

HIGH TWELVE INTERNATIONAL – MID-YEAR GOVERNING BOARD MEETING
THE PLAZA HOTEL & CASINO, LAS VEGAS, NV ~ JANUARY 19-21, 2014

Welcome – James B. Parker, IV International President

- Invocation was given by Jon Silver Feather, International Chaplain
- The Pledge of Allegiance was led by William Haynes
- Toast to the Flag was presented by Winton Hewitt, International 1st Vice-President
- There is a clipboard being passed around with a sign in sheet attached, please fill it out
- Introductions: Dexter Carrasco of Hui Awakea #464 by Sid Leluan, PIP

Business Session – Jim Parker

- Roll call – Kevin Hokerk, International Secretary, called the role of the Governing Board and reported that a quorum was present, 12 of 16 governing board members (*see report book for reference documents throughout the minutes*)
- Jim Parker - The minutes of the 92nd Annual Convention are on pages 2-8 of the report packet – are there any questions or comments? Paul Fulton – I move they be accepted as printed. It was M/S/P to receive the minutes as printed, there was no further discussion.
- Correspondence: Kevin Hokerk
 - From Mervyn Harris, PIP 3 items (condensed)
 - Consider a change in location of the Mid-Winter meeting to a more central location
 - Consider the assignments of international vice-presidents be used to contact association presidents on at least a quarterly basis for the exchange of information
 - Traveling cross country for a one day meeting is an expensive trip, I know there are others that feel the same. Perhaps trying to accommodate more of us in a central location would help attendance and keep more of us more involved.
 - Don Whistler, PIP commented that the FL Association did not send any officers to Philadelphia for the 92nd Convention and it was held on the east coast.
 - Jim Parker, commented this location was discussed at the 92nd Convention and was unanimously approved. It was thought that moving to the 'old section' of Vegas would improve attendance. Winton Hewitt will determine location of the 2015 Mid-Year meeting. We spent a lot of time last night on how to get the word out to individual clubs. An option is to utilize the Wolcott Zone structure and pair up the international president and vice-presidents for similar coverage. Travel needs to be convenient to everyone and avoids the winter weather. Jon Silver Feather – Mr. President are you out of order? We are under communications and this discussion should be taken up under new business - Agreed. Moving on...
 - From Michael Clark, PSP MI – bylaws amendment for Uniform Club Bylaws v6/15/13, Article III, Section J – eligibility for office, to remove the limitation on successive terms of office for club president
- International Officer Report Additions:
 - Winton Hewitt, 1st VP – EIN problems continue with clubs and associations. Lots of time has been spent on this. We need to stem the loss of members and clubs
 - Jerry Saville, 2nd VP – continuing to break through in the state of Washington with the grand lodge – Sid Leluan has a contact there we can work with
 - Richard Kessler, 3rd VP – We need to resolve our current operational problems before taking on new ones

