 - Removed the General Counsel from the role of Past International President Council since it has not been used. But General Counsel will continue to act as a Jurisprudence Committee member. In the event there is mail, email or other type of vote taken by the Council it will require the majority of the entire membership. So that if only two people voted that would not be enough. If it is outside of their meeting it must require a majority.
 - Incorporating language about the International Endowment Fund to create a new section in Article IX that will essentially mirror what is now in the officer’s manual which deals with the manner in which Trustees are elected. The source of funds, qualifications of Trustees and then a detailed provision of the duties of the Trustees. This is not to make the Trustees an International Officer for purposes of our Bylaws. It just says that they are elected in the same manner as International Officers and puts them in a separate category of International Endowment Fund. Will need a motion to do that. So moved, Donald

Whistler, it has been moved and seconded that we incorporate language from the Officers Manual in the bylaws regarding the International Trustees, approved.

- Two issues that need to be addressed are a clarification in administrative procedures in the billing and collection of per capita. The Exec. Board, on a conference call, approved using March 31 as the basis date. Kevin Hokerk, per capita is based on March 31 month report split between Regular and Masonic Home members. The statement will go out April 30th. Statements are due and payable upon receipt.
- Reports – Monthly Reporting monthly versus reporting annually. Don Whistler, in getting ready for this meeting if nothing else, it was very clear we have a mess and the only way to work through this is to have the clubs give us a month report, if we can get them to do it. This is the only way we can get out in front of getting membership under control. Build the routine of doing it monthly even if there are no changes. Matt Dupee, I am looking at an electronic copy (of the bylaws) and this change must've been removed by agreement and that is why it is not in your printed version. No action to be taken.
- Matt Dupee – motion – The Exec. Board by authorization, will review the final form of the bylaws changes made today and conform them to the prior changes and print them in *The High Twelvian*, and for a vote at the convention. Discussion: Kevin Hokerk – published version, will that be the final form or the redline/strikethrough version? Matt Dupee, published final form. Don Whistler, what if at the convention someone wants a comparison of old versus new. Matt Dupee, a redline version would be very hard to follow considering the comprehensive nature of the changes made. Sid Leluan, any opposition to putting the strikethrough on the web? No, sounds like a good idea. No other discussion. Matt Dupee, I move these changes be adopted and move forward to the International Convention for a vote. Don Whistler, it has been moved and seconded and the motion is approved. Don Whistler, let's give Matt at hand for his hard work last night and for the presentation today.
- Executive committee comments:
 - Don Whistler – thanks for being here. We really have worked on a lot this first six months. The one goal I have not worked on was to expand in areas we are not in. Let's keep H-12 fun!
 - Winton Hewitt – convention pitch: tour of the PA Grand Lodge, Pennsylvania Dutch area, train ride and fun for all. The Pennsylvania Grand Master will be the speaker Friday night.
 - Kevin Hokerk nothing additional – Don Whistler, Kevin has been a full-time secretary and not just five days a week.
 - Don Whistler – our trademark rights expired back in 1996 on the logo design, the words and their usage. Estimated cost of \$900 to reinstate the three trademarks plus attorney fees. Do we really need to do this? Roger Hansen, I move that they be renewed without reservation. Don Whistler it has been moved and seconded the motion is approved.
- The 2013 Mid-Year Governing Board Meeting was closed in due form with one rap of the bell.

Respectfully submitted,