- Kevin Hokerk, Secretary – the new website was up and running end of June 2013. Information posted is only as good and accurate as the information received. In the month of December I was able to scan some 150 old club files and there are some really interesting pictures and other items in these files. There will be a request for two IMO heritage bonds coming up under new business. A tax attorney has been engaged to help sort out the legal aspects of EIN's and 990-N ePostcard filing noncompliance. The fall edition of the *High Twelvian* was in full color this time. Trademark application has been approved, waiting on the official certificate to be delivered.
- Rollin Furnas, Treasurer – treasurer's reports will be printed this year and not projected. Sheet 1 is the monthly bank balance/transactions summary. Kevin Hokerk – we received a \$30k bequest from an estate created in 1987 and was recently closed out. Rollin – less the \$30k we are still in a positive position. Next page is a listing of all checks written. Any questions about these 2 reports? Q – What are the ATM withdrawals and why? Kevin and I have bank debit cards and those transactions are recorded (ATM) against the budget and the paper trail is sufficient. Note: both debit cards are restricted to no cash back. Next hand out is the approved 6/15/13 budget and current expenses. Q – Check #'s 2207 & 2208 are both to the same payee, why 2 checks? These were for our two types of insurances and makes us paid through 8/24/14. Next billing I will be making one payment for all the policies at one time. Sid Leluan – are we making redundant payments? No, we are not. On 1/8/14 I was to get a bill for all policies due for the next 3 months payment, since we had the money the full bill was paid. Check #2195 was payable to Charter 1st Agency but should have been directly payable to The Travelers, the agency forwarded it. Sid Leluan – have our policies been reviewed? I don't remember paying this much in such a short period of time. Don Whistler – the \$14,188 is right and is in line with the budget amount. Sid Leluan – this amount at one point was based on 8k members and we now have only 5k. Rollin – valid point and needs to be examined. Sid Leluan – the executive board needs to research and provide a definitive answer if billing is based on membership numbers or not. Jim Parker – will do. Gene Wickey – generally these types of insurance are automatic renewals and the basis numbers are not reviewed unless we ask them to be. These policies typically include workman's comp (we have no employees), bonding, property damage (schoolhouse, bell and banner?) liability and officer insurance. Someone needs to do a full review and see that our coverage is proper. A current summary should be on the declarations page with the amount charged.
- Jim Parker – Malcolm White, Wolcott Foundation Chairman, you have been patiently waiting and we appreciate your attendance. Malcolm - would you like to work some square roots or numbers? LOL I urge you all to support your/our Wolcott Foundation! All club Wolcott Representatives should have a receipt book to record and send all donations to your deputy or zone trustee. Schoolhouse (free will) donations are designated to the fellowship fund only and do not qualify as a deduction. All other types of donations are tax deductible. I cannot explain the delay in depositing checks or where the slowdown is occurring – keep in mind they pass through 3-4 hands by the time they reach the bank. The Wolcott fellowship application is available online at the Wolcott Foundation website if you would like to see what one looks like. Q - Walter Williams – with the number of times a check is handled why can't an email be sent to the sender (club or deputy trustee) when received by the zone trustee and the same by the Wolcott treasurer to the zone trustee? That way any break down can be easily detected. Malcolm – at some point we should make a change so non-US citizens can apply to cover our foreign clubs. Sid Leluan – how about modifying the mission statement to include world politics? This would aid in selling our charity when we expand to Mexico and the Philippines etc. Jim Parker – Thank you Malcom, it is always a pleasure to hear about that thing we support. There are a lot of questions out there and we need to unify our processes. Malcolm – one point about using personal checks - use a club check for cash donations –

by using personal check it could raise implications legally in an IRS audit. Members personal checks made out to the foundation are acceptable but schoolhouse cash donations should run through the club account and not a personal one, which is just good bookkeeping. Gene Wickey – if audited it would cause a proof problem for the tax payer.

- Committee Reports:
 - Endowment Fund - William Haynes:
 - 12/31/12 balance \$ 99,277.66
 - 12/31/13 balance \$121,499.66
 - 22% gain
 - Fund raising activities – Donald Whistler
 - 2013 Address labels \$7,152.00
 - 2012 Pocket planner \$1,574.00
 - 2013 Pocket planner \$2,231.00 (raised suggested donation levels)
 - High Twelvian – Kevin Hokerk, editor
 - Fall Edition – 5,057 copies printed
 - Printed in full color this time (\$160.00 additional cost)
 - When submitted to the printer a PDF version is also posted to the website at the same time
 - Jim Parker – I hold up a pocket planner and *High Twelvian* when visiting clubs and ask if you all received one if not. If you did not let your secretary or the international office know. The *High Twelvian* is a good publicity document, particularly the pictures showing member involvement.
 - Forms/printed documents – Kevin Hokerk
 - 163 orders have been filled since the June convention
 - In July I started sending new & reinstated member certificates based on Monthly Reports *received* to the club secretary. Jim Parker – the auto sending of these documents will tell the club secretary the information has been received and acknowledged.
- Unfinished Business – Jim Parker
 - Website – Kevin Hokerk - a walk through projection was done – the overall change was transparent for the end user as the URL did not change. Main pages reviewed were Home, Events, Wolcott, Associations, Clubs, Monthly Update, High Twelvian and Secretary. Sid Leluan – we need to end the redundant emailing of the Monthly Update, which is not very professional. Reviewed how to print a page, discussion on the EIN and 990-N ePostcard filing pages and links. It was suggested to have a quick link on the home page for some of this information. Sid Leluan – the square and compasses need to be added to the sunburst to show our connection to the Masonic fraternity. A long discussion was held, it will be added. Sid Leluan – I see that Jim Buffington, GM NV is listed on the agenda but is not here, did we receive permission to meet here? Did we hear from him? Jim Parker – we did not receive and communication from the Grand Master or his office. Sid gave a background on the “High Twelve” problem in NV. This just makes things more difficult. Are we going the Grand Master’s Conference next month (2/12-14) in Baltimore? A long discussion was held and the \$300 payment will be made along with a request for a table next to Sid’s. Jim Parker said he would be going. In the past Don Galway has handled the registration and fee payment.
 - Uniform Club Bylaws Adoption – Kevin Hokerk
 - 79 clubs have adopted, that leaves 93 remaining
 - Past due 2012-13 per capita – Kevin Hokerk

- 7 clubs/members should have been dropped from the rolls per the bylaws in December but the Executive Board decided not to and will continue to work the association on getting this resolved. The executive officers now know who to contact to make personal contact with these clubs. Jim Parker - on the first contact call you will hear a lot of complaining etc., listen to them, and then offer ways we can help solve the problem(s). A club by club review was done. Kevin – I am getting ready for the 2014-15 billing cycle, based on 3/31/14 monthly reports and not roster numbers.
 - Tax Attorney – Kevin Hokerk
 - The executive board agreed to hire Bud Rubin, tax attorney, to work through the legal implications of not having an EIN, not keeping the EIN updated, not filing the annual 990-N ePostcard return, losing the non-profit designation, group exemption update problems, etc. The agreement is capped at \$5k. A long discussion was held on hiring a tax attorney vs. using a member that is a lawyer. Gene Wickey indicated that this is a very specialized field and a general practice lawyer would not be able to handle this.
 - The group exemption updates will be submitted on 1/28/14 – responses from the state associations has been underwhelming at this point. When the GE Master List was received in November I validated the last submitted changes and there were 106 that were not made. In talking to the GE folks in Ogden, UT they had no explanations other than to resubmit.
 - For 2012 only 66 clubs filed a 990-N eP, 25 EIN's had their non-profit status revoked and the group exemption updates not being completed makes this a very messy problem. A long and far ranging discussion was held. There is no magic wand to fix this problem. Don Whistler – the tax attorney is not going to fix the problem but rather provide an opinion on the legal implications and what could be done. Winton Hewitt provided a history of what Ralph Clemmer and Julie did in 2006-7 based on old emails that he has and what he has been working on for PA clubs and the association currently. Jim Parker – the decision we made is a forward moving step to work to resolve this long standing problem.
 - Membership Database – Kevin Hokerk
 - I set up a 450 member database to create reports and determine the field structure – the 450 is based solely on the \$50 monthly fee we have been paying.
 - I selected Winton Hewitt to review online [ooVoo] the process developed as he has been a club secretary in the past and has is an association secretary for a number of years. He understands tracking membership and reporting.
 - It became apparent that a higher level of expertise with computers will be required. One operational problem is if a club cannot do a paper monthly report now how can they be expected to keep their clubs membership accurate online. The same applies for state association secretaries that do not respond to phone calls, emails or US mail.
 - The email function provides opportunities to directly contact target audiences (with email addresses) like club or state secretaries, presidents, Wolcott reps, Masonic reps, all members in a an association with a specific messaged email to them. Emails submitted show any invalid email addresses, how many were delivered, opened and how many times 'links' were clicked on in the body of the email.

Break for lunch 1.5 hours - Jon Silver Feather, International Chaplain, blessed us on our way
The meeting was called back to order by Jim Parker, a quorum was still present

- It was M/S to expand the membership database to the enterprise level at a cost of \$200/month which is needed to support our number of members (2k to 15k members) we have. A point of order was raised – what if we don't have a computer? Kevin – initially the database edit access will only be available to myself and Winton Hewitt to get it operational. The next step would be to open edit access to state associations. I do not see it being open for member edit access at this point. The motion was voted upon and passed.
 - Old database & personal computer – Jim Parker – has Matt Seddens turned over any of the High Twelve property or information as requested? Kevin Hokerk – No. Jim Parker – this is serious concern that I will take on to resolve. The documents and hardware that the previous website & database provider has is the property of HTI and we need to get it back.
 - Jim Parker - we did receive a check today from Sid Leluan for the jewelry sales (carried forward & 12-31-12 to 12-31-13 less resupply costs) so we are on track there.
- New business:
 - Amendment to the Uniform Club Bylaws v6/15/13 Article III, Section J (see report book) - eligibility for office, to remove the limitation on successive terms of office for club president
 - Discussion – it is not necessary as it could be documented in Article IX as 'unique' to this club. Jim Parker – this limit was imposed to get new blood in the line. From the floor – some clubs don't have the ability to generate new officers. Kevin Hokerk - by adding this as an Article IX it would be in direct conflict and therefore invalid, many agreed. Walter Williams – how about changing the wording to encourage a club president not hold office for more than two years? William Lofquist – two examples in Arizona: Prescott & Kingman, no one would take over for the presidents who both had held that office for several years and wanted out. This is not unique to Arizona, same problem is in Michigan. Kevin Hokerk – I have gotten comments appreciating this limit so now I can get out of office! Jim Parker – we need a motion for this to move forward to the convention. It was M/S/P for this amendment to move forward to the 93rd Convention for consideration.
 - Jim Parker – Sid Leluan, do you want to say something about the jewelry proceeds check? Yes, I left a check for \$1,372.16 on Kevin's desk just in case Dexter got verbose during lunch and I did not make it back in time. Did you go over the report? Jim Parker – No, just received it with thanks. Sid - Just to recap then it, was for \$1,792.16 but when the hotel needed a last minute room fee deposit for this meeting room I paid the \$420 and deducted that amount from the check netting \$1,372.16. Much of the stock items gives us a large case of inventory. Of those items that sold the best and required additional quantities, a reorder was placed when almost out of stock. We probably have expensed \$800. There is more than \$4-5k in retail inventory already paid for. I understand this was a topic of conversation on the executive board calls and if you have questions to please bring it to me personally. HTI sales are cyclical in the spring and fall. Years ago Julie had been given carte blanche and we are overload on some items. The \$100k pin has a large inventory. That pin has been redesigned to something more appropriate but there has not been enough movement in inventory to implement the new design. Don Whistler – Mr. President, from an accounting perspective we should be recording gross jewelry sales and expense the room rental separately so jewelry sales are recorded properly (ie: reference the check), agreed.
 - Kevin Hokerk – there was one amendment that I missed. Don Whistler - from the PA Association, we recommend that the night before executive board meeting be added back to the international bylaws. Reasoning – it provides scheduled time for the executive board to review the agenda and any other key topics as may be needed. The other item is to put the post-convention board of directors meeting back in the bylaws as it is a review the actions taken, is where the new president makes his committee

appointments and a time for the president to talk about his coming year. General discussion was held on what happened in past years, the gripe sessions, separate group meetings at the same times. Jim Parker – lets table this for an executive board meeting. These meetings can be called by the president as needed anyway.

- Proposed Uniform Association Bylaws – submitted by the executive board – in report packet
 - General discussion – the NCA covers two grand lodge jurisdictions, thus two approvals would be needed. How would this be covered? Long discussion resulted in the add a ‘s’ to Grand Lodge(s), approved. Change officer duties for treasurer – he shall receive not collect..., approved. Annual meetings shall be held between date and date OR on the _____ (fixed date), approved. Constitution, Article V, Section 2 – strike ‘refusal to act’, approved
 - It was M/S/P for the proposed Uniform Association Constitution and Bylaws to move forward to the 93rd Convention for consideration.
- State Association Reports:
 - AZ – Walter Williams – 9/20/14 is our annual state convention to be held at the Tucson Scottish Rite. I have installed the officers at all but one club and will do that one on the way home from this meeting.
 - CA – Jerry Saville – proxy – President Cleveland Valrey extends this thanks to Bro. Jim Parker for attending and installing the CA Association Officers. We need to put the fun and fellowship back in our meetings! Our next two association conventions will be held in Bakersfield. Clubs want to know what do we get for our per-capita dollars. We have been talking about that...liability insurance for one, the High Twelvian, no cost forms. When you have a minute Google Cleveland’s name and see what he accomplished in his career in the Army.
 - MI – Philip Smith – proxy – we lost one club this year Lansing #20 and 3-4 other clubs could consolidate. Our annual convention will be in early April in East Lansing.
 - OH – J. Thomas Foor – we had a blast at our state convention. We were expecting 15-20 but 30 showed up and great time was had. We are working on a new clubs in the Cincinnati and Wilmington areas.
 - PA – Paul Fulton – the fall autumn days festival was very successful. We continue to have state quarterly meetings. On May 1st will be our annual convention.
- Past International Presidents
 - Sid Leluan, I have had a great time and these meetings are a good thing to have
 - Don Whistler, I took over from Merv Harris the inquiries for expansion. Most of the inquiries come from the international office. I have contacted several grand lodge secretaries to establish a point of contact. In Alabama some lodges still have H-12 plaques in lodges! He also would welcome active clubs back.
- Executive committee comments:
 - Winton Hewitt, 1st VP – wished for better attendance, is it this venue? Will take a poll at the 93rd convention on where to meet in 2015. Member and club attrition has to be stopped.
 - Jerry Saville, 2nd VP – Appreciate the snowbirds who attended this year. I left that area for a reason! I agree that the physical attendance makes a difference combined with international programs.
 - Richard Kessler, 3rd VP – Bro. Walt Williams is trying to get some more clubs going in Arizona. We are traveling to areas we have been in before and some we haven’t. I would like to give a big thank you to Bro. Sid Leluan for the arrangements made this weekend – next time just get a meeting room with heat!
 - Kevin Hokerk, Secretary – Just a reminder that the necrology information comes from the monthly report the clubs submit. But I also get notifications by return to sender mail, phone calls, fund raiser replies, and attorney cease and desist letters. One thing we missed earlier was two Heritage Bonds IMO for Brothers

Beryl Franklin (Wolcott Foundation Trustee for many years) and Robert Jorgensen (past international secretary) who died recently. It was M/S/P to send two HB's to the families.

- Jon Silver Feather, Chaplain – the necrology service is for those men who put so much time and effort in Masonry and service to clubs and this is the way we honor them. My wife Mari-An passed last August. I carried her ashes from NV to OR as the National Cemeteries in these states had special requirements for burial that could not be met. I was able to bury her in Riverside CA where there are no special restrictions.
- Rollin Furnas, Treasurer – this year I have traveled to MI, IN, IL, OH and Louisville. Two ideas, there is no mechanism to get interest on our money in the checking account. We also carry too high of a balance in that account. Maybe we should go to credit cards vs. debit cards to get a bit back in 'rewards.' Any time a change is made in a treasurer there should be an audit performed prior to books being turned over to the new treasurer.
- Malcolm White – April 30th is the closing date of the Wolcott Foundations fiscal year. Get your clubs donations in prior to that date. When the ladies are involved you have an active club. At Bakersfield #95 we enlist our ladies to call our members about the upcoming meeting. Please support our youth!
- Jim Parker – I received a note dated today (1/20) and effective tomorrow from the treasurer resigning his position for personal reasons. The resignation has been accepted and thank you Rollin for serving. Don Whistler, PIP, has been appointed to fill the remaining term. Don Whistler – I will only be an interim treasurer and if you want to do an audit you will need to appoint a committee Mr. President.
- Jim Parker – I would like to thank Sid Leluan for putting this meeting together. I have had a great time here. The hotel event coordinator's wife had what was thought to be a stroke recently but further testing indicated she had a brain tumor. His absence made it a bit bumpy getting the meeting going. I do appreciate the temperature in the room though, it is just like being home.....with the door open! We need to support our youth as I did my children. I am looking forward to the grandchildren joining Rainbow, Jobs and DeMolay. I have been a DeMolay chapter dad for over 30 years. I am looking forward the Wolcott Foundation fellowship selection meeting coming up and meeting some of the new candidates. I attended the Scottish Rite Northern Jurisdiction meeting recently and there were 400-500 in attendance. I asked them how many have heard of High Twelve only 2 hands went up. At the conclusion of my remarks I asked the question again and all hands went up indicating everyone had now heard about High Twelve. In Ohio the Grand Council has a 'how to book' that all officers receive to easily answer questions. I would like to adopt that type of document for High Twelve. We need to go fishing! We need to Wow and Sizzle! Thank you for coming and it is appreciated.
- Benediction was given by Jon Silver Feather, Chaplain
- The 2014 Mid-Year Governing Board Meeting was closed in due form with one rap of the bell.

Respectfully submitted,

